Court File No.: CV-24-00096601-0000

***ONTARIO***
**SUPERIOR COURT OF JUSTICE**

**IN THE MATTER OF AN APPLICATION UNDER** Rules 14.05(3) (h) of the *Rules of Civil Procedure* and Section 288(4) of the *Canada Not-for-profit Corporations Act*, SC 2009, c 23)

BETWEEN:

**THE COLLEGE OF FAMILY PHYSICIANS OF CANADA**

Applicant

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**APPLICATION RECORD**

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October 18, 2024

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TO: **CORPORATIONS CANADA**
The Director General
235 Queen Street
Ottawa, Ontario K1A 0H5

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# Tab A

Court File No.:

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**THE COLLEGE OF FAMILY PHYSICIANS OF CANADA**

Applicant

## NOTICE OF APPLICATION

A LEGAL PROCEEDING HAS BEEN COMMENCED by the Applicant. The claim made by the Applicant appears on the following page.

THIS APPLICATION will come on for a hearing:

x In person

☐ By telephone conference

☐ By video conference

on **THURSDAY, NOVEMBER 28, 2024 at 10:00 a.m.,** at the Ottawa Courthouse located at 161 Elgin Street, Ottawa, Ontario, K2P 2K1:

IF YOU WISH TO OPPOSE THIS APPLICATION, to receive notice of any step in the application or to be served with any documents in the application, you or an Ontario lawyer acting for you must forthwith prepare a notice of appearance in Form 38A prescribed by the Rules of Civil Procedure, serve it on the applicant's lawyer or, where the applicant does not have a lawyer, serve it on the applicant, and file it, with proof of service, in this court office, and you or your lawyer must appear at the hearing.

IF YOU WISH TO PRESENT AFFIDAVIT OR OTHER DOCUMENTARY EVIDENCE TO THE COURT OR TO EXAMINE OR CROSS-EXAMINE WITNESSES ON THE APPLICATION, you or your lawyer must, in addition to serving your notice of appearance, serve a copy of the evidence on the applicant's lawyer or, where the applicant does not have a lawyer, serve it on the applicant, and file it, with proof of service, in the court office where the application is to be heard as soon as possible, but at least four days before the hearing.

Date _____ Issued by _____
Local registrar

Address of
court office: 161 Elgin Street
Ottawa, ON K2P 2K1

**TO**: **CORPORATIONS CANADA**
The Director General
235 Queen Street
Ottawa, Ontario K1A 0H5

## APPLICATION

**THE APPLICANT, THE COLLEGE OF FAMILY PHYSICIANS OF CANADA [**the **"**CFPC**"], MAKES APPLICATION FOR:**

a. an Order pursuant to section 288(4) of the *Canada Not-for-profit Corporations Act* [the "***CNCA***"] validating CFPC's articles of continuance filed pursuant to the *CNCA*;

b. an Order pursuant to section 288(4) of the *CNCA* validating the corporate by-laws and articles approved at the CFPC's 2022 Annual Meeting of Members; and

c. such further and other relief as this Honourable Court may deem just.

**THE GROUNDS FOR THIS APPLICATION ARE:**

## A. OVERVIEW

1. The CFPC is a not-for-profit corporation governed by the *CNCA*.

2. The CFPC is the professional organization that represents more than 43,000 members across the country and performs, *inter alia*, the following functions for the practice of family medicine in Canada:

    a. it establishes the standards for and accredits postgraduate family medicine training in Canada's seventeen (17) medical schools;

    b. it reviews and certifies continuing professional development programs and materials that enable family physicians to meet certification and licensing requirements; and

    c. it conducts the certification examination.

3. As set out in detail below, for a period of over ten years, the CFPC has made amendments to its corporate by-laws and articles which, unknowingly and through no fault of its own, were not made in compliance with the *CNCA*.

4. The CFPC seeks an order validating the amendments to its by-laws and articles which were voted on at the CFPC's 2022 Annual General Meeting, thereby, *inter alia*, ratifying the *status quo* of the corporation's organizational and membership structure.

## B. THE *CNCA*

5. On June 23, 2009, the *CNCA* received royal assent and the legislation came into force on October 17, 2011.

6. Before then, federal not-for-profit corporations were governed by Part II of the *Canada Corporations Act*.

7. The objective of the *CNCA* is to provide a modernized, comprehensive framework for non-profit corporations that is modelled upon the statutes governing business corporations.

8. When it entered into force, the *CNCA* required all not-for-profit corporations that were governed by Part II of the *Canada Corporations Act* (including the CFPC) to continue under the CNCA within a three-year compliance period (ending October 17, 2014) or they would be dissolved.

9. To continue under the *CNCA*, the memberships of federal not-for-profit corporations were required to approve (1) articles of continuance and amendments to their by-laws to align them with the *CNCA*, and (2) continuance itself.

10. Among the notable aspects of the *CNCA* is section 199, which reads as follows:

**Class vote**

**199 (1)** The members of a class or group of members are, unless the articles otherwise provide in the case of an amendment referred to in paragraphs (a) and (e), entitled to vote separately as a class or group on a proposal to make an amendment referred to in subsection 197(1) to

**(a)** effect an exchange, reclassification or cancellation of all or part of the memberships of the class or group;

**(b)** add, change or remove the rights or conditions attached to the memberships of the class or group, including

**(i)** to reduce or remove a liquidation preference, or

**(ii)** to add, remove or change prejudicially voting or transfer rights of the class or group;

**(c)** increase the rights of any other class or group of members having rights equal or superior to those of the class or group;

**(d)** increase the rights of a class or group of members having rights inferior to those of the class or group to make them equal or superior to those of the class or group;

**(e)** create a new class or group of members having rights equal or superior to those of the class or group; or

**(f)** effect an exchange or create a right of exchange of all or part of the memberships of another class or group into the memberships of the class or group.

**Right to vote**

**(2)** Subsection (1) applies whether or not memberships of a class or group otherwise carry the right to vote.

**Separate resolutions**

**(3)** A proposal to make an amendment referred to in subsection (1) is adopted when the members of each class or group entitled to vote separately on the amendment as a class or group have approved the amendment by a special resolution.

11. Section 199 provides protections for membership classes by requiring that any proposal to make an amendment that, *inter alia*, changes voting rights of a membership class or grants one membership class superior rights to another, must be voted on by the impacted membership class(es) separately.

12. In other words, amendments which may affect a membership class can only be passed if a special resolution (i.e., 2/3 of the votes cast) of the membership class votes in favour of the change. This effectively provides an impacted membership class with “veto” rights to block a proposed change to the membership class, even if other membership classes vote in favour of the change. Moreover, section 199(2) of the CNCA provides non-voting members with the right to vote where the provisions of section 199 are triggered. It is also worth noting that section 199(3) of the *CNCA* provides that proposed amendments under section 199(1) are only adopted when each impacted class votes separately to approve the amendment by special resolution.

13. Section 199 created a fundamental change in the manner that federally incorporated not-for-profit corporations were governed. Under Part II of the *Canada Corporations Act*, there were no class votes and non-voting members did not have voting rights.

14. Due to the "veto" powers conferred by section 199, the prevailing legal advice among practitioners in the not-for-profit sector at the time the *CNCA* was coming into force and during the three-year window described above, was that not-for-profit corporations should either move to one membership class (and thereby avoid section 199) or structure their membership classes or draft their articles in ways to mitigate the potential impacts of section 199.

## C. CFPC'S CONTINUANCE UNDER THE *CNCA*

15. The CFPC was founded in 1954 and incorporated in 1968 under Part II of the *Canada Corporations Act*.

16. Upon the *CNCA* receiving royal assent in 2009, the CFPC's board of directors reviewed the *CNCA* to consider amendments to its constating documents. Immediately prior to continuance under the *CNCA*, the CFPC by-laws provided for 10 membership classes.

17. On or about May 16, 2013, the CFPC sought legal advice from the law firm Blakes Cassels & Graydon LLP ["**Blakes**"] with respect to how to transition the corporation to the *CNCA* and how the new legislation would affect its corporate governance.

18. Previously, Blakes had assisted with reviewing and commenting on the CFPC's existing (pre-*CNCA*) by-laws and was therefore familiar with its corporate structure and processes.

19. The CFPC provided Blakes with proposed articles of continuance and by-laws for review and legal advice. Notably, the draft articles of continuance that CFPC provided to Blakes

for review specified that the CFPC would have only two (2) membership classes with a number of "subclasses", or categories, within those two (2) classes, as follows:

**Schedule 2: Classes of membership**

The Corporation is authorized to establish the following classes of members:

(1) The Class 1 members shall be entitled to receive notice of and to attend all meetings of the members of the Corporation and each Class 1 member shall have one vote at each such meeting. Class 1 members shall include Active Members, Affiliate Members, Resident Members, Retired Members, Senior Members, Sustaining Members.

(2) Except as otherwise provided by the *Canada Not-for-profit Corporations Act*, the Class 2 members shall not be entitled to vote at meetings of the members of the Corporation. Class 2 members shall include Associate Members, Honorary Members, Public Members, Student Members. Not withstanding any other privileges, National Board Directors have the privilege to vote at meetings of the members.

20. By accident, the proposed articles of continuance and by-laws did not refer to the "Life Members" membership class that had been added to the CFPC's membership structure in 2012. That membership class applied to practicing and non-practicing family physicians over the age of 70 who had been CFPC members in good standing for at least 10 years prior. Life Members received complimentary membership to the CFPC.

21. Furthermore, the by-law amendment provisions in CFPC's proposed by-laws did not identify or account for the possibility that separate class votes of the members may be required under section 199 of the *CNCA.* In the by-laws of *CNCA* corporations with multiple membership classes, it was (and continues to be) a standard practice for the drafters of by-laws to call attention to the issue through references to section 199 in by-law amendment provisions. This approach helps to avoid the possibility of a corporation approving by-law amendments without class votes. Unfortunately, this was not done in the case of the CFPC. As such, the CFPC remained unaware of the issue.

22. The two-class membership structure in the CFPC's proposed articles of continuance would have mitigated the impacts of section 199 of the *CNCA* by minimizing the instances that class votes would have been required.

23. However, on express advice from Blakes, the CFPC revised the articles of continuance, creating 10 different membership classes instead of two:

**Schedule 2: Classes of membership**

The Corporation is authorized to establish the following classes of members, which classes shall be entitled to receive notice of and to attend all meetings of the members of the Corporation and each member of such class shall have one vote at each such meeting, except meetings at which only members of a specified class are entitled to vote separately as a class:

(1) Active Members
(2) Affiliate Specialist Members
(3) Resident Members
(4) Retired Members
(5) Senior Members
(6) Sustaining Members

Notwithstanding any other privileges related to their class of membership, Board Directors are entitled to receive notice of, attend and vote at meetings of the members of the Corporation.

The Corporation is also authorized to establish the following classes of members, which classes shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation, except as otherwise provided by the *Canada Not-for-profit Corporations Act*:

(7) Associate Members
(8) Honorary Members
(9) Public Members
(10) Student Members

24. Blakes, in its review of the CFPC's proposed articles of continuance and by-laws, did not *inter alia*:

a. make any recommendation that the CFPC eliminate membership classes;

b. make any recommendations to the CFPC to account for the veto powers conferred by section 199 of the *CNCA*;

c. make any revisions to the CFPC's proposed by-laws to identify and account for the potential application of section 199 of the *CNCA*;

d. advise the CFPC on the effects of section 199 of the *CNCA* in any way; and/or

e. advise the CFPC of the impact of section 212(4) of the *CNCA* (described below) on the continuance process.

25. In fact, based on Blakes' advice and recommendation, the CFPC increased the number of proposed membership classes from two to ten.

26. As a result, the CFPC was unaware of section 199 of the *CNCA* and the effects it has on the voting rights of membership classes.

27. Furthermore, the CFPC was unaware of the implications of section 212(4) on the continuance process. Section 212(4) of the *CNCA* states:

> **Change of class or group rights**
>
> **(4)** Despite subsections (2) and (3), the members of a body corporate may not, by a special resolution under either of those subsections, make any amendment of the nature referred to in subsection 199(1) that affects a class or group of members, unless
>
> **(a)** the charter of the body corporate otherwise provides in respect of an amendment of the nature referred to in paragraph 199(1)(a) or (e); or
>
> **(b)** the members of the class or group approve the amendment in accordance with section 199.

28. Section 212(4) provides that if a non-*CNCA* corporation (for instance, a corporation governed by Part II of the *Canada Corporations Act*) wishes to amend its corporate charter as part of the *CNCA* continuance process and those amendments are in the nature described in section 199 of the *CNCA*, then separate class votes under section 199 are required to approve the amendments. For that reason, on the advice of legal counsel, many

corporations governed by Part II of the *Canada Corporations Act* approved amendments to their constating documents (e.g., to reduce the number of their membership classes) before approving continuance. Membership approval of continuance then took place at a subsequent meeting of the members. This two-step approach allowed many corporations to make changes to their membership classes in anticipation of the *CNCA* without class votes. The CFPC never received that advice from Blakes.

29. On August 28, 2013, the CFPC's board approved the decision to share the proposed continuance by-laws and articles of continuance, as revised pursuant to Blakes' advice, with the CFPC's membership. The membership classes and voting rights set out in the CFPC's proposed by-laws and articles were fundamentally the same as its existing by-laws with two material differences. First, it was proposed to remove the voting rights of members of the "Student Member" class. Second, it was proposed to create a new "Public Member" class by dividing the existing Associate Member class into two classes (i.e., Associate Members and Public Members).

## D. HISTORY OF AMENDMENTS TO CFPC'S CORPORATE DOCUMENTS: 2013-2021

### *i. 2013 Annual General Meeting*

30. On or about October 1, 2013, the CFPC notified its membership of an upcoming annual general meeting ["**2013 AGM**"] to be held on November 7, 2013 at the Vancouver Convention Centre in Vancouver, British Columbia.

31. Notice of the 2013 AGM was provided to members via email, posting on the CFPC's website, and through a half-page advertisement in the CFPC's medical journal, the *Canadian Family Physician*.

32. On the CFPC's website, and through the email notices sent to members, the CFPC circulated a memorandum outlining the major changes to the CFPC's proposed by-laws resulting from its continuance under the *CNCA*. These changes included the proposal that Student Members no longer be able to vote at meetings of the members and that a new Public Member class be created without voting rights.

33. The memorandum invited members to review the proposed by-laws and articles of continuance on the CFPC's website.

34. Of the 30,303 eligible voting members, 85 members attended the 2013 AGM and voted in favour of the proposed amendments.

35. Contrary to section 199 of the *CNCA,* as referenced in section 212(4) of the *CNCA*, a separate vote was not conducted by the Student Member class with respect to the removal of its right to vote. In addition, a new "Public Member" class was created by dividing the existing "Associate" class without a separate class vote of the "Associate" membership class or separate votes of any other impacted membership classes pursuant to section 199(1)(e) of the *CNCA* (i.e., the other non-voting classes) to approve the same.

36. Therefore, unbeknownst to the CFPC, the articles of continuance and by-laws approved by the members as part of the continuance process under the *CNCA* were not approved in conformity with the *CNCA*.

*ii. 2014 Annual Meeting of Members*

37. On or about October 15, 2014, the CFPC notified its membership of the annual meeting of members [the "**2014 AMM**"], to be held on November 13, 2014 at the Quebec City Convention Centre in Quebec City, Quebec.

38. Like the previous year, the CFPC notified its membership about the 2014 AMM and proposals to be voted on via email, advertisements in the *Canadian Family Physician* journal, and on the CFPC's website.

39. Among the proposals to be voted on at the 2014 AMM were amendments to the CFPC's by-laws, which included reinstating the "Life Members" membership class to the corporation's membership structure (to correct the inadvertent failure to include a Life Member class in the by-laws approved at the 2013 AGM).

40. Of the 32,481 eligible voting members, 120 members attended the 2014 AMM and voted in favour of the proposed by-law amendments.

41. Although the amended by-laws and articles reinstated a membership class which was unintentionally omitted at the time of continuance, Section 199(1)(e) of the *CNCA* provides that membership classes are entitled to vote as a separate class in respect of amendments to create new classes of membership with equal or greater rights than other membership classes. Because it was proposed that the new Life Member class would have voting rights that were equal to those of the other voting membership classes, and because voting rights are superior to non-voting rights, all of the membership classes should have voted separately to approve the creation of the class.

42. Separate class votes were not held, and as such, the proposed amendments to create (or reinstate) the Life Member class in the CFPC's by-laws and articles were not validly passed.

*iii. Annual Meeting of Members 2015 through 2019*

43. The CFPC held an annual meeting of the members ["**AMM**"] each year as follows:

    a. on November 12, 2015 at the Metro Toronto Convention Centre in Toronto, Ontario;

b. on November 10, 2016 at the Vancouver Convention Centre in Vancouver, British Columbia;

c. on November 9, 2017 at the Palais des Congrès in Montreal, Quebec;

d. on November 15, 2018 at the Metro Toronto Convention Centre in Toronto, Ontario;

e. on October 31, 2019 at the Vancouver Convention Centre in Vancouver, British Columbia;

44. Proposals were made at certain of the meetings to amend the CFPC's by-laws, however none of the amendments triggered class votes pursuant to section 199 of the *CNCA.*

45. The proposed by-law amendments were approved each time by the members.

*iv. 2020 Annual Meeting of Members*

46. Due to the COVID-19 pandemic, the CFPC's 2020 AMM was held virtually via videoconference on November 5, 2020.

47. A proposal was made to amend the CFPC's by-laws to allow for AMMs to be conducted virtually and for votes to be cast for proposals by electronic means. The proposed by-law amendments were approved by the members.

48. No amendments were proposed which triggered class votes pursuant to section 199 of the *CNCA.*

*v. 2021 Annual Meeting of Members*

49. The CFPC's 2021 AMM was held virtually via teleconference on November 11, 2021.

50. No proposals were made at the 2021 AMM which triggered class votes pursuant to section 199 of the *CNCA.*

## E. CFPC'S DECISION TO OVERHAUL MEMBERSHIP STRUCTURE: 2022

51. In or around early 2022, the CFPC began development of a new College Constituent Relationship Management platform ["**CCRM Platform**"] with the objective of centralizing membership data to improve member care.

52. At the same time, the CFPC's board of directors determined it was necessary and in the best interests of the corporation to make changes to the CFPC's membership structure to reduce the burden associated with administering so many membership classes by harmonizing membership classes and ensuring greater equity between them.

53. More particularly, the CFPC proposed replacing the ten membership classes listed in the CFPC's articles of continuance and the Life Membership Class (as reinstated in 2014) with the following four membership classes: Practising, Non-Practising, Learner, and Associate.

54. The objectives of the changes to the membership structure were, among other things, to:

    a. create clarity and simplicity for members with regard to voting privileges and other rights;

    b. create a clearer and more equitable fee structure;

    c. enhance the financial viability of the CFPC; and

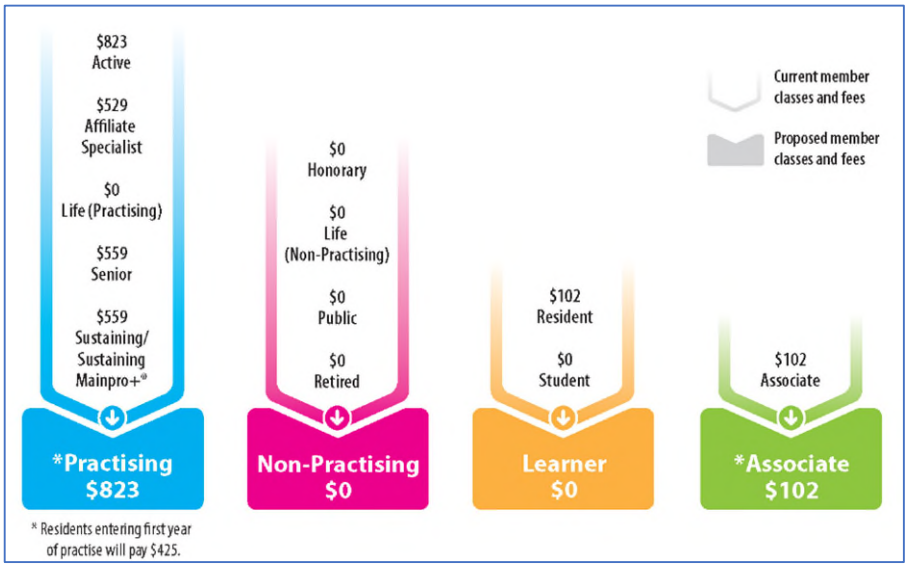
    d. reduce internal administration, thereby reducing costs to the CFPC.

55. The CFPC members were informed that the membership conditions and rights associated with new classes would be as follows:

| | |
|---|---|
| **Practising Class**<br><br>Includes First Year Practising (FYP) | A **Practising class member** is:<br>• A voting member.<br>• A licensed physician in good standing, engaged in the practise of family medicine including patient care, teaching, research, and/or administrative practice including members in their first year of practise; or<br>• Engaged in a primary practice or specialty other than family medicine who holds certification from the Royal College of Physicians and Surgeons of Canada, or another certifying body recognized by the College.<br>• Practising class members are required to:<br>o Pay annual Corporation membership fees and Chapter fees as set by the board and the chapter boards;<br>o Fulfill CPD requirements as determined by the board; and<br>o Be members of both the CFPC and a Chapter (with the exception of members practising in the territories or outside of Canada). |
| **Non-Practising Class** | A **Non-Practising class member** is a non-voting member in good standing who is:<br>• No longer actively engaged in providing medical care to patients, nor actively involved in any other medical or medically related field or endeavour;<br>• An individual of distinction and not a family physician, who has made outstanding contributions to family medicine; or<br>• A member of the public with a role on the CFPC board and/or its Committees.<br>• Non-Practising class members:<br>o Are not required to pay annual Corporation or Chapter fees;<br>o Are not required to fulfill CPD requirements; and<br>o Are members of both the CFPC and a Chapter. |

| | |
|---|---|
| **Learner Class** | A **Learner class member** is a non-voting member in good standing who is:<br>• A physician enrolled as a resident in an approved postgraduate training program in family medicine;<br>• A physician who was previously a practising family physician of the CFPC and is now enrolled as a resident in an approved postgraduate training program in a medical discipline other than family medicine;<br>• An international medical graduate (IMG) who is enrolled in a Canadian provincial ministry of health- and/or university-approved assessment/training program leading to the attainment of a license to practise in Canada; or<br>• An individual enrolled in a Canadian university faculty of medicine undergraduate program leading to the MD degree who has an interest in family medicine.<br>• Learner class members:<br>o Are not required to pay annual CFPC or Chapter fees;<br>o Are not required to fulfill CPD requirements, with the exception of a resident who may voluntarily register CPD; and<br>o Are members of both the CFPC and a Chapter. |
| **Associate Class** | An **Associate class member** is a non-voting member in good standing who is:<br>• A health care professional or other who works in collaboration with family physicians in clinical practice or academic departments of family medicine.<br>• Associate class members:<br>o Pay annual Corporation fees as set by the board;<br>o Are not required to fulfill CPD requirements; and<br>o Are not required to belong to a Chapter nor pay annual Chapter fees. |

56. Similarly, the members were informed that the new fee structure for the four membership classes would be as follows:




57. Notably, the new membership structure did not have an equivalent to the "Life Members" class whereby practicing physicians over the age of 70, who had been members of the CFPC in good standing for at least the prior ten years, were exempt from annual fees.

58. In August, 2022, prior to circulating the proposed amendments to its members, the CFPC again sought legal advice from Blakes regarding its proposed by-law and article amendments and its draft resolution for approval by the CFPC's board of directors.

59. The CFPC provided Blakes with a draft memorandum which the CFPC intended to circulate to its members prior to the 2022 annual meeting of members. The draft memorandum sets out the CFPC's understanding as to the voting requirements for the proposed by-law change:

> The member class related amendments will be shared with Members for consideration at the time of the November 2, 2022, Annual Meeting of Members (AMM). There, the amendments will be proposed for member confirmation, with or without changes by members. If a quorum of 50 members exists and at least two-thirds (2/3) of the voting members attending the AMM approve recommended changes to member classes, the amendments will be confirmed and remain effective.

60. This understanding, although consistent with how the CFPC conducted votes on amendments to its by-laws and articles over previous years, did not account for section 199 of the *CNCA*. Section 199 applied because the proposed amendments were intended to reclassify existing members, change membership conditions, and eliminate membership classes altogether, which required a class vote by the affected membership classes. With respect to these proposed amendments, all of the then-current membership classes should have voted separately to approve the changes because all of their rights would have been impacted by the proposed changes.

61. Although Blakes suggested amendments to the CFPC's articles at this time which contemplated section 199 of the *CNCA* and which would have mitigated its impact going forward, Blakes did not advise the CFPC that class votes were required to approve the amendments. Instead, Blakes confirmed the CFPC's misunderstanding of the process to follow to restructure the membership classes (i.e., approval by one special resolution of the voting members, voting collectively).

## F. THE 2022 ANNUAL MEETING OF MEMBERS

62. On or about October 12, 2022, the CFPC notified its membership of its upcoming AMM to be held virtually on November 2, 2022.

63. Consistent with previous years, the CFPC's notice of the 2022 AMM was provided, *inter alia*, via email, posting on the CFPC's website, and through a half-page advertisement in the CFPC's medical journal, the *Canadian Family Physician*.

64. The CFPC circulated a memorandum outlining the major changes to the CFPC's membership structure on its website, and through the email notices sent to members.

65. Of the 42,278 eligible voting members, 226 members elected to cast votes on the proposed amendments to reduce the eleven membership classes to four membership classes. 153 votes were cast in favour (67.7%) and 73 votes were cast against (32.3%).

66. Once again, the CFPC was unaware that section 199 of the *CNCA* entitled the eleven membership classes to each vote separately as a class with respect to the overhaul of the membership structure. So, even though a two-thirds majority of voters in attendance at the AMM voted in favour of the amendments, the CFPC's by-laws and articles of amendment were not validly passed by virtue of section 199(3) of the *CNCA*. Nevertheless, the articles and by-laws were filed with Corporations Canada and the CFPC, unaware of these deficiencies, acted as if the changes had been validly enacted.

## G. IMPACT OF THE CHANGE TO THE MEMBERSHIP STRUCTURE

67. After the 2022 AMM and the changes to the CFPC's membership structure, the CFPC

a. Invested approximately $7.2 million into redesigning its website and creating a new membership portal using a Salesforce interface; and

b. Collected approximately $1,665,475 in membership fees from members who now paid higher fees or under the previous membership structure would not have paid fees.

68. The CFPC implemented the CCRM Platform and made changes to the membership classes in part to sustain the high costs of providing its member programs and services. The increased collection in membership dues is critical to ensuring the continuance of programs that members value and allow for the addition of programs that address changing member needs.

69. Moreover, after the changes were approved by the CFPC membership, CFPC's ten provincial chapters (all of whom are not-for-profit corporations) approved corresponding changes to their membership classes to align their membership classes with CFPC's classes.

## H. THE VOTING IRREGULARITIES ARE DISCOVERED

70. In early 2024, a family physician who had recently turned 70 years old received an invoice for annual fees from the CFPC.

71. The physician, who did not attend the 2022 AMM, was purportedly surprised to discover that the Life Members class no longer existed and that he would not receive complimentary membership from the CFPC.

72. He retained a lawyer who wrote to the CFPC threatening litigation and demanding details of the amendment to the CFPC's by-laws which eliminated the Life Member class.

73. The CFPC retained Gowling WLG (Canada) LLP ["**GWLG**"] to address the physician's demands.

74. With the assistance of GWLG, the CFPC discovered that class votes in accordance with section 199 of the *CNCA* should have been conducted at the 2022 AMM to affect the proposed by-law and article amendments

75. It then came to light that the CFPC never held separate class votes when it was obliged to do so under section 199 of the *CNCA,* including the approval of membership class changes at the time of CFPC's continuance under the *CNCA*.

76. The result, simply put, is that the CFPC's current articles, by-laws as well as its continuance were not properly approved.

## I. CFPC REQUIRES THE COURT'S ASSISTANCE

77. Section 288 of the *CNCA* sets out the following procedure for instances where there are errors in a corporation's documents:

**Corrections initiated by Director**

**288 (1)** If there is an error in the articles, a certificate or other document except one required by section 20 or 128, subsection 134(1) or section 278, the directors or members of the corporation shall, on the request of the Director, pass the resolutions and send to the Director the documents required to comply with this Act and take any other steps that the Director reasonably requires so that the Director can correct the document.

**No prejudice**

**(2)** Before proceeding under subsection (1), the Director shall be satisfied that the correction would not prejudice any of the members or creditors of the corporation.

**Corrections initiated by the corporation**

**(3)** The Director may, at the request of the corporation or of any other interested person, correct any of the documents referred to in subsection (1) if

**(a)** the correction is approved by the directors of the corporation, or the error is obvious on the face of the document or was made by the Director; and

**(b)** the Director is satisfied that the correction would not prejudice any of the members or creditors of the corporation and that it reflects the original intention of the corporation or the incorporators.

**Application to court**

**(4)** On the application of the Director, the corporation or any other interested person, a court may

**(a)** order the correction of any of the documents referred to in subsection (1);

**(b)** determine the rights of members or creditors of the corporation; and

**(c)** make any other order that the court thinks fit.

**Notice to Director of application**

**(5)** An applicant under subsection (4) other than the Director shall give the Director notice of the application, and the Director is entitled to appear and to be heard in person or by counsel.

**Director may require surrender of document**

**(6)** The Director may demand the surrender of the original document and may issue a corrected certificate.

78. The CFPC submits that an application to this Court pursuant to section 288(4) is necessary to correct all of the issues with CFPC's corporate documents.

## J. THE *STATUS QUO* MUST BE MAINTAINED

79. The CFPC submits that the most logical, cost-effective, and least prejudicial way of returning the CFPC to good standing is through an order of the Court validating the by-laws and articles which were approved at the 2022 AMM by a two-thirds majority of voters.

80. The 2022 amendments to CFPC's corporate documents were made as part of the implementation of the CCRM Platform and were informed by years of consideration by the CFPC's elected board of directors on how to improve the CFPC's service to its members.

81. Each member received notice of the 2022 AMM via email and by other means. The AMM was held via video conference and all voting members were entitled to vote in advance of the AMM and electronically through a web-based voting platform.

82. In other words, any member who was entitled to vote had ample opportunity to do so, even if they were unable to attend the meeting as it was taking place, and a two-thirds majority voted in favour of the 2022 amendments. The results of the vote for the 2022 amendments are the best indicator of the intentions and interests of the corporation and its members.

83. The prejudice that the CFPC as a whole will suffer if the *status quo* is not maintained will outweigh any prejudice that may be suffered by members of the CPFC by the validation of the 2022 amendments.

84. The CFPC invested approximately $7.2 million and significant manpower in implementing the CCRM Platform, including via the restructuring of its membership classes through updates to its membership portal. The CFPC is managing a deficit budget and does not have the financial or staffing resources to manage the operational impact of reverting to a previous iteration of its by-laws and/or the old membership structure.

85. Reverting to the old membership structure would require the CFPC to reimburse members approximately $3.2 million and would cost the CFPC approximately $1.6 million yearly in annual dues. Doing so would place significant strain on the CFPC's budget and resources and would limit its ability to provide needed support and services to its membership at large.

86. In addition, a major motivation behind the restructuring of CFPC's membership classes was to create equity between the classes. Approximately 4% of CFPC members who would qualify as Life Members are still practicing and receive the benefit of CFPC's services. Reimbursing those members and providing them complimentary membership would be unfair to paying members.

87. Further, the Life Member class was itself created by an amendment to CFPC's by-laws without the required class vote.

88. Aside from considerations of prejudice and fairness to members, there is no logical alternative to validating the 2022 amendments.

89. A year by year "do-over" of past years' votes would not be possible. Amongst other reasons, individual members who may have been entitled to vote in a given year may no longer be members of the CFPC, or may no longer belong to the same membership classes.

90. A "do-over" of the 2022 AMM vote is not logical or possible either. The by-laws which create the eleven previous membership classes are invalid for the same reasons as the current 2022 by-laws.

91. As required by their respective by-laws, each of the CFPC's ten provincial chapters changed their membership classes to align with the CFPC's membership classes. If the CFPC were to revert to its old membership structure, each provincial chapter would be required to hold separate members' meetings to revert back to the old structure. This could create the risk

of inconsistencies between the CFPC and its provincial chapters until such time as the amendments are approved.

## K. AUTHORITIES

92. This application is brought on notice to the Director of Corporations Canada as required by section 288(5) of the *CNCA*.

93. Rules 1.04, 1.05, 3, and 14.05(3)(h) of the *Rules of Civil Procedure*, RRO 1990, Reg 194, as amended.

94. Sections 199, 212(4) and 288 of the *Canada Not-for-profit Corporations Act,* SC 2009 c 23*,* as amended.

95. Such further and other grounds as counsel may advise and this Honourable Court may permit.

**THE FOLLOWING DOCUMENTARY EVIDENCE** will be used at the hearing of the Application:

a. The Affidavit of Eric Mang, sworn, and exhibits attached thereto;

b. Such further and other material as counsel may advise and this Honourable Court may permit.

July 12, 2024

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Lawyers for the Applicant

**In the matter of COLLEGE OF FAMILY PHYSICIANS OF CANADA**
Applicant

Court File No.

***ONTARIO***
**SUPERIOR COURT OF JUSTICE**

PROCEEDING COMMENCED AT
OTTAWA

**NOTICE OF APPLICATION**

**IN THE MATTER OF AN APPLICATION UNDER** Rules 14.05(3) (h) of the *Rules of Civil Procedure* and Section 288(4) of the *Canada Not-for-profit Corporations Act*, SC 2009, c 23)

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# Tab B

Court File No.: CV-24-00096601-0000

***ONTARIO***
**SUPERIOR COURT OF JUSTICE**

**IN THE MATTER OF AN APPLICATION UNDER** Rules 14.05(3) (h) of the *Rules of Civil Procedure* and Section 288(4) of the *Canada Not-for-profit Corporations Act*, SC 2009, c 23)

BETWEEN:

**THE COLLEGE OF FAMILY PHYSICIANS OF CANADA**

Applicant

**AFFIDAVIT OF ERIC MANG**

I, **ERIC MANG**, of the City of Toronto, in the Province of Ontario, **MAKE OATH AND SAY**:

1. I am employed by the applicant, The College of Family Physicians of Canada [the "**CFPC**"], and currently serve as the Executive Director of the CFPC's Member and External Relations division, which includes the departments of health policy and government relations, marketing and communications, and membership services. I have been employed by the CFPC in various capacities for twenty years and am familiar with the processes by which the CFPC is governed. I have also reviewed the documents related to the history of this matter including the documents which are appended to this affidavit. As such, I have knowledge of the evidence in this affidavit pertaining to CFPC's corporate history.

2. To provide necessary context to my evidence and this application, my affidavit includes information regarding Part II of the *Canada Corporations Act*, and the *Canada Not-for-Profit Corporations Act* ["***CNCA***"], along with their implications for the CFPC. I have relied on CFPC's counsel to inform me of such information and verily believe it to be true.

## A. Overview

3. This affidavit is sworn in support of the CFPC's application for an order pursuant to s. 288(4) of the *CNCA*: a) validating the CFPC's articles of continuance; and b) validating the corporate by-laws and articles approved at the CFPC's 2022 annual meeting of members.

4. The corporate documents which the CFPC seeks to validate, for ease of reference, are attached as **Exhibit 1.**

5. For context, the CFPC is a not-for-profit professional organization founded in 1954 and incorporated under Part II of the *Canada Corporations Act*.

6. The CFPC is now governed by the *CNCA*, which, as explained below, is recently enacted legislation which regulates not-for-profit organizations.

7. The CFPC now represents more than 43,000 members and performs a variety of vital functions for the practice of family medicine in Canada, including:

(a) establishing the standards for and accrediting postgraduate family medicine training in Canada's seventeen medical schools;

(b) reviewing and certifying continuing professional development programs and materials that enable family physicians to meet certification and licensing requirements; and

(c) conducting the certification examination for family physicians.

8. The application is necessary because, for a period of over ten years, the CFPC has made amendments to its corporate by-laws and articles which, unknowingly and through no fault of its own, were not made in compliance with the requirements of the *CNCA.*

9. The CFPC is now in a state of limbo and cannot make changes to its by-laws and corporate documents, or take other measures to improve its services for its members, until its corporate *status quo* has been validated.

## B. Background

### *i. The CNCA*

10. The CFPC's governing legislation, the *CNCA*, received royal assent on June 23, 2009 and came into force on October 17, 2011.

11. Before then, federal not-for-profit corporations such as the CFPC were governed by Part II of the *Canada Corporations Act*.

12. When the *CNCA* came into force, it required any not-for-profit corporation that was governed by Part II of the *Canada Corporations Act,* such as the CFPC, to continue under the *CNCA* within a three-year period (ending October 17, 2014), or they would be dissolved.

13. To continue under the *CNCA*, the memberships of federal not-for-profit corporations were required to approve: (1) articles of continuance and amendments to their by-laws to align them with the *CNCA*, and (2) continuance itself.

14. The *CNCA* implemented substantial changes to the way federal not-for-profit corporations are required to operate. One of the more notable changes is the implementation of section 199, which reads as follows:

> **Class vote**
>
> **199 (1)** The members of a class or group of members are, unless the articles otherwise provide in the case of an amendment referred to in paragraphs (a) and (e), entitled to vote separately as a class or group on a proposal to make an amendment referred to in subsection 197(1) to
>
> **(a)** effect an exchange, reclassification or cancellation of all or part of the memberships of the class or group;
>
> **(b)** add, change or remove the rights or conditions attached to the memberships of the class or group, including
>
> **(i)** to reduce or remove a liquidation preference, or
>
> **(ii)** to add, remove or change prejudicially voting or transfer rights of the class or group;
>
> **(c)** increase the rights of any other class or group of members having rights equal or superior to those of the class or group;
>
> **(d)** increase the rights of a class or group of members having rights inferior to those of the class or group to make them equal or superior to those of the class or group;
>
> **(e)** create a new class or group of members having rights equal or superior to those of the class or group; or
>
> **(f)** effect an exchange or create a right of exchange of all or part of the memberships of another class or group into the memberships of the class or group.
>
> **Right to vote**
>
> **(2)** Subsection (1) applies whether or not memberships of a class or group otherwise carry the right to vote.
>
> **Separate resolutions**
>
> **(3)** A proposal to make an amendment referred to in subsection (1) is adopted when the members of each class or group entitled to vote separately on the amendment as a class or group have approved the amendment by a special resolution.

15. Section 199 requires that any proposal to make an amendment that, *inter alia*, changes voting rights of a membership class or grants one membership class superior rights to another, must be voted on by the impacted membership class(es) separately. This is different from the former legislation governing the CFPC, Part II of the *Canada Corporations Act*, in which there were no class votes and non-voting members did not have voting rights.

16. Voting on amendments which may affect a membership class can only be passed if a two-thirds majority of the membership class (i.e. a special resolution) vote in favour of the change. In effect, this means the impacted membership class has the power to "veto" a proposed change to the membership class, even if other membership classes voted in favour of the change.

17. Moreover, section 199(2) of the CNCA provides non-voting members with the right to vote where the provisions of section 199 are triggered.

18. Lastly, it is worth noting that section 199(3) of the CNCA provides that proposed amendments under section 199(1) are only adopted when each impacted class votes separately to approve the amendment by special resolution.

19. Due to the "veto" powers conferred by section 199, I am informed by the CFPC's lawyers that the common legal advice among practitioners in the not-for-profit sector at the time the *CNCA* was coming into force, and during the three-year transition period, was that not-for-profit corporations should either move to one membership class (and thereby avoid section 199) or structure their membership classes or draft their articles in ways to mitigate the potential impacts of section 199. Attached as **Exhibit 2** is a summary of publicly available resources discussing the impact of and means of mitigating section 199 of the *CNCA.*

*ii. The CFPC's Continuance under the CNCA*

20. On May 16, 2013, the CFPC's director of Governance and Strategic Planning, Sarah Scott emailed Joyce McGuiney, a senior law clerk from the law firm, Blakes Cassels & Graydon LLP ["**Blakes**"] seeking advice with respect to how to transition the CFPC to the *CNCA* and how the new legislation would affect the company's corporate governance.

21. Along with her email, Ms. Scott provided Blakes with the CFPC's proposed articles of continuance and by-laws for review and legal advice. A copy of Ms. Scott's email, along with attachments, is attached as **Exhibit 3**.

22. Blakes, in its review of the CFPC's proposed articles of continuance and by-laws, did not:

(a) make any recommendation that the CFPC eliminate membership classes;

(b) make any recommendations to the CFPC to account for the veto powers conferred by section 199 of the *CNCA;*

(c) make any revisions to the CFPC's proposed by-laws to identify and account for the potential application of section 199 of the *CNCA*;

(d) advise the CFPC on the effects of section 199 of the *CNCA* in any way; and/or

(e) advise the CFPC of the impact of section 212(4) of the *CNCA* (described below) on the continuance process.

23. In fact, based on Blakes' advice and recommendation, the CFPC increased the number of proposed membership classes from two to ten. In the CFPC's draft articles, which it sent to Blakes for review, the CFPC had proposed the following two membership classes (each of which would have a number of "subclasses", or categories, within those two (2) classes):

**Schedule 2: Classes of membership**

The Corporation is authorized to establish the following classes of members:

(1) The Class 1 members shall be entitled to receive notice of and to attend all meetings of the members of the Corporation and each Class 1 member shall have one vote at each such meeting. Class 1 members shall include Active Members, Affiliate Members, Resident Members, Retired Members, Senior Members, Sustaining Members.

(2) Except as otherwise provided by the *Canada Not-for-profit Corporations Act*, the Class 2 members shall not be entitled to vote at meetings of the members of the Corporation. Class 2 members shall include Associate Members, Honorary Members, Public Members, Student Members. Not withstanding any other privileges, National Board Directors have the privilege to vote at meetings of the members.

24. Furthermore, the by-law amendment provisions in CFPC's proposed by-laws did not identify or account for the possibility that separate class votes of the members may be required under section 199 of the *CNCA*. To this point, I am informed by the CFPC's counsel that in the by-laws of *CNCA* corporations with multiple membership classes, it was (and continues to be) a standard practice for the drafters of by-laws to call attention to the issue through references to section 199 in by-law amendment provisions. This approach helps to avoid the possibility of a

corporation approving by-law amendments without class votes. Unfortunately, this was not done in the case of the CFPC. As such, the CFPC remained unaware of the issue.

25. The two-class membership structure in the CFPC's proposed articles of continuance would have mitigated the impacts of section 199 of the *CNCA* by minimizing the instances that class votes would have been required. However, on express advice from Blakes, the CFPC revised the draft articles of continuance, creating 10 different membership classes instead of two:

**Schedule 2: Classes of membership**

The Corporation is authorized to establish the following classes of members, which classes shall be entitled to receive notice of and to attend all meetings of the members of the Corporation and each member of such class shall have one vote at each such meeting, except meetings at which only members of a specified class are entitled to vote separately as a class:

(1) Active Members
(2) Affiliate Specialist Members
(3) Resident Members
(4) Retired Members
(5) Senior Members
(6) Sustaining Members

Notwithstanding any other privileges related to their class of membership, Board Directors are entitled to receive notice of, attend and vote at meetings of the members of the Corporation.

The Corporation is also authorized to establish the following classes of members, which classes shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation, except as otherwise provided by the *Canada Not-for-profit Corporations Act*:

(7) Associate Members
(8) Honorary Members
(9) Public Members
(10) Student Members

26. A copy of the advice from Blakes, via email dated June 3, 2013, is attached as **Exhibit 4**.

27. Due to the shortcomings in Blakes' advice, the CFPC was unaware of section 199 of the CNCA and the effects it has on the voting rights of membership classes.

28. The CFPC was also unaware of the implications of section 212(4) on the continuance process. Section 212(4) of the CNCA states:

> **Change of class or group rights**
>
> **(4)** Despite subsections (2) and (3), the members of a body corporate may not, by a special resolution under either of those subsections, make any amendment of the nature referred to in subsection 199(1) that affects a class or group of members, unless
>
> **(a)** the charter of the body corporate otherwise provides in respect of an amendment of the nature referred to in paragraph 199(1)(a) or (e); or
>
> **(b)** the members of the class or group approve the amendment in accordance with section 199.

29. As explained to me by the CFPC's lawyers, this section provides that if a non-*CNCA* corporation (for instance, a corporation governed by Part II of the *Canada Corporations Act*) wishes to amend its corporate charter as part of the *CNCA* continuance process, and those amendments are in the nature described in section 199 of the *CNCA,* then separate class votes under section 199 are required to approve the amendments.

30. For that reason, on the advice of legal counsel, many corporations governed by Part II of the *Canada Corporations Act* approved amendments to their constating documents (for instance, to reduce the number of their membership classes) before approving continuance. Membership approval of continuance would then take place at a subsequent meeting of the members.

31. This two-step approach allowed many corporations to make changes to their membership classes in anticipation of the *CNCA* without class votes. The CFPC did not receive that advice from Blakes.

32. On August 28, 2013, the CFPC's board approved the decision to share the proposed continuance by-laws and articles of continuance, as revised pursuant to Blakes' advice, with the CFPC's membership.

33. Significantly, the proposed articles of continuance and by-laws, by omission, did not refer to the "Life Members" membership class that had been added to the CFPC membership structure

in 2012. That membership class applied to practicing and non-practicing family physicians over the age of 70 who had been CFPC members in good standing for at least 10 years prior. Life Members received complimentary membership to the CFPC.

## C. History of the Amendments to the CFPC's Corporate Documents: 2013-2021

### *i. Amendments to the CFPC's Corporate Documents – 2013 Annual General Meeting*

34. On or about October 1, 2013, the CFPC notified its membership of an upcoming annual general meeting to be held on November 7, 2013 [the "**2013 AGM**"].

35. Notice of the 2013 AGM was provided to members via email, posting on the CFPC's website, and through a half-page advertisement in the CFPC's medical journal, the *Canadian Family Physician*. Examples of how notices of annual meetings are provided to CFPC's members are attached as **Exhibit 5**.

36. On the CFPC's website, the CFPC circulated a memorandum outlining the major changes to the CFPC's proposed by-laws resulting from its continuance under the *CNCA*. These changes included a proposal that the Student Member class no longer be able to vote at meetings of the members and that a new Public Member class be created without voting rights. Copies of the materials circulated to the CFPC's members, including the memorandum, agenda and proposed by-law changes are attached as **Exhibit 6.**

37. Of the 30,303 eligible voting members, only 85 members attended the 2013 AGM and voted in favour of the proposed amendments. Voting statistics for the 2013 AGM (and for all other annual meetings of members post- 2013) are attached as **Exhibit 7.**

38. However, contrary to section 199 of the *CNCA,* as referenced in section 212(4) of the *CNCA*, a separate vote was not conducted by the Student Member class with respect to the removal of its right to vote.

39. In addition, a new "Public Member" class was created by dividing the existing "Associate" class without a separate class vote of the "Associate" membership class or separate votes of any other impacted membership classes pursuant to section 199(1)(e) of the *CNCA* (i.e., the other non-voting classes) to approve same.

40. Therefore, unbeknownst to the CFPC, the articles of continuance and by-laws approved by the members at the 2013 AGM as part of the continuance process under the *CNCA* were not approved in conformity with the *CNCA*.

*ii. 2014 Annual Meeting of Members*

41. On or about October 15, 2014, the CFPC notified its membership of the annual meeting of members [the "**2014 AMM**"], to be held on November 13, 2014 at the Quebec City Convention Centre in Quebec City, Quebec.

42. Like the previous year, the CFPC notified its membership about the 2014 AMM and proposals to be voted on via email, advertisements in the *Canadian Family Physician* journal, and on the CFPC's website.

43. Among the proposals to be voted on at the 2014 AMM were amendments to the CFPC's by-laws, which included reinstating the "Life Members" membership class to the corporation's membership structure (to correct the inadvertent failure to include a Life Member class in the by-laws approved at the 2013 AGM). A copy of the materials circulated to the CFPC's members prior to the 2014 annual meeting are attached as **Exhibit 8.**

44. Of the 32,481 eligible voting members, only 120 members attended the 2014 AMM and voted in favour of the proposed by-law amendments.[1]

45. The CFPC's lawyers have explained to me that section 199(1)(e) of the CNCA provides that membership classes are entitled to vote as a separate class in respect of amendments to create new classes of membership with equal or greater rights than other membership classes. Because it was proposed that the new Life Member class would have voting rights that were equal to those of the other voting membership classes, and because voting rights are superior to non-voting rights, all of the membership classes should have voted separately to approve the creation of the Life Membership class.

46. Separate class votes were not held, and as such, the proposed amendments to form the Life Member class in the CFPC's by-laws and articles were not validly passed.

*iii. Annual Meeting of Members 2015 through 2019*

47. The CFPC held an annual meeting of the members ["**AMM**"] each year as follows:

a. on November 12, 2015 at the Metro Toronto Convention Centre in Toronto, Ontario;

b. on November 10, 2016 at the Vancouver Convention Centre in Vancouver, British Columbia;

c. on November 9, 2017 at the Palais des Congrès in Montreal, Quebec;

d. on November 15, 2018 at the Metro Toronto Convention Centre in Toronto, Ontario;

[1] See Exhibit 7 for reference.

e. on October 31, 2019 at the Vancouver Convention Centre in Vancouver, British Columbia;

48. Proposals were made at certain of the meetings to amend the CFPC's by-laws, however none of the amendments triggered class votes pursuant to section 199 of the *CNCA.*

49. The proposed by-law amendments were approved each time by the members.[2]

*iv. 2020 Annual Meeting of Members*

50. Due to the COVID-19 pandemic, the CFPC's 2020 AMM was held virtually via videoconference on November 5, 2020.

51. A proposal was made to amend the CFPC's by-laws to allow for AMMs to be conducted virtually and for votes to be cast for proposals by electronic means. The proposed by-law amendments were approved by the members.

52. No amendments were proposed which triggered class votes pursuant to section 199 of the *CNCA.*

*v. 2021 Annual Meeting of Members*

53. The CFPC's 2021 AMM was held virtually via teleconference on November 11, 2021.

54. No proposals were made at the 2021 AMM which triggered class votes pursuant to section 199 of the *CNCA.*

[2] See Exhibit 7 for details as to the amount of voters at each AAM.

**D. The CFPC's Decision to Overhaul its Membership Structure: 2022**

55. In or around early 2022, the CFPC began development of a new College Constituent Relationship Management platform ["**CCRM Platform**"] with the objective of centralizing membership data to improve member care.

56. At the same time, the CFPC's board of directors determined it was necessary and in the best interests of the corporation to make changes to the CFPC's membership structure to reduce the burden associated with administering so many membership classes by harmonizing membership classes and ensuring greater equity between them.

57. Specifically, the CFPC proposed replacing the ten membership classes listed in the CFPC's articles of continuance and the Life Membership Class (as reinstated in 2014) with the following four membership classes: Practising, Non-Practising, Learner, and Associate.

58. In my role as the Executive Director of the CFPC's Member and External Relations, I was involved the development of the CCRM Platform and transitioning the CFPC to its new membership structure. Attached as **Exhibit 9** are slides from a PowerPoint presentation which I co-presented to the CFPC board of directors.

59. The presentation summarizes the information contained in a memorandum circulated to the CFPC's board of directors in June 2022, attached as **Exhibit 10,** and sets out details of the membership changes and some of the motivations behind the changes to the CFPC's membership structure.

60. The objectives of the changes to the membership structure were, among other things, to:

(a) create clarity and simplicity for members with regard to voting privileges and other rights;

(b) create a clearer and more equitable fee structure;

(c) enhance the financial viability of the CFPC; and

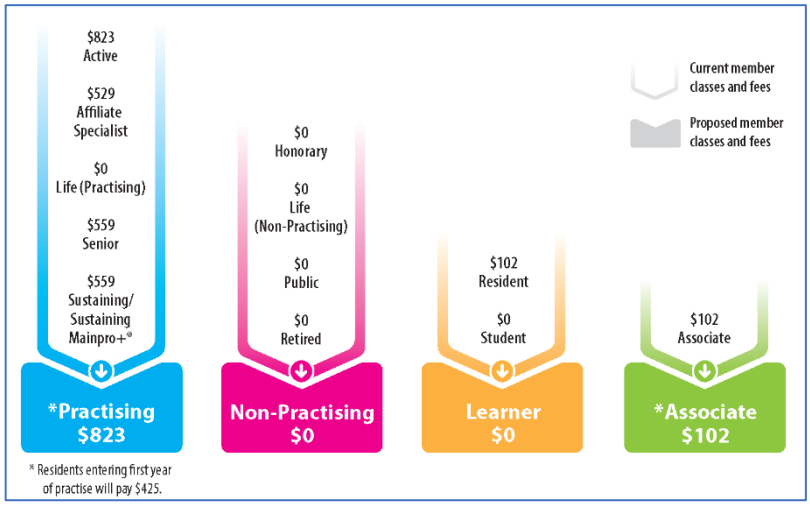
(d) reduce internal administration, thereby reducing costs to the CFPC.

61. The CFPC members were informed that the membership conditions and rights associated with new classes would be as follows:

| | |
|---|---|
| **Practising Class**<br><br>Includes First Year Practising (FYP) | A **Practising class member** is:<br>• A voting member.<br>• A licensed physician in good standing, engaged in the practise of family medicine including patient care, teaching, research, and/or administrative practice including members in their first year of practise; or<br>• Engaged in a primary practice or specialty other than family medicine who holds certification from the Royal College of Physicians and Surgeons of Canada, or another certifying body recognized by the College.<br>• Practising class members are required to:<br>o Pay annual Corporation membership fees and Chapter fees as set by the board and the chapter boards;<br>o Fulfill CPD requirements as determined by the board; and<br>o Be members of both the CFPC and a Chapter (with the exception of members practising in the territories or outside of Canada). |
| **Non-Practising Class** | A **Non-Practising class member** is a non-voting member in good standing who is:<br>• No longer actively engaged in providing medical care to patients, nor actively involved in any other medical or medically related field or endeavour;<br>• An individual of distinction and not a family physician, who has made outstanding contributions to family medicine; or<br>• A member of the public with a role on the CFPC board and/or its Committees.<br>• Non-Practising class members:<br>o Are not required to pay annual Corporation or Chapter fees;<br>o Are not required to fulfill CPD requirements; and<br>o Are members of both the CFPC and a Chapter. |

| | |
|---|---|
| **Learner Class** | A **Learner class member** is a non-voting member in good standing who is:<br>• A physician enrolled as a resident in an approved postgraduate training program in family medicine;<br>• A physician who was previously a practising family physician of the CFPC and is now enrolled as a resident in an approved postgraduate training program in a medical discipline other than family medicine;<br>• An international medical graduate (IMG) who is enrolled in a Canadian provincial ministry of health- and/or university-approved assessment/training program leading to the attainment of a license to practise in Canada; or<br>• An individual enrolled in a Canadian university faculty of medicine undergraduate program leading to the MD degree who has an interest in family medicine.<br>• Learner class members:<br>○ Are not required to pay annual CFPC or Chapter fees;<br>○ Are not required to fulfill CPD requirements, with the exception of a resident who may voluntarily register CPD; and<br>○ Are members of both the CFPC and a Chapter. |
| **Associate Class** | An **Associate class member** is a non-voting member in good standing who is:<br>• A health care professional or other who works in collaboration with family physicians in clinical practice or academic departments of family medicine.<br>• Associate class members:<br>○ Pay annual Corporation fees as set by the board;<br>○ Are not required to fulfill CPD requirements; and<br>○ Are not required to belong to a Chapter nor pay annual Chapter fees. |

62. Similarly, the members were informed that the new fee structure for the four membership classes would be as follows:



63. Notably, the new membership structure did not have a direct equivalent to the "Life Members" class whereby practicing physicians over the age of 70, who had been members of the CFPC in good standing for at least the prior ten years, were exempt from annual fees. Rather, the "Life Members" were now split into two categories: those who are no longer practising would be exempt from paying fees, but those who are still actively practising would be required to pay fees.

64. In August, 2022, prior to circulating the proposed amendments to its members, Ms. Scott contacted Emily Dies, an associate with Blakes, to again seek advice regarding its proposed by-law and article amendments and its draft resolution for approval by the CFPC's board of directors.

65. On September 24, 2022 Ms. Scott emailed Blakes, amongst other things, a draft memorandum which the CFPC intended to circulate to its members prior to the 2022 annual meeting of members:

> The member class related amendments will be shared with Members for consideration at the time of the November 2, 2022, Annual Meeting of Members (AMM). There, the amendments will be proposed for member confirmation, with or without changes by members. If a quorum of 50 members exists and at least two-thirds (2/3) of the voting members attending the AMM approve recommended changes to member classes, the amendments will be confirmed and remain effective.

66. The draft memorandum set out the CFPC's understanding as to how the amendments would be voted on. Namely, approval by one special resolution of the voting members, voting collectively. A copy of Ms. Scott's email dated September 2022 is attached as **Exhibit 11**.

67. I am informed by the CFPC's lawyers that this understanding, although consistent with how the CFPC conducted votes on amendments to its by-laws and articles over previous years, did not account for section 199 of the *CNCA.*

68. Specifically, Section 199 applied because the proposed amendments were intended to reclassify existing members, change membership conditions, and eliminate membership classes altogether, which required a class vote by the affected membership classes.

69. On September, 27, 2022, Ms. Dies responded to Ms. Scott with her feedback. Notably, Blakes once again did not advise the CFPC that class votes were required to approve the amendments. Instead, Blakes confirmed the CFPC's misunderstanding of the process to follow to restructure the membership classes. A copy of Ms. Dies' email dated September 27, 2022 along with attachments is attached as **Exhibit 12**.

## E. The 2022 Annual Meeting of Members

70. On or about October 12, 2022, the CFPC notified its membership of its upcoming AMM to be held on November 2, 2022 [the "**2022 AMM**"].

71. The CFPC circulated a memorandum to its members via email and by posting on its website which outlined the major changes to the CFPC's membership structure. A copy of the memorandum is attached as **Exhibit 13.**

72. Of the 42,278 eligible voting members, 226 members elected to cast votes on the proposed amendments to reduce the eleven membership classes to four membership classes. 153 votes were cast in favour (67.7%) and 73 votes were cast against (32.3%).[3]

73. Notably, even though the 2022 AMM was held virtually due to the COVID-19 protocols implemented the prior year, there was only a marginal increase in the amount of members who attended the 2022 AMM and voted as compared to previous years.

[3] See the voting statistics at Exhibit 7 for reference.

74. Once again, the CFPC was unaware that section 199 of the *CNCA* entitled the eleven membership classes to each vote separately as a class with respect to the overhaul of the membership structure.

75. Even though a two-thirds majority of voters in attendance at the AMM voted in favour of the amendments, the CFPC's by-laws and articles of amendment were not validly passed by virtue of section 199(3) of the *CNCA*.

76. Nevertheless, the articles and by-laws were filed with Corporations Canada and the CFPC, unaware of these deficiencies, acted as if the changes had been validly enacted.

**F. Impact of the Change to the Membership Structure**

77. After the 2022 AMM and the changes to the CFPC's membership structure, the CFPC

f. Invested approximately $7.2 million into redesigning its website and creating a new membership portal using a Salesforce interface; and

g. Collected approximately $1,665,475 in membership fees from members who now paid higher fees or under the previous membership structure would not have paid fees.

78. The CFPC implemented the CCRM Platform and made changes to the membership classes in part to sustain the high costs of providing its member programs and services.

79. The increased collection in membership dues is critical to ensuring the continuance of programs that members value and allow for the addition of programs that address changing member needs.

80. The CFPC is managing a deficit budget and does not have the financial resources to withstand a significant reduction in fees collected from its membership. A copy of the CFPC's audited financial statements as of February 29, 2024 is attached as **Exhibit 14**.

81. Moreover, after the changes were approved by the CFPC membership, CFPC's ten provincial chapters (all of whom are not-for-profit corporations) approved corresponding changes to their membership classes to align their membership classes with CFPC's classes

## G. The Voting Irregularities are Discovered

82. In early 2024, a family physician who recently turned 70 years old, and was still practising, received an invoice for annual fees from the CFPC. The physician was apparently surprised to discover that the former 'Life Member' class no longer existed and that he would not be exempt from annual fees. He questioned the amendment to the CFPC's by-laws which had eliminated the Life Member class.

83. The CFPC retained Gowling WLG (Canada) LLP ["**GWLG**"] to address the physician's concerns.

84. With the assistance of GWLG, the CFPC discovered that class votes in accordance with section 199 of the *CNCA* should have been conducted at the 2022 AMM to affect the proposed by-law and article amendments.

85. It also came to light that the CFPC never held separate class votes when it was obliged to do so under section 199 of the *CNCA,* including the approval of membership class changes at the time of CFPC's continuance under the *CNCA* in 2013.

86. As described above, the result is that the CFPC's current articles, by-laws as well as its continuance, even though approved each time by a majority (or two-thirds majority) of the members voting, were not properly approved as required under the *CNCA*.

## H. The Application

87. The CFPC is currently in a state of limbo, unable to address certain matters affecting its members, due to the fact that its constating documents are not legally valid.

88. It is essential that an order be granted validating the CFPC's current corporate documents so the corporate can continue to operate as voted on by its membership.

89. This affidavit is made in support of this application pursuant to section 288(4) of the *CNCA* and for no improper purpose.

**AFFIRMED BEFORE ME** and signed electronically via videoconference at the City of Ottawa, in the Province of Ontario, on October 15, 2024, in accordance with O. Reg. 431/20, *Administering Oath or Declaration Remotely*.



Commissioner for Taking Affidavits
*Nathan Lean (LSO 68801A)*



**ERIC MANG**

This is **EXHIBIT "1"**
referred to in the Affidavit of
**ERIC MANG**
sworn before me this 15th day of October, 2024



A Commissioner, etc.
**Nathan Lean - LSO #68801A**

# Certificate of Continuance

***Canada Not-for-profit Corporations Act***

# Certificat de prorogation

***Loi canadienne sur les organisations à but non lucratif***

The College of Family Physicians of Canada
Le collège des médecins de famille du Canada

Corporate name / Dénomination de l'organisation

036045-7

Corporation number / Numéro de l'organisation

I HEREBY CERTIFY that the above-named corporation, the articles of continuance of which are attached, is continued under section 211 of the *Canada Not-for-profit Corporations Act*.

JE CERTIFIE que l'organisation susmentionnée, dont les statuts de prorogation sont joints, a été prorogée en vertu de l'article 211 de la *Loi canadienne sur les organisations à but non lucratif*.

Virginie Ethier

Director / Directeur

2014-06-01

Date of Continuance (YYYY-MM-DD)
Date de prorogation (AAAA-MM-JJ)

Canada

Industry Canada / Industrie Canada

# *Canada Not-for-profit Corporations Act* (NFP Act)
## Form 4031
## Articles of Continuance (transition)

To be used only for a continuance from the *Canada Corporations Act*, Part II.

**1 - Current name of the corporation**

The College of Family Physicians of Canada /
Le collège des médecins de famille du Canada

**2 - If a change of name is requested, indicate proposed corporate name**

**3 - Corporation number**

0 3 6 0 4 5 – 7

**4 - The province or territory in Canada where the registered office is situated**

Ontario

**5 - Minimum and maximum number of directors** *(for a fixed number, indicate the same number in both boxes)*

Minimum number: 12 Maximum number: 45

**6 - Statement of the purpose of the corporation**

See Schedule 1, attached

**7 - Restrictions on the activities that the corporation may carry on, if any**

None



Canada

*Canada Not-for-profit Corporations Act* (NFP Act)
**Form 4031**
**Articles of Continuance (transition)**

**8 - The classes, or regional or other groups, of members that the corporation is authorized to establish**

See Schedule 2, attached

**9 - Statement regarding the distribution of property remaining on liquidation**

Any property remaining on liquidation of the Corporation, after discharge of liabilities, shall be distributed to one or more qualified donees within the meaning of subsection 248(1) of the Income Tax Act.

**10 - Additional provisions, if any**

The directors may, within the maximum number permitted by these Articles, appoint one or more additional directors, who shall hold office for a term expiring not later than the close of the next annual Meeting of Members, but the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual Meeting of Members.

**11 - Declaration**

I hereby certify that I am a director or an authorized officer of the corporation continuing into the NFP Act.

*Signature:* K Lawrence

*Print name:* Katherine J Lawrence *Phone Number:* 306-537-2572

**Note: A person who makes, or assists in making, a false or misleading statement is guilty of an offence and liable on summary conviction to a fine of not more than $5,000 or to imprisonment for a term of not more than six months or to both (subsection 262(2) of the NFP Act).**

Attachment to Form 4031 - Canada Not-for-profit Corporations Act

## Schedule 1: Statement of the purpose of the corporation:

The purpose of the Corporation is:

a) to promote the highest quality of medical care for the people of Canada;
b) to sustain and improve the professional qualifications of members of the medical profession who are engaged in family practice in Canada;
c) to promote high standards in family medicine in the provinces/territories of Canada through the medium of provincial Chapters of the Corporation;
d) to enlighten and direct public opinion in Canada in relation to family medicine;
e) to relate to and collaborate with other medical and health care organizations and governments on matters related to family medicine;
f) to encourage and ensure the provision of a high standard of teaching and training for undergraduate medical students and postgraduate residents who may become engaged in family practice in Canada;
g) to establish a register of members of the Corporation and to publish and revise the same from time to time;
h) to conduct, direct, encourage, support or provide for research in matters relating to family medicine;
i) to publish and encourage publication of journals, reports and treatises on matters relating to family medicine and allied subjects;
j) to undertake all such other lawful acts and endeavors as are incidental or conducive to the attainment of the foregoing purposes.

## Schedule 2: Classes of membership

The Corporation is authorized to establish the following classes of members, which classes shall be entitled to receive notice of and to attend all meetings of the members of the Corporation and each member of such class shall have one vote at each such meeting, except meetings at which only members of a specified class are entitled to vote separately as a class:

(1) Active Members
(2) Affiliate Specialist Members
(3) Resident Members
(4) Retired Members
(5) Senior Members
(6) Sustaining Members

Notwithstanding any other privileges related to their class of membership, Board Directors are entitled to receive notice of, attend and vote at meetings of the members of the Corporation.

The Corporation is also authorized to establish the following classes of members, which classes shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation, except as otherwise provided by the *Canada Not-for-profit Corporations Act:*

(7) Associate Members
(8) Honorary Members
(9) Public Members
(10) Student Members

# Certificate of Amendment

***Canada Not-for-profit Corporations Act***

# Certificat de modification

***Loi canadienne sur les organisations à but non lucratif***

The College of Family Physicians of Canada
Le collège des médecins de famille du Canada

Corporate name / Dénomination de l'organisation

036045-7

Corporation number / Numéro de l'organisation

I HEREBY CERTIFY that the articles of the above-named corporation are amended under section 201 of the *Canada Not-for-profit Corporations Act*, as set out in the attached articles of amendment.

JE CERTIFIE que les statuts de l'organisation susmentionnée sont modifiés aux termes de l'article 201 de la *Loi canadienne sur les organisations à but non lucratif*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes.

Virginie Ethier

Director / Directeur

2015-11-19

Date of Amendment (YYYY-MM-DD)
Date de modification (AAAA-MM-JJ)

Industry Canada / Industrie Canada

*Canada Not-for-profit Corporations Act* (NFP Act)
**Form 4004**
**Articles of Amendment**

**1 - Corporate name**

The College of Family Physicians of Canada /
Le collège des médecins de famille du Canada

**2 - Corporation number**

0 3 6 0 4 5 – 7

**3 - The articles are amended as follows:** *(complete all applicable sections)*

**A - The corporation amends its name to:**

**B - The corporation amends the province or territory in Canada where the registered office is situated to:**

**C - The corporation amends the number of directors to:** *(for a fixed number, indicate the same number in both boxes)*

**Minimum number** 9 **Maximum number** 18

**D - Other amendments, please specify:**

Add 'Life Members' to the following:
Schedule 2: Classes of membership

The Corporation is authorized to establish the following classes of members, which classes shall be entitled to receive notice of and to attend all meetings of the members of the Corporation and each member of such class shall have one vote at each such meeting, except meetings at which only members of a specified class are entitled to vote separately as a class:

**4 - Declaration**

I hereby certify that I am a director or an authorized officer of the corporation.

*Signature:* Sarah Scott

*Print name:* SARAH SCOTT *Phone Number:* 905 – 629-0900 x 340

**Note: A person who makes, or assists in making, a false or misleading statement is guilty of an offence and liable on summary conviction to a fine of not more than $5,000 or to imprisonment for a term of not more than six months or to both (subsection 262(2) of the NFP Act).**



Canada

# Certificate of Amendment

***Canada Not-for-profit Corporations Act***

# Certificat de modification

***Loi canadienne sur les organisations à but non lucratif***

The College of Family Physicians of Canada
Le collège des médecins de famille du Canada

Corporate name / Dénomination de l'organisation

036045-7

Corporation number / Numéro de l'organisation

I HEREBY CERTIFY that the articles of the above-named corporation are amended under section 201 of the *Canada Not-for-profit Corporations Act*, as set out in the attached articles of amendment.

JE CERTIFIE que les statuts de l'organisation susmentionnée sont modifiés aux termes de l'article 201 de la *Loi canadienne sur les organisations à but non lucratif*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes.

Hantz Prosper

Director / Directeur

2023-01-01

Date of amendment (YYYY-MM-DD)
Date de modification (AAAA-MM-JJ)

# Form 4004
# Articles of Amendment
*Canada Not-for-profit Corporations Act*

# Formulaire 4004
# Clauses modificatrices
*Loi canadienne sur les organisations à but non lucratif*

1 Current corporate name
Dénomination actuelle de l'organisation
The College of Family Physicians of Canada
Le collège des médecins de famille du Canada

2 Corporation number
Numéro d'organisation
036045-7

3 The articles are amended as follows:
Les statuts sont modifiés comme suit :

The corporation amends the classes, or regional or other groups, of members that it is authorized to establish as follows:
Les catégories, groupes régionaux ou autres groupes de membres que l'organisation est autorisée à établir sont modifiés comme suit :
See attached schedule / Voir l'annexe ci-jointe

4 Declaration: I hereby certify that I am a director or an authorized officer of the corporation.
Déclaration : J'atteste que je suis un administrateur ou un dirigeant autorisé de l'organisation.

Original signed by / Original signé par
Dr. Lawrence Loh

Dr. Lawrence Loh
905-629-0900

A person who makes, or assists in making, a false or misleading statement is guilty of an offence and liable on summary conviction to a fine of not more than $5,000 or to imprisonment for a term of not more than six months or to both (subsection 262(2) of the Canada Not-for-profit Corporations Act (NFP Act)).

La personne qui fait une déclaration fausse ou trompeuse, ou qui aide une personne à faire une telle déclaration, commet une infraction et encourt, sur déclaration de culpabilité par procédure sommaire, une amende maximale de 5 000 $ et un emprisonnement maximal de six mois ou l'une de ces peines (paragraphe 262(2) de la Loi canadienne sur les organisations à but non lucratif (Loi BNL)).

You are providing information required by the NFP Act. Note that both the NFP Act and the Privacy Act allow this information to be disclosed to the public. It will be stored in personal information bank number IC/PPU-049

Vous fournissez des renseignements exigés par la Loi BNL. Il est à noter que la Loi BNL et la Loi sur les renseignements personnels permettent que de tels renseignements soient divulgués au public. Ils seront stockés dans la banque de renseignements personnels numéro IC/PPU-049.

# Schedule / Annexe
## Classes of Members / Catégories de membres

In Section 3 of form 4004, please remove the current content "The corporation amends the classes, or regional or other groups, of members that it is authorized to establish as follows: Les catégories, groupes régionaux ou autres groupes de membres que l’organisation est autorisée à établir sont modifiés comme suit : See attached schedule / Voir l'annexe ci-jointe"

Effective January 1, 2023, Please replace the content in section 8 regarding the classes of members – Schedule 2: Classes of Members, with the following content (and include it within section 8 rather than referring to a separate schedule, if possible):

The Corporation is authorized to establish four classes of members. The classes of members are (1) the Practicing class members, (2) the Non-Practicing class members, (3) the Learner class members, and (4) the Associate class members (classes 2, 3, and 4 being collectively the “Non-Voting Members”).
The Practicing class members are entitled to receive notice of, attend, and vote at all meetings of the members of the Corporation.
The Non-Voting Members do not have the right to receive notice of, attend, or vote at meetings of members, except to the extent mandated by the Act. The Non-Voting Members are not entitled to vote separately as a class or group on a proposal to amend the articles in the case of an amendment referred to in section 199(1)(a) or (e) of the Act.

THE COLLEGE OF FAMILY PHYSICIANS OF CANADA

LE COLLÈGE DES MÉDECINS DE FAMILLE DU CANADA

TM/MC

By-law No. 1

A By-law relating generally to the transaction of the business and affairs of

**THE COLLEGE OF FAMILY PHYSICIANS OF CANADA/LE COLLÈGE DES MÉDECINS DE FAMILLE DU CANADA**

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# SECTION ONE – Interpretation

## Definitions

**1.1** **"Act"** means the *Canada Not-for-profit Corporations Act* [S.C. 2009, c.23], or any statute that may be substituted therefore, and the regulations to the Act, as from time to time amended.

**1.2** **"Administrator"** means the administrative head of a Chapter.

**1.3** **"Articles"** means the Articles of Continuance for the Corporation pursuant to the Act, and as may be amended from time to time by a special resolution of the Members.

**1.4** **"Board"** means the National Board of Directors of the College of Family Physicians of Canada (CFPC).

**1.5** **"By-law"** means this By-law and any By-law of the College in force and effect.

**1.6** **"Chapter"** means a provincial/territorial Corporation having the same purposes as the College and established in accordance with Section Three (3) of these By-laws.

**1.7** **"Committee"** unless otherwise specified means any Committee, subcommittee, working group, or task force of the Corporation.

**1.8** **"Corporation"** means the Corporation continued under the Act by the said certificate to which the Articles are attached and named, THE COLLEGE OF FAMILY PHYSICIANS OF CANADA/ LE COLLÈGE DES MÉDECINS DE FAMILLE DU CANADA. The Corporation may also be referred to as the College in these By-laws.

**1.9** **"Director"** means an elected Member of the Board.

**1.10** **"Executive Committee"** means the Executive Committee of the Board, more specifically described in Section Seven of this By-law, and "Executive" means any Member of the Executive Committee of the College.

**1.11** **"Executive Director"** means the person appointed by the Board to act as the chief executive Officer of the College.

**1.12** **"In-Camera Meeting"** means a confidential Meeting of the Board or any of its Committees at which attendance is restricted to voting Directors/Committee Members plus others specifically invited by the Chair.

**1.13** "**Meeting of Members**" means an Annual Meeting of Members or a Special Meeting of Members.

**1.14** **"Member"** means a person assigned to one of the College's classes of membership.

**1.15 "Ordinary Resolution"** as defined in the Act means a resolution passed by a majority of the votes cast on that resolution.

**1.16 "Officer"** means a person elected to one of the offices established by the By-laws.

**1.17 "President"** means the Member elected as senior Officer and a designated spokesperson for the College.

**1.18 "Regions"** means the five (5) Regions of the College designated as follows:
1) British Columbia/Alberta, 2) Saskatchewan/Manitoba, 3) Ontario, 4) Québec, 5) Atlantic Canada.

**1.19 "Section"** means a group of College Members with common interests who form a Board-approved entity with an executive Committee representing them.

**1.20 "Special Meeting"** includes a Meeting of the Board or any class or classes of Members entitled to vote at an annual meeting other than a regularly scheduled Board meeting or annual meeting.

**1.21 "Special Resolution"** as defined in the Act means a resolution passed by not less than two-thirds of the votes cast on that resolution by the Members entitled to vote on such resolution at a Meeting of Members duly called for that purpose.

## Interpretation and By-law Publication Languages

### 1.22 Interpretation

In these By-laws where the context requires, words importing the singular include the plural and vice versa, and words importing gender include the masculine, feminine, and neuter genders.

### 1.23 By-law Publication Languages

The By-laws of the College shall be printed in English and French and both language versions shall be equally authoritative.

## General Provisions

### 1.24 Head Office

The Registered office of the College shall be located in Ontario.

### 1.25 Coat of Arms, Crest, Corporate Seal, and Logo

The College's Coat of Arms, Crest, Corporate Seal, and Logo shall each exist in a form approved by the Board. The custody of the Corporate Seal shall be entrusted to the Executive Director or designate to be affixed to documents as directed by the Executive, the Board, or the President.

### 1.26 Robes of Office

The College shall possess robes, hoods, chains of office, pins, and other items of regalia to identify and distinguish Members of the College as determined by the Board.

### 1.27 College Motto

The College's motto shall be: *Nostrum in Studiis Robur* – In Study Lies Our Strength.

### 1.28 Ethics

The Code of Ethics of the Canadian Medical Association (CMA) shall be adopted as the Code of Ethics of the College.

### 1.29 Equity and Diversity

The College and its Chapters, their Boards, Committees, Sections, their employees shall act in accordance with the College's policies on equity and diversity.

### 1.30 Official Languages

English and French shall be the official languages of the College. The Board shall establish policies to guide the use of the official languages.

### 1.31 Rules of Order and Meeting Procedure

All Board Meetings, Annual or Special Meetings of Members, and Committee Meetings shall follow Canadian Parliamentary procedure, as described in Bourinot's Rules of Order.

## By-laws/Amendments

### 1.32 Make, Amend, or Repeal By-laws

Subject to the Articles, the Board of Directors may by resolution, make, amend, or repeal any By-laws that regulate the activities or affairs of the College. Any such By-law, amendment, or repeal shall be effective from the date of the resolution of Directors until the next Meeting of Members where it may be confirmed, rejected, or amended by the Members by ordinary resolution. If the By-law, amendment or repeal is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed. The By-law, amendment, or repeal ceases to have effect if it is not submitted to the Members at the next Meeting of Members or if it is rejected by the Members at the meeting.

### 1.33 Special Resolution

Special resolutions apply to the following, as outlined in the Act: change the Corporation's name; change of the province in which the Corporation's registered office is situated; add, change, or remove any restriction on the activities that the Corporation may carry on; create a new class or group of Members; change a condition required for being a Member; change the designation of any class or group of Members or add, change, or remove any rights and conditions of any such class or group; divide any class or group of Members into two or more

classes or groups and fix the rights and conditions of each class or group; add, change, or remove a provision respecting the transfer of a membership; increase or decrease the number of—or the minimum or maximum number of—Directors fixed by the Articles; change the statement of the purpose of the Corporation; change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation; change the manner of giving notice to Members entitled to vote at a Meeting of Members; change the method of voting by Members not in attendance at a Meeting of Members; or add, change, or remove any other provision that is required by the Act to be set out in the Articles.

## 1.34 Amendments by the Membership

Any ten (10) or more voting Members in good standing may propose, in writing, an amendment to the By-laws by submitting the same to the Executive Director at least sixty (60) days prior to the meeting of the Members at which the same is to be considered.

## 1.35 Notice for Proposed Amendments

Notice of such a proposed amendment shall be communicated by the Executive Director to all Members, together with the time and place of the meeting, at least twenty one (21) days before the meeting at which the proposed amendment is to be considered.

## 1.36 Amendments and the By-laws Committee

Every proposal to amend the By-laws, shall be referred to the By-laws Committee which, in consultation with the proposer, shall amend any such proposal to the extent necessary to satisfy legal requirements and to ensure that any proposed amendment is not inconsistent with any other provision of the By-laws not intended to be amended.

## 1.37 Amendment and Board Referral

Any amendment originating by way of these By-laws shall be referred to the Board for its consideration, which may, in consultation with the By-laws Committee, make such revisions to the proposed amendment as it thinks advisable.

# SECTION TWO – Affairs of the Corporation

## 2.1 Financial Year

Until changed by the Board, the Financial Year of the Corporation shall end on the last day of February in each year.

## 2.2 Execution of Instruments

Deeds, transfers, assignments, contracts, obligations, certificates, and other instruments may be signed on behalf of the Corporation by two persons, one of whom holds the office of President or Executive Director, and the other of whom holds one of the said offices or the office of Secretary Treasurer, or any other office created by By-law or by the Board. In addition, the Board or such two persons may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any signing Officer may affix the corporate seal, if any, to any instrument requiring the seal.

## 2.3 Banking Arrangements

The banking business of the Corporation, including the borrowing of money and the giving of security therefore, shall be transacted with such banks; trust companies; or other bodies, corporate or organizations, as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions, and delegations of powers as the Board may from time to time prescribe.

## 2.4 Income and Property

The income and property of the Corporation shall be applied solely towards the promotion of its objects as set forth in its Articles.

## 2.5 Books of Account

The Board shall cause to be kept books of account as are necessary to give a true picture of the state of the College Affairs and to explain its transactions.

## 2.6 External Audit

The books of account shall be audited annually by an external certified Public Accountant.

# SECTION THREE – Chapters

## 3.1 Establishment/Approval of a Chapter

A Chapter may only be established with the approval of the National Board.

## 3.2 Province/Territory: Number of Members

The National Board may establish a Chapter in each province/territory within Canada provided there are fifty (50) or more active College Members residing and/or practising in that jurisdiction. No more than one Chapter shall be approved for any province or territory.

## 3.3 Chapter Name

A Chapter shall be known as the (name of province/territory) Chapter of the College of Family Physicians of Canada. Each Chapter shall be legally incorporated within its own province/territory.

## 3.4 Chapter Membership

College Members in the following classes shall be Members of both the National College and the Chapter in the area in which they reside and/or practise: Practising, Non-Practising, and Learners.

## 3.5 Paramountcy of National By-laws

Should there be any discrepancy between the Chapter By-laws and College By-laws, the National College By-laws will prevail provided that the National College By-law is not contrary to the incorporating statute, or any other laws, rules, or regulations in force in the Chapter's province/territory.

# SECTION FOUR – Board of Directors

## 4.1 Qualification

No person shall be qualified for election as a Director if such person is less than 18 years of age, has been declared incapable by a court in Canada or elsewhere, or has the status of a bankrupt. A Director may but need not be a Member.

## 4.2 Consent

No person shall hold office as a Director unless such person, if present at the Meeting of Members when the election took place, did not refuse to hold office as a Director or, if absent at such Meeting of Members, consented to hold office in writing before the election or within ten (10) days after the election, or acted as a Director after the election.

## 4.3 Election of Directors in Rotation

The Directors of the Corporation shall be elected and shall retire in rotation. Directors shall be elected to fill the positions of those directors whose term of office have expired and each Director so elected shall hold office until the third annual meeting after such election, except the four (4) Directors who are also officers of the Corporation who shall be entitled to serve for one year while holding such office. A Director shall not be eligible for re-election to the board after serving as a Director for two (2) consecutive three year terms, unless elected to an Officer position. Such Director shall, however, be eligible for re-election after ceasing to be a Director for one year from the effective date of the expiration of such Director's term.

## 4.4 Removal of Directors

Subject to the Act, the Members may by ordinary resolution passed at a Special Meeting of Members remove any Director from office and the vacancy created by such removal may be filled at the same Meeting of Members, failing which it may be filled by the Board. A Director shall be expected to attend at least 75% of regularly scheduled meetings of the Board and of each committee of which such director is a member, unless the Board is advised of a valid reason why a Director cannot attend, and each Director shall be bound by such rules of conduct and standards of performance for directors as the Board may from time to time prescribe. Failure to attend the prescribed number of meetings or to act in accordance with the rules of conduct or standards of performance for Directors of the Corporation may result in removal from the Board.

## 4.5 Vacation of Office

A Director ceases to hold office on death, on removal from office by the Members, on becoming disqualified for election as a Director, on receipt of his or her written resignation by the Corporation, or, if a time is specified in such resignation, at the time so specified, whichever

is later. Subject to the Act, a quorum of the Board may appoint a qualified individual to fill a vacancy in the Board for the unexpired term of their predecessor.

## 4.6 Appointment of Additional Directors

As set out in the Articles, the Directors may, within the maximum number permitted by the Articles, appoint one (1) or more additional Directors, who shall hold office for a term expiring not later than the close of the next Annual Meeting of Members, but the total number of Directors so appointed may not exceed one-third of the number of Directors elected at the previous Annual Meeting of Members.

## 4.7 Action by the Board

The Board shall manage, or supervise the management of, the activities and affairs of the Corporation. The powers of the Board may be exercised at a meeting at which a quorum is present or by resolution in writing signed by all the Directors entitled to vote on that resolution at a Meeting of the Board. If there is a vacancy in the Board, the remaining Directors may exercise all the powers of the Board so long as a quorum remains in office. Only the Board has the authority to submit to the Members any question or matter requiring the approval of Members: filling a vacancy among the Directors or in the office of Public Accountant or appoint additional Directors; issuing debt obligations except as authorized by the Directors; approving any financial statements; adopting, amending or repealing By-laws; or establishing contributions to be made, or dues to be paid, by Members.

## 4.8 Meeting by Means of Electronic Communication

Subject to the Act, if all the Directors of the Corporation consent generally or in respect of a particular meeting, a Director may participate in a Meeting of the Board or of a Committee of the Board by means of a telephonic, electronic or other communication facility, if the Corporation makes available such a communication facility, which facility permits all participants to communicate adequately with each other during the meeting and enables the votes to be gathered in a manner that permits their subsequent verification. A Director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all Meetings of the Board and of Committees.

## 4.9 Calling of Meetings

Meetings of the Board shall be held from time to time at such time and at such place as determined by the Board, or upon the call of the Chair of the Board.

## 4.10 Notice of Meeting

Notice of the time and place of each Meeting of the Board shall be given to each Director not less than forty-eight (48) hours before the time when the meeting is to be held if the notice is given personally, is delivered, or is communicated by telephone, facsimile, or other electronic

means. A notice of a meeting of Directors need not specify the purpose of or the business to be transacted at the meeting except where the Act requires such purpose or business to be specified, including, as required by the Act, any proposal to:

a) Submit to the Members any question or matter requiring approval of the Members
b) Fill a vacancy among the Directors or in the office of Public Accountant, or appoint additional Directors
c) Issue debt obligations except as authorized by the Board
d) Approve any annual financial statements
e) Adopt, amend or repeal By-laws
f) Establish contributions to be made or dues to be paid by Members.

## 4.11 First Meeting of New Board

Provided a quorum of Directors is present, each newly elected Board may without notice hold its first meeting immediately following the Meeting of Members at which such Board is elected.

## 4.12 Adjourned Meeting

Notice of an adjourned Meeting of the Board is not required if the time and place of the adjourned meeting are announced at the original meeting.

## 4.13 Chair

The Chair of any Meeting of the Board shall be the first mentioned of the following Officers as have been appointed and who is a Director and is present at the meeting: President, President-Elect, Past President. If no such Officer is present, the Directors present shall choose one of such Directors to be Chair.

## 4.14 Quorum

The quorum for the transaction of business at any Meeting of the Board shall consist of a majority of the Directors or such greater number of Directors as the Board may from time to time determine. No person shall act for an absent Director at a Meeting of the Board.

## 4.15 Guests and Observers

Guests and observers may attend Board Meetings at the discretion of the Chair but are not permitted to vote.

## 4.16 Votes to Govern

At all Meetings of the Board every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes the Chair of the meeting shall be entitled to a second or tie-breaking vote.

## 4.17 Conflict of Interest

A Director of the Corporation shall disclose to the Corporation, in the manner and to the extent provided by the Act, any interest that such Director has in a material contract or transaction,

whether made or proposed, with the Corporation, if such Director a) is a party to the contract or transaction, b) is a Director or an Officer, or an individual acting in a similar capacity, of a party to the contract or transaction, or c) has a material interest in a party to the contract or transaction. Such Director shall not vote on any resolution to approve the same except as provided by the Act.

## 4.18 Remuneration and Expenses

Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit from such position, provided that a Director may be reimbursed for reasonable expenses incurred in the performance of the Director's duties as such. A Director shall not be prohibited from receiving compensation for services provided to the Corporation in another capacity.

## 4.19 Executive Committee

The Executive Committee of the College shall serve as the Executive Committee of the Board. Between Meetings of the Board the Executive may act on behalf of the Board to the extent permitted by law.

## 4.20 Board Powers

The Board may from time to time establish or discontinue a Committee or Section, set and amend its terms of reference and vary its number and composition.

## 4.21 Agenda

The agenda of each Board meeting shall include reports from the Executive, committees of the Board and other business as determined by the Board.

## 4.22 Motions and Resolutions

A motion or resolution approved in writing, including electronically-transmitted text, so long as it is signed by all Directors, shall be as valid and effective as if it had been passed at a Meeting of the Board, duly called and constituted. Such resolution may be in two (2) or more counterparts, which together shall be deemed to constitute one (1) resolution in writing. Such resolution shall be filed with the minutes of the proceedings of the Board and shall be effective on the date stated thereon or on the latest date stated on any counterpart.

## 4.23 Foundation for Advancing Family Medicine Membership

Directors shall serve as the membership of the Foundation for Advancing Family Medicine of the College of Family Physicians of Canada.

# SECTION FIVE – Election of Directors

## 5.1 Elections

Elections for Directors and Officers shall be conducted electronically in the weeks leading up to the Annual Meeting of Members with the results announced at the Annual Meeting of Members.

## 5.2 Member opportunity to apply for a Board Director position

The Nominating Committee shall circulate a Call for Interest to all Members. It will outline the vacancies and indicate priority attributes, as determined by the Board and Nominating Committee, to sustain a balance of skills and experience on the Board and reflect the diversity of the profession.

The Nominating Committee shall review the applicants and propose one or more nominee per vacancy to the Board for approval. The Board will review the list of nominees provided by the Nominating Committee to determine, in its sole discretion, the list of nominees to be presented to the Members for consideration. The Board-approved nominees will be circulated electronically to the Members. Members will have at minimum two weeks to review the nominees. During this review phase, if Members feel the nominees for the Director-at-Large vacancies are not appropriate, they may identify themselves or other nominee(s), provide information about why they would be appropriate (the same information available for the Nominating Committee's nominees), and to be added to the final list of nominees that Members will vote on.

If no additional names are submitted during the review phase, the nominees approved by the Board will stand. If additional names are received, the additional nominees, if qualified, will be added to the list of nominees for consideration by the Members. The Members will vote and the nominees for the Director-at-Large vacancies receiving the most votes will be elected.

Where one nominee is proposed per vacancy, Members will be asked to vote to confirm that they support the nominee. A minimum of 100 Members must vote for the election to be valid. In the event the resolution to elect a nominee director for a vacancy on the Board is not passed by a majority of the electronic votes by the Members, the Directors shall fill the vacancy on the Board with the best qualified nominee and advise the Members of the Board's decision.

## 5.3 Number of Nominations

The President and Past-President positions will be acclaimed. One nomination will be put forward for each of the Honorary Secretary-Treasurer and President-Elect positions. One or more nomination will be put forward for vacancies in the 7 Director-at-Large positions.

## 5.4 Term for Board Directors

Board Directors shall assume the duties of their positions immediately following election at the Annual Meeting. For Directors-at-large it will be a term of three (3) years, renewable once. For Officers it will be a term of one (1 year). The exception for some of the Director-at-large terms will be at the time of the first election of the newly constituted board, in order to establish a stagger in end dates of Directors going forward.

## 5.5 Conduct of Election

The survey platform used shall permit invitations to all eligible Members to vote in their language of choice; ensure they can only vote once; include a completion time/date stamp; send reminders to non-respondents; maintain confidentiality.

# SECTION SIX – Officers

## 6.1 Appointment

The Officers of the College shall be those individuals elected at the Annual Meeting to the following offices: President, President Elect, Past President, Chair of the Board, Honorary Secretary Treasurer. The offices of President and Chair of the Board may be combined. The Board may specify the duties of and, in accordance with this By-law and subject to the Act, delegate to such Officers powers to manage the activities and affairs of the Corporation.

## 6.2 Chair of the Board

The Board may assign to the Chair any of the powers and duties that are by any provisions of this By-law assigned to the Executive Director.

## 6.3 President

The President shall be the senior Officer and a designated spokesperson for the College and, subject to the authority of the Board, shall have general supervision of the activities of the Corporation and such other powers and duties as the Board may specify. The President shall chair the Board of Directors and the Executive Committee.

## 6.4 Past President

The Past President shall be a designated spokesperson for the College and chair the forum.

## 6.5 President Elect

The President Elect shall be a designated spokesperson for the College. In the absence or disability of the President the President Elect shall perform the duties of the President. In the absence or disability of the Honorary Secretary Treasurer, the President Elect shall perform the duties of this Officer.

## 6.6 Honorary Secretary Treasurer

The Honorary Secretary Treasurer shall keep proper accounting records in compliance with the Act and shall be responsible for the deposit of money, the safekeeping of securities, and the disbursement of the funds of the Corporation. The Honorary Secretary Treasurer shall render to the Board whenever required an account of all transactions as Treasurer and of the financial position of the Corporation and shall have such other powers and duties as may be specified by the Board. The Honorary Secretary Treasurer shall enter or cause to be entered in records kept for that purpose minutes of all Board proceedings and shall give or cause to be given, as and when instructed, all notices to Members, Directors, Officers, and Public Accountants.

## 6.7 Executive Director

The Board may from time to time also appoint an Executive Director. If appointed, the Executive Director shall be the Chief Executive Officer and, subject to the authority of the

Board, shall have general supervision of the activities and affairs of the Corporation and such other powers and duties as the Board may specify.

## 6.8 Powers and Duties of Officers

The powers and duties of all Officers shall be such as the terms of their engagement call for or as the Board or (except for those whose powers and duties are to be specified only by the Board) the President may specify. The Board and (except as aforesaid) the President may, from time to time and subject to the provisions of the Act, vary, add to, or limit the powers and duties of any Officer.

## 6.9 Term of Office

The Board, in its discretion, may remove any Officer of the Corporation. Each Officer appointed by the Board shall hold office until a successor is appointed, the Officer resigns, or the Board removes the Officer, whichever occurs first.

# SECTION SEVEN – College Committees

## 7.1 Executive Committee

The Corporation shall have an Executive Committee comprised of the Past President; the President; the President Elect; the Secretary-Treasurer (all 1-year positions); and the Executive Director, who shall be non-voting.

## 7.2 Committees of the Board

The Board may appoint one (1) or more Committees of the Board, however designated, and delegate to any such Committee any of the powers of the Board except those which pertain to actions which, under the Act, a Committee of the Board has no authority to exercise. Rules of order are as outlined in 1.31. The Board may from time to time appoint such advisory bodies as it may deem advisable.

## 7.3 Transaction of Business

The powers of a Committee of the Board may be exercised by a meeting at which a quorum is present or by resolution in writing signed by all Members of such Committee who would have been entitled to vote on that resolution at a meeting of such Committee.

## 7.4 Quorum and Procedure

Unless otherwise determined by the Board, each Committee and advisory body shall have power to fix its quorum at not less than a majority of its Members, and to regulate its procedure.

## 7.5 Sections

The Board may establish Sections to address areas of major interest and/or involvement of College Members.

# SECTION EIGHT – Indemnification: Protection of Directors, Officers, and Others

## 8.1 Limitation of Liability

All Directors and Officers of the Corporation in exercising their powers and discharging their duties shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, and without limiting any defences available to a Director or an Officer under the Act or otherwise, no Director or Officer shall be liable for:

a) The acts, omissions, failures, neglects, or defaults of any other Director, Officer, or employee
b) Any loss, damage, or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation
c) The insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested
d) Any loss, damage, or expense arising from the bankruptcy, insolvency, or tortious acts of any person with whom any of the moneys, securities, or effects of the Corporation shall be deposited
e) Any loss, damage, or expense arising from any error of judgment or oversight on the part of such Director or Officer
f) Any other loss, damage, or expense arising from the execution of the duties of office or in relation thereto provided that nothing in this Section shall relieve any Director or Officer from the duty to act in accordance with the Act or from liability for any breach of the Act.

## 8.2 Indemnity

Subject to the Act, the Corporation shall indemnify a Director or Officer, a former Director or Officer, or another individual who acts or acted at the Corporation's request as a Director or Officer or in a similar capacity of another entity, and their heirs and legal representatives, against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative, or other proceeding in which the individual is involved because of that association with the Corporation or such other entity.

## 8.3 Advance of Costs

The Corporation shall advance moneys to a Director, Officer or other individual for the costs, charges, and expenses of a proceeding referred. The individual shall repay the moneys if the

individual does not fulfill the conditions of acting honestly and in good faith with a view to the best interests of the Corporation.

## 8.4 Limitation

The Corporation shall not indemnify an individual unless a) the individual acted honestly and in good faith with a view to the best interests of the Corporation, or, as the case may be, to the best interests of the other entity for which the individual acted as Director or Officer or in a similar capacity at the Corporation's request, and b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that the individual's conduct was lawful.

## 8.5 Additional Circumstances

The Corporation shall also indemnify an individual referred to in 8.2 in such other circumstances as the Act or law permits or requires. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law.

## 8.6 Insurance

Subject to the Act, the Corporation may purchase and maintain insurance for the benefit of Directors and Officers as the Board may from time to time determine.

# SECTION NINE – MAINPRO+® (Maintenance of Proficiency) Program

## 9.1 Practising Member Requirement.

Practicing members are required to participate in the Maintenance of Proficiency (Mainpro+®) program as approved by the Board of Directors.

**9.1.1** Failure to complete the Mainpro+® requirements may result in discontinuation of Practicing members' membership, which includes forfeiture of the privilege to use CFPC-related designations.

## 9.2 Non-Member Mainpro+ Participants

Non-Member Mainpro+ Participants (NMMPs) are non-member physicians who wish to avail themselves of the Maintenance of Proficiency (Mainpro+®) program to meet mandatory continuing professional development (CPD) requirements of external bodies (e.g., provincial licensing authorities).

NMMPs:

- Pay annual Corporation fees to participate in the Mainpro+® program as set by the Board;
- Do not belong to a Chapter; and
- Do not have any right to receive notice of or vote in respect of meetings of members of the Corporation.

This category is closed to new applicants effective January 1, 2023. Those in the NMMP category prior to January 1, 2023, are eligible to remain in this category until discontinuation or attrition closes this category**.**

## 9.3 Compliance

In the case of Members and Non-Member Mainpro+ Participants, the CFPC reserves the right to report on continuing professional development participation and compliance to the Medical Regulatory Authorities.

## 9.4 Credit submission

In the event that an activity is submitted for CPD and does not comply with Mainpro+® guidelines, the CFPC reserves the right to remove and/or modify that credit submission.

## 9.5 Mainpro+ Activity Audit

In the event of an activity audit, Mainpro+® users will be asked to provide proof of participation for all certified activities. In the event that proof cannot be provided or is deemed to be insufficient, CFPC staff may remove the undocumented credits from the users Mainpro+ account.

# SECTION TEN – Membership

## 10.1 Granting and Maintenance of Membership

The right to grant new and renewing memberships, assign Members to classes of membership, grant and award special designations, and remove any or all of the above shall remain at all times with the College.

## 10.2 Members in Good Standing

In order to remain a Member in good standing an individual must meet the requirements of the class of membership to which he or she has been assigned, including compliance with the requirements for certification and the maintenance of certification (including requirements for continuing professional development (CPD) and any other criteria as determined by the Board from time to time).

## 10.3 Certification

Certification in the College of Family Physicians of Canada (CCFP) may be granted to College Members who have:

a) Successfully completed residency training accredited by the Corporation **and** successfully completed the College's Certification Examination in Family Medicine or an approved equivalent
**OR**

b) Met the College's criteria for practice eligible candidates as determined by the Board
**OR**

c) Successfully completed discipline-specific training in family medicine in a jurisdiction other than Canada that has been approved by the College as comparable to accredited Canadian training in family medicine and who currently hold certification in good standing in family medicine or the equivalent qualification from a jurisdiction other than Canada which has been judged by the College to be comparable to Certification in the College of Family Physicians of Canada ("CCFP"), and been granted registration to practice in a Canadian province or territory.

Those Members who have earned Certification in the College of Family Physicians of Canada (CCFP) shall receive a certificate recognizing their achievement.

## 10.4 Fellowship and Certificates of Special or Added Competence

Other special designations, including Fellowship and Certificates of Special or Added Competence, may be granted by the College as determined by the Board. In order to maintain these special designations Members will be required to fulfil the College's CPD requirements and meet any other criteria as determined by the Board from time to time, consistent with these by-laws.

## 10.5 Membership Fees

Members shall pay the annual College membership fees applicable to their class of membership, as determined annually by a majority vote of the Board. Such membership fees shall subsequently be ratified by a simple majority of the membership eligible to vote at the Annual Meeting. Membership fees shall be directed towards the cost of College programs and activities, as determined by the Board.

## 10.6 Membership Classes

There shall be four classes of Membership as determined by the Board: a class of Practising members, a class of Non-Practising members, a class of Learner members, and a class of Associate members. The rights of each class of members are set out below. Only Practicing members have voting rights. Voting Members are entitled to vote at the College's Annual Meeting. All Members, whether voting or non-voting, may participate on, vote on, and chair College Committees.

## 10.7 Voting Members

A **Practising member** is:

- A licensed physician in good standing, engaged in the practise of family medicine including patient care, teaching, research, and/or administrative practice including members in their first year of practise; or
- Engaged in a primary practice or specialty other than family medicine who holds certification from the Royal College of Physicians and Surgeons of Canada, or another certifying body recognized by the College.

Practicing Class members are entitled to receive notice of, attend, and vote at all meetings of members and each such Practicing Class Member shall be entitled to one (1) vote at such meetings.

Practising members are required to:

- Pay annual Corporation membership fees and Chapter fees as set by the Board and the Chapter Boards;
- Fulfill CPD requirements as determined by the Board; and
- Be members of both the Corporation and a Chapter (with the exception of members practising in the territories or outside of Canada).

## 10.8 Non-Voting Members

Notwithstanding any other privileges, National Board Directors have the privilege to vote at the annual Meeting.

The following classes of members, subject to the Act and the articles, shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation.

**a)** A **Non-Practising member** is a non-voting member in good standing who is:

- No longer actively engaged in providing medical care to patients, nor actively involved in any other medical or medically related field or endeavour;
- An individual of distinction and not a family physician, who has made outstanding contributions to family medicine; or
- A member of the public with a role on the CFPC Board and/or its Committees.

Non-Practising members:

- Are not required to pay annual Corporation or Chapter fees;
- Are not required to fulfill CPD requirements; and
- Are members of both the Corporation and a Chapter.

b) A **Learner member** is a non-voting member in good standing who is:

- A physician enrolled as a resident in an approved postgraduate training program in family medicine;
- A physician who was previously a practising family physician of the College and is now enrolled as a resident in an approved postgraduate training program in a medical discipline other than family medicine;
- An international medical graduate (IMG) who is enrolled in a Canadian provincial ministry of health- and/or university-approved assessment/training program leading to the attainment of a license to practise in Canada; or
- An individual enrolled in a Canadian university faculty of medicine undergraduate program leading to the MD degree who has an interest in family medicine.

Learner members:

- Are not required to pay annual Corporation or Chapter fees;
- Are not required to fulfill CPD requirements, with the exception of a resident who may voluntarily register CPD; and
- Are members of both the Corporation and a Chapter.

c) **An Associate member** is a non-voting member in good standing who is:

- A health care professional or other who works in collaboration with family physicians in clinical practice or academic departments of family medicine.

Associate members:

- Pay annual Corporation fees as set by the Board;
- Are not required to fulfill CPD requirements; and
- Are not required to belong to a Chapter nor pay annual Chapter fees.

## 10.9 Corporation Employees and Membership

Family physicians who are employees of the Corporation, including its provincial Chapters, are eligible to be active Members but must declare an interest in matters before the Members that may relate to their employment.

## 10.10 Suspension or Revocation of Membership/Special Designation

Individuals who fail to comply with the College's membership requirements or special designation requirement, including those related to annual membership fees and/or continuing professional development and any other applicable criteria as determined by the Board:

a) shall have their College membership, Certification, Fellowship and any special designations suspended or revoked: and
b) shall lose the right to continue to use any College special designations until such rights have been reinstated by the College.

Individuals who fail to comply with the College's requirements for maintaining Certificates of Added Competence shall have their Certificate of Added Competence and its special designation suspended or revoked, but this does not affect the individual's membership status, Certification in The College of Family Physicians of Canada (CCFP), or Fellowship (FCFP).

## 10.11 Medical Regulatory Authority Notice

On receipt of notification from a medical regulatory authority of the suspension or revocation of the licence of a College Member, the College shall immediately suspend or revoke that Member's College membership and special designations and shall notify the Member of this action.

## 10.12 Restoration of Membership/Special Designations

A licensed physician in good standing whose College membership and/or special designations were suspended or revoked may apply for reinstatement of such membership and/or special designations. To have membership and/or special designations restored a physician must:

a) Submit the membership fee for the current year
b) Provide evidence of having carried out continuing professional development which meets the requirements of the College and any other applicable criteria as determined by the Board
c) In the case of a physician whose licence has been suspended or revoked by a medical regulatory authority, also provide evidence of such licence having been reinstated.

# SECTION ELEVEN – Meetings of Members

## 11.1 Annual Meetings

Subject to the Act, the Board shall call an Annual Meeting of Members a) not later than eighteen (18) months after the Corporation comes into existence, and b) subsequently, not later than fifteen (15) months after holding the last preceding Annual Meeting of Members but no later than nine (9) months after the end of the Corporation's preceding financial year. The Annual Meeting of Members shall be held for the purpose of considering the financial statements and reports, electing Directors and Officers, appointing a Public Accountant, receiving Board Reports, and for the transaction of such other business as may properly be brought before the Meeting of Members.

## 11.2 Special Meetings

The Board shall have power to call a Special Meeting of Members at any time.

## 11.3 Member Requisition of Meetings

Members of the Corporation holding 5 per cent or more of the votes that may be cast at a Meeting of Members may requisition the Directors to call a Meeting of the Members for the purposes stated in the requisition.

## 11.4 Place of Meetings or Virtual Meetings

Meetings of Members shall be held in locations determined by the Board. If the Directors call a Meeting of Members under the Act, those Directors may determine that the meeting shall be held, in accordance with the Act, entirely by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

## 11.5 Audited Report to Members

A copy of the audited annual report must be sent out to Members no less than twenty-one (21) days before the Annual Meeting.

## 11.6 Participation in Meeting by Electronic Means

Any person entitled to attend a Meeting of Members may participate and vote in the Meeting of Members, in accordance with the Act, by means of a telephonic, electronic, or other communication facility, if the Corporation makes available such a communication facility, which facility permits all participants to communicate adequately with each other during the Meeting of Members, enables the votes to be gathered in a manner that permits their subsequent verification, and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member votes. A person participating in a Meeting of Members by such means is deemed for the purposes of the Act to be present at the Meeting of Members.

## 11.7 Notice of Meetings

Notice in writing of the time and place of each Meeting of Members shall be given not less than 21 days before the date of the Meeting of Members to each Director, to the Public Accountant, and to each Member who at the close of business on the day immediately preceding the day on which notice is given is entered in the register of Members of the Corporation. Notice of a Meeting of Members called for any purpose other than consideration of the financial statements and Public Accountant's report and Board's report, election of Directors, and reappointment of the incumbent Public Accountant shall state the general nature of the business to be transacted at the Meeting in sufficient detail to permit the Members to form a reasoned judgment thereon and shall state the text of any special resolution to be submitted to the Meeting of Members. Notice of a Meeting of Members adjourned for less than thirty-one (31) days is not required if the time and place of the adjourned Meeting of Members is announced at the original Meeting of Members.

## 11.8 Chair, Secretary, and Scrutineers

The Chair of any Meeting of Members shall be the first mentioned of such of the following Officers as have been appointed and who is present at the Meeting of Members: President, President-elect. If no such Officer is present within fifteen (15) minutes from the time fixed for holding the Meeting of Members, the persons present and entitled to vote shall choose one of their number to be Chair. If the Secretary of the Corporation is absent, the Chair shall appoint some person, who need not be a Member, to act as Secretary of the Meeting of Members. If desired, one or more scrutineers, who need not be Members, may be appointed by a resolution or by the chair with the consent of the Meeting of Members.

## 11.9 Persons Entitled to be Present

The only persons entitled to be present at a Meeting of Members shall be those entitled to vote at such Meeting of Members; the Directors; the Public Accountant of the Corporation; and others who, although not entitled to vote, are entitled or required under any provision of the Act or the Articles or By-laws to be present at the Meeting of Members. Any other person may be admitted only on the invitation of the Chair of the Meeting of Members or with consent of the Meeting of Members.

## 11.10 Quorum

The quorum for the transaction of business at any Meeting of Members shall be fifty (50) persons, each being a Member entitled to vote at a Meeting of Members or a duly appointed proxyholder or representative for a Member so entitled. If a quorum is present at the opening of any Meeting of Members, the Members present may proceed with the business of the Meeting of Members notwithstanding that a quorum is not present throughout the Meeting of Members. If a quorum is not present at the opening of any Meeting of Members, the Members

present may adjourn the Meeting of Members to a fixed time and place but may not transact any other business.

## 11.11 Right to Vote

Subject to the Act and the Articles, at any Meeting of Members every person shall be entitled to vote who is at the time of the Meeting of Members entered in the books of the Corporation as a Member of the Practising class.

## 11.12 Proxies

Subject to the right of individual Members to be represented at a Meeting of Members, Members not in attendance may vote by appointing in writing a proxyholder, and one or more alternate proxyholders, who are not required to be Members, to attend and act at the Meeting of Members in the manner and to the extent authorized by the proxy and with the authority conferred by it, subject to the following requirements:

a) A proxy is valid only at the Meeting of Members in respect of which it is given or at a continuation of such Meeting of Members after an adjournment
b) A Member may revoke a proxy by depositing a proxy form in writing executed or, in Quebec, signed by the Member or by their agent or mandatary:
    i) At the registered office of the Corporation no later than the last business day preceding the day of the Meeting of Members at which the proxy is to be used, or the day of the continuation of such Meeting of Members after an adjournment of such Meeting of Members

    **OR**

    ii) With the chair of the Meeting of Members on the day of the Meeting of Members or the day of the continuation of such Meeting of Members after an adjournment of such Meeting of Members

    **AND**

c) A proxyholder or an alternate proxyholder has the same rights as the Member by whom they were appointed, including the right to speak at a Meeting of Members in respect of any matter, to vote by way of ballot at the Meeting of Members, to demand a ballot at the Meeting of Members and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one Member, to vote at the Meeting of Members by way of a show of hands.

## 11.13 Votes to Govern

Unless the Act, the Articles, or any By-law otherwise provide for approval by special resolution, at any Meeting of Members every question shall be determined by the majority of the votes duly cast on the question.

## 11.14 Show of Hands

Any question at a Meeting of Members shall be decided by a show of hands unless, after a show of hands, a ballot on such question is required or demanded. Upon a show of hands every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot on such question is so required or demanded, a declaration by the Chair of the Meeting of Members that the vote upon the question has been carried, carried by a particular majority, or not carried and an entry to that effect in the minutes of the Meeting of Members shall be *prima facie* evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of such question, and the result of the vote so taken shall be the decision of the Members upon such question.

## 11.15 Ballots

On any question proposed for consideration at a Meeting of Members, and whether or not a show of hands has been taken on such question, the Chair may require, or any Member who is present and are entitled to vote may demand, a ballot on such question. A ballot so required or demanded shall be taken in such manner as the Chair shall direct. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot. Upon a ballot each Member present in person or represented by proxy and entitled to vote shall have one vote and the result of the ballot shall be the decision of the Members upon such question.

## 11.16 Casting Vote

In the case of an equality of votes at any Annual or Special Meeting of the Members, whether by a show of hands or at a closed ballot, the person chairing the Meeting shall cast a second or tie-breaking vote.

## 11.17 Adjournment

The Chair at a Meeting of Members may, with the consent of the Meeting of Members and subject to such conditions as the Meeting of Members may decide, adjourn the Meeting of Members from time to time and from place to place.

# SECTION TWELVE: Notices

## 12.1 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered, or served) pursuant to the Act, the Articles, the By-laws, or otherwise to a Member, Director, Officer, or Member of a Committee of the Board or to the Public Accountant shall be sufficiently given:

a) If sent to the intended recipient by telephone, facsimile, or other electronic means to the intended recipient's recorded address for that purpose, provided that any notice given in the form of an electronic document shall be in accordance with Part 17 of the Act, Documents in Electronic or Other Form, during a period of twenty-one (21) to sixty (60) days before the meeting
b) By notice in a publication of the Corporation that is sent to all its Members twenty-one (21) to sixty (60) days before the day on which the meeting is held
c) By affixing the notice, no later than thirty (30) days before the Meeting, to a notice board where information about the Corporation's activities is regularly posted in a location that is frequented by the Members

A notice so sent by means of telephone, facsimile, or other electronic means shall be deemed to have been given when transmitted, dispatched, or delivered for dispatch. The secretary may change or cause to be changed the recorded address of any Member, Director, Officer, Public Accountant, or Member of a Committee of the Board in accordance with any information believed by the secretary to be reliable.

## 12.2 Computation of Time

In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the day of giving the notice shall be excluded and the day of the meeting or other event shall be included.

## 12.3 Undelivered Notices

If any notice given to a Member is returned on two consecutive occasions because the Member cannot be found, the Corporation shall not be required to give any further notices to such Member until informed in writing by the Member of a new address.

## 12.4 Omissions and Errors

The accidental omission to give any notice to any Member, Director, Officer, Public Accountant or Member of a Committee of the Board or the non-receipt of any notice by any such person or any error in any notice not affecting the substance of the notice shall not invalidate any action taken at any Meeting held pursuant to such notice or otherwise founded on such notice.

## 12.5 Waiver of Notice

Any Member, Director, Officer, Public Accountant or Member of a Committee of the Board, or any other person entitled to receive notice of a Meeting of Members or any other notice from the Corporation, may at any time waive any notice, or waive or abridge the time for any notice, required to be given to such person under the Act, the Articles, the By-laws, or otherwise. Any such waiver or abridgement, whether given before or after the Meeting of Members or other event of which notice is required to be given, shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a Meeting of Members or of the Board or a Committee of the Board which may be given in any manner.

## 12.6 Resolutions Committee

At all Annual or Special Meetings there shall be a Resolutions Committee appointed by the Chair. This Committee will be responsible for receiving all resolutions from the floor.

# SECTION THIRTEEN – Effective Date and Repeal

## 13.1 Effective Date

This By-law shall come into force when made by the Board in accordance with the Act and shall be effective until the next Meeting of Members where it may be confirmed, rejected, or amended by the Members by ordinary resolution. If the By-law is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed. This By-law ceases to have effect if it is not submitted to the Members at the next Meeting of Members or if it is rejected by the Members at the meeting.

## 13.2 Repeal of By-laws

All previous By-laws are repealed as of the coming into force of This By-law. Such repeal shall not affect the previous operation of any By-law so repealed, or affect the validity of any act done or right, privilege, obligation, or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any articles (as defined in the Act) or predecessor charter documents of the Corporation obtained pursuant to, any such By-law prior to its repeal. All Officers and persons acting under any By-law so repealed shall continue to act as if appointed under the provisions of This By-law and all resolutions of the Members or the Board or a Committee of the Board with continuing effect passed under any repealed By-law shall continue to be good and valid except to the extent inconsistent with This By-law and until amended or repealed.

ENACTED by the Directors of the Corporation this 14 day of September 2022.

APPROVED by the Members of the Corporation this 2 day of November 2022.

This is **EXHIBIT "2"**
referred to in the Affidavit of
**ERIC MANG**
sworn before me this 15th day of October, 2024



A Commissioner, etc.
**Nathan Lean - LSO #68801A**

**Sources Discussing CNCA s.199 and Changes to Membership Voting**

- Stronger sources have been **bolded**

**Government Sources**

1. **Canadian Radio-television and Telecommunications Commission, "Telecom Regulatory Policy CRTC 2014-659" (18 December 2014) - shows organizational change due to CNCA membership voting rights, at para 25.**
2. Industry Canada, "Transition Guide for Federal Not-for-Profit Corporations" (published 2013) - mentions the change at page 18.

**Law Firms, Lawyers, and Law Related Sources**

1. **Kate Lazier & Andrew Valentine (Miller Thomson LLP), "Membership rights under the Canada Not-for-Profit Corporations Act" (28 January 2010) - entire article discusses the challenge of membership voting in CNCA. See email attachment if link not accessible.**
2. Kate Lazier (Miller Thomson LLP), "Canada Not-for-Profit Corporations Act Expected in Spring" (28 January 2011) - small section flagging voting rights of members.
3. **Megan Wallace (Perley-Robertson, Hill & McDougall LLP), "Continuing Under the Canada Not-for-profit Corporations Act and How We Can Help" (2 October 2015) - flagged issue of membership voting, and advised review of membership structure required.**
4. **Theresa Man (Carters Professional Corporation), for the Ontario Bar Association, "Working With The Canada Not-for-profit Corporations Act: Incorporation and Continuance" (8 April 2013) - flagged issue of membership voting, and advised review of membership structure required at page 59.**
5. **Wayne Gray (Canadian Bar Association), "A Practitioner's Guide to the New Canada Not-For-Profit Corporations Act" 2011 89-1 Canadian Bar Review 141, 2011 CanLIIDocs 92 - discusses changes to membership rights and advises cleaning up membership classes at page 176.**
6. Oliver Moore (Norton Rose Fulbright Canada LLP), "Members' Rights Under the New Canada Not-for-profit Corporations Act" (21 April 2011) - mentioned the CNCA 199(1) change.
7. Nigel Johnston & Stefanie Morand (McCarthy Tetrault LLP), "Canada Not-for-Profit Corporations Act" (3 November 2011) - mentioned the CNCA 199(1) change.

**Other Sources**

1. **Sport Law, "Transition Requires That You Dance the Two-Step" (12 October 2012) - really strong article giving advice on reviewing membership class re CNCA s. 199.**
2. **The Canadian Military Engineers Association, "Backgrounder: The Effect of the Canada Not For Profit Corporations Act (CNCA) on CMEA Governance" (N/A) - an example of an organization reviewing its membership class.**
3. Margot Patterson and Tom Houston (LawNow), "Five Steps to Transition: the Canada Not-for-Profit Corporations Act" (January/February 2012) - mentions the membership voting changes.

* Please see below for direct quotes from each of the above sources, re issue of CNCA membership voting.

**Government Sources**

1. **Canadian Radio-television and Telecommunications Commission, "Telecom Regulatory Policy CRTC 2014-659" (18 December 2014) - shows organizational change due to CNCA membership voting rights, at para 25.**

"Positions of parties

The Interim Board submitted that this structure was chosen to promote efficiency in corporate decision making, and that these efficiencies outweighed the result of having DHH groups and TSPs themselves comprising membership of the VRS administrator. Specifically, it submitted that having the Members and Directors be the same individuals is an efficient, and relatively common, governance structure for not-for-profit corporations (particularly stakeholder boards). The Interim Board also submitted that this structure is consistent with the governance structures of similar bodies approved by the Commission.Footnote6 The Interim Board also submitted that because the Canada Not-for-profit Corporations Act sets out Member class veto rights in a number of cases, this structure respects the Commission's determinations that no one class should have a veto right.

No parties objected to the proposed election and nomination process."

2. Industry Canada, "Transition Guide for Federal Not-for-Profit Corporations" (published 2013) - mentions the change at page 18.

"H. Class or group voting by members on amendments to articles When there is an amendment to the articles, the NFP Act requires members to vote separately as a class or group in cases where the consequences of the amendment would affect the class or group differently from other classes or groups of members. The list of possible consequences is included in subsection 199(1) of the NFP Act. The Act provides an exception to this rule in two specific situations: an exchange, reclassification or cancellation of all or part of the memberships of the class or group; or the creation of a new class or group with rights equal to or superior to the class or group. If your corporation wishes to use this exception, a provision must be included in the articles. The following wording could be used:

> "The non-voting members shall not be entitled to vote separately as a class or group on an amendment, or proposal to make an amendment, to: (a) effect an exchange, reclassification or cancellation of all or part of the memberships of such class; or (b) create a new class or group of members having rights equal or superior to those of the non-voting members.""

**Law Firms, Lawyers, and Law Related Sources**

1. **Kate Lazier & Andrew Valentine (Miller Thomson LLP), "Membership rights under the Canada Not-for-Profit Corporations Act" (28 January 2010) - entire article discusses the challenge of membership voting in CNCA. See email attachment if link not accessible.**
2. Kate Lazier (Miller Thomson LLP), "Canada Not-for-Profit Corporations Act Expected in Spring" (28 January 2011) - small section flagging voting rights of members.

"VOTING RIGHTS FOR NON-VOTING MEMBER RIGHTS

As discussed more fully in our January 2010 newsletter, non-voting members in certain circumstances will get voting rights. A corporation that wants to avoid this result should amend its by-law as soon as possible before the CNCA is in force."

3. **Megan Wallace (Perley-Robertson, Hill & McDougall LLP), "Continuing Under the Canada Not-for-profit Corporations Act and How We Can Help" (2 October 2015) - flagged issue of membership voting, and advised review of membership structure required.**

"Many not- for-profit corporations incorporated under predecessor legislation have numerous classes of members with many different rights and responsibilities attached to each class.

Some of these classes of members: honorary or retired members, for example, were never intended to have an active role in the corporation or to vote at meetings. When continuing to the Canada Not-for-Profit Corporations Act corporations need to carefully review their membership structure.

The reason for this is that the Canada Not-for-Profit Corporations Act expands the role and rights of the members of a corporation. Following continuance each class of members of a corporation will have the right to vote as a class on certain fundamental changes, which means if any of the classes of members do not approve a change the corporation will not be able to proceed."

4. **Theresa Man (Carters Professional Corporation), for the Ontario Bar Association, "Working With The Canada Not-for-profit Corporations Act: Incorporation and Continuance" (8 April 2013) - flagged issue of membership voting, and advised review of membership structure required at page 59.**

"As explained above, if a corporation currently has more than one class of members, it is important to be aware that a separate vote by class or group of members will be required under the CNCA if, in the future, the corporation wants to change the rights attached to a class or group of members or for certain fundamental changes, regardless of whether the membership class is a voting class or non-voting class. This means that each class of members (including non-voting members) will have a de facto veto right for those matters as explained above. For this reason, a corporation may wish to collapse all of the membership classes into one class in order to avoid the requirement of having a separate class vote or include provisions to take advantage of the exceptions referred to in (a) and (e) above."

5. **Wayne Gray (Canadian Bar Association), "A Practitioner's Guide to the New Canada Not-For-Profit Corporations Act" 2011 89-1 Canadian Bar Review 141, 2011 CanLIIDocs 92 - discusses changes to membership rights and advises cleaning up membership classes at page 176.**

"2) Possible Solutions

As discussed, most of the potential problems set out here can be avoided by abolishing or consolidating multiple membership classes, diluting their voting rights or opting out of the separate class protections in section 199(1) to the maximum possible extent, including making them unilaterally cancellable."

6. Oliver Moore (Norton Rose Fulbright Canada LLP), "Members' Rights Under the New Canada Not-for-profit Corporations Act" (21 April 2011) - mentioned the CNCA 199(1) change.

"Two additional types of amendment trigger a class vote, unless the articles of the corporation specifically provide otherwise: (a) an amendment to effect an exchange, reclassification, or cancellation of all or part of the memberships of the class in question; and (b) an amendment to create a new class of members having rights equal or superior to those of the class in question (s.199(1))."

7. Nigel Johnston & Stefanie Morand (McCarthy Tetrault LLP), "Canada Not-for-Profit Corporations Act" (3 November 2011) - mentioned the CNCA 199(1) change.

"members' rights have been expanded and non-voting members are granted limited voting rights in respect of fundamental changes;"

**Other Sources**

1. **Sport Law, "Transition Requires That You Dance the Two-Step" (12 October 2012) - really strong article giving advice on reviewing membership class re CNCA s. 199.**

"Section 197 and Section 199 of the Act speak to 'fundamental changes' and make it clear that those fundamental changes that involve changes to membership classes, rights or conditions must be approved by a two-thirds vote of each class of member (in what is called a 'separate class vote'), including those members who do not have voting rights in the organization's current bylaws.

The advice widely given to sport organizations is that to avoid future problems under the NFP Act, they should streamline their member classes and eliminate non-voting classes of members entirely. This is the course of action being pursued by most organizations who are preparing for transition to the NFP Act. It is a wise course for sure, and proactively addresses the risk that some fundamental change desired in the future (which we cannot anticipate in the present) might be obstructed because an organization was unable to get an affirmative two-thirds vote from all classes of members, including those that normally would not have the right to vote.

This is why your transition must be done in two steps. The first step is to streamline your member classes and eliminate the vast numbers of non-voting members, and to do so under the Canada Corporations Act. When that is done, the second step is to have your

'newly-defined' classes of members approve your Articles of Continuance and new Bylaws. Transition will then be complete."

2. **The Canadian Military Engineers Association, "Backgrounder: The Effect of the Canada Not For Profit Corporations Act (CNCA) on CMEA Governance" (N/A) - an example of an organization reviewing its membership class.**

"The new governance model brings two key changes in the way in which we operate. First, the definition of member in the old MEAC and CMEA constitution and old By-Laws consisted of five classes of membership. This was reduced to one class and that was that a CMEA member was a CMEA Chapter. This change was made as our numbers are now over 2,000 individuals and increasing. To hold an Annual General Meeting with this many members, we would require approval from over 1,000 individuals to pass any resolution. Clearly, this model is unmanageable. As a solution, we have defined each of our 18 active Chapters as a CMEA member. Individuals paying dues to the CMEA and to its Chapters are now legally designated as "Associates"."

3. Margot Patterson and Tom Houston (LawNow), "Five Steps to Transition: the Canada Not-for-Profit Corporations Act" (January/February 2012) - mentions the membership voting changes.

"Members

Members will have enhanced rights under the CNCA, including:

- the right of voting members to submit **notice of a proposal** to the corporation of a matter to be raised at a members' meeting;
- the right to **requisition a meeting** for a specific purpose;
- the right of **non-voting members to vote separately from voting members** on matters that impact their membership rights, including certain fundamental changes; and
- the right to **access corporate records** to monitor the board's performance.

Remedies are available to members to enforce these rights. These include court-ordered investigations (to review alleged wrongdoing), compliance orders (e.g. to share information with members), and "business-style" derivative action and oppression remedies."

This is **EXHIBIT "3"**
referred to in the Affidavit of
**ERIC MANG**
sworn before me this 15th day of October, 2024



A Commissioner, etc.
**Nathan Lean - LSO #68801A**

[redacted]

**From:** Sarah Scott <sks@cfpc.ca>
**Sent:** Thursday, May 16, 2013 1:22 PM
**To:** 'MCGUINEY, JOYCE' <JOYCE.MCGUINEY@blakes.com>; SMITH, MARIANNE <MARIANNE.SMITH@blakes.com>
**Cc:** Sarah Scott <sks@cfpc.ca>; Moira Tobin <MT@cfpc.ca>
**Subject:** CFPC request for bylaws review

Hi Joyce and Marianne,

(ready a little earlier than we anticipated!)

On May 10th the College of Family Physicians of Canada's (CFPC) Board of Directors approved in principle new By-laws and Articles of continuance. You're familiar with the proposed by-laws from your previous work with us in reviewing/commenting on the current by-laws. The legal commentary you provided has been considered and incorporated wherever possible. We would now appreciate your review and advice on the current Board approved in principle by-laws and articles of continuance.

Please find attached the following documents:

- Articles of Continuance and Attachment
- The CFPC Bylaws which have been approved in principle by the CFPC Board. Commentary and questions for your attention are added throughout the document.
- The Current CFPC Bylaws are also included as a "marked up version"; deleted portions are noted.

We're requesting your legal review/opinion of the proposed approved in principle By-laws and Articles to determine if they are complete, integrated, comply with the new Act, and are written concisely. It's also

important to us that the By-laws have no contradictory sections and that the order of sections is clear to readers. The current by-laws are included for your reference to ensure that no important sections have been inadvertently dropped. The bulk of deleted materials has been moved to Board Policy and confirmation from you that we haven't removed content from the bylaws that should remain there, would be much appreciated.

For your attention, in this review of the Board approved in principle By-laws, there are several "content areas" where advice would be appreciated:

**Re: 6.26 Nominations process**: Recall that currently our 40 board directors come from specific groups – 22 are elected at Chapter AGM's; 9 are essentially appointments related to the Chairman positions of our Sections (8 – note that 5 are students and residents which we'll address below) and the Chair of the Chairs of the 17 Departments of Family Medicine in Canada (1). The remaining 9 are currently elected by the members at our AGM.

Some background for this item:

- Our proposed solution related to the 22 board directors currently elected by Chapters: we will continue to have the Chapters elect individuals at their AGM's, but rather than electing them to be CFPC Board Directors, the motions will need to say something like 'That Dr. X be approved as the BC Chapter's nominee to the CFPC's Board of Directors' (help with the wording is welcome!). Then, the CFPC will include all of the Chapter nominees on the slate of nominations shared with the CFPC members. It is our assumption that when we share this slate with members and invite any other nominations they may wish to submit prior to the AGM, that we would identify where the nominee resides – i.e. which Chapter he/she belongs to, and then share both the nomination from the Chapter as well as the nomination from a member for the CFPC Board Director position from that particular Chapter, and let the members decide. There's some discomfort with this because the new process undermines the role of the Chapters 'electing' national board directors. Any suggestions for smoothing this? What's the best way to carry out the election if we have more than one name for a position – is it a show of hands (which sounds awkward) or how do you manage ballots with a very short Annual General Meeting?

- As for the 4 appointees who are not students or residents (3 Section Chairs and the Chair of the Departments of Family Medicine), we're proposing also including these individuals on the slate of nominations, but there's really no opportunity for members to submit other nominations because these board director positions are defined as being the Chairs of these Sections. Will this comply with the Act?

- Another question area … We have indicated that our national board director terms are 3 years, renewable once. How do we address the renewable part – do we go back to the 'group' accountable for putting forward a nominee (e.g. Chapter) or does national make the decision to renew the term?

**Students and Residents – Board of Director Terms**

- Students and Residents – In the Board Composition, there are two Director positions for medical students and 3 Director positions for family medicine residents. Although Directors serve for 3 years, this isn't possible for medical students and residents due to the time limits of their training/education. You'll notice that allowance for the shortened time frame is included in the proposed By-laws using the provision in the Articles. Our plan is to ask the Sections of Students and Residents to identify

individuals for the national board director positions, and then for these individuals to be electronically elected by the rest of the board directors, to the board. Their names would then be included on the slate of nominees at the next AGM to confirm their positions. Ok?

**Section Seven – Chapters**

- CNCA changes to the National CFPC By-laws will have implications for our provincial Chapters. For instance, there is a requirement that all national board directors be elected at the CFPC's AGM by CFPC members and sit for terms that start and end with the CFPC AGM date cycle. Chapter processes will be changed as a result. There is also the question of the fiscal year end; to comply with the CNCA a 17 month fiscal year will be in place for the CFPC from January 2014-May 2015.

- It's our understanding that each province will have its own provincial legislation, and most provinces have not yet enacted this legislation (Ontario is the exception). To what extent are the Chapters covered by the Federal CNCA Act (or the CFPC By-laws) in the interim? What areas do the Chapters have to consider when they are updating their by-laws, and what guidance can the National CFPC provide to them? This is a wide topic but any advice that you can give would be helpful. Please note that our current bylaws have statements about Chapter bylaws needing to comply with National bylaws and we know at minimum that the Chapters will all need to amend the wording in their bylaws about 'electing' national board directors (as outlined in the first topic above). The issue is that we're not in a position to help 10 Chapters revise their bylaws by the time the Federal Act comes into effect – is it legal to have the Chapters pass board policy addressing this issue as an interim measure?

**General – Access to Corporate Records**

- Re: access to our corporate records by membership – what conditions apply? Of concern is broad access to the membership lists which are confidential and also subject to PIPEDA. Does any provision need to be included in the by-laws or included in Board Policy? Or is the Act provision enough?

Please do not hesitate to contact me if you have questions or would like more information about particular topics or the details of CFPC procedure.

I look forward to receiving your commentary/opinion and discussing the CFPC By-laws with you in the near future. If you can give an idea of your timelines for getting back to me that would be great.

Thanks,
Sarah

Sarah Scott
Director Governance and Strategic Planning
The College of Family Physicians of Canada
2630 Skymark Avenue
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*Canada Not-for-profit Corporations Act* (NFP Act)

Form 4031

# Articles of Continuance (transition)

To be used only for a continuance from the *Canada Corporations Act,* Part II.

**1 Current name of the corporation**

The College of Family Physicians of Canada / Le collège des médecins de famille du Canada

**2 If** a change of name is requested, indicate proposed corporate name

**3 Corporation number**

0 3 6 0 4 5 7

**4 The** province or territory in Canada where the registered office is situated

Ontario

**5** Minimum and maximum number of directors *(for a fixed number. indicate the same number in both boxes)*

30 Minimum number

45 Maximum number

**6** Statement of the purpose of the corporation

See Schedule 1 attached

**7 Restrictions** on the activities that the corporation may carry on, if any

None

Form 4031

Articles of Continuance (transition)

**8** **The** classes, or regional or other groups, of members that the corporation is authorized to establish

See Schedule 2 attached.

**9** **Statement regarding the distribution of property remaining on liquidation**

Any property remaining on liquidation of the Corporation, after discharge of liabilities, shall be distributed to one or more qualified donees within the meaning of subsection 248(1) of the Income Tax Act.

**10** Additional provisions, if any

The directors may, within the maximum number permitted by these Articles, appoint one or more additional directors, who shall hold office for a term expiring not later than the close of the next annual Meeting of Members, but the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual Meeting of Members.

**11** **Declaration**

I hereby certify that I am a director or an authorized officer of the corporation continuing into the NFP Act.

*Signature* _____

*Print name* _____

*Phone number* ( )

**Note: A person who makes,** or assists in making, a lse or ng statement an offence and liable on summary **con**v;,.tinn to a fine of not more than $5,000 or to imprisonment for a term of not more than six months or to both (subsection 262(2) of **the** NFP Act).

Attachment to Form 4031 – Canada Not-for-profit Corporations Act

## Schedule 1: Statement of the purpose of the corporation:

The purpose of the Corporation is:

a) to promote the highest quality of medical care for the people of Canada;
b) to sustain and improve the professional qualifications of members of the medical profession who are engaged in family practice in Canada;
c) to promote high standards in family medicine in the provinces/territories of Canada through the medium of provincial Chapters of the Corporation;
d) to enlighten and direct public opinion in Canada in relation to family medicine;
e) to relate to and collaborate with other medical and health care organizations and governments on matters related to family medicine;
f) to encourage and ensure the provision of a high standard of teaching and training for undergraduate medical students and postgraduate residents who may become engaged in family practice in Canada;
g) to establish a register of members of the Corporation and to publish and revise the same from time to time;
h) to conduct, direct, encourage, support or provide for research in matters relating to family medicine;
i) to publish and encourage publication of journals, reports and treatises on matters relating to family medicine and allied subjects;
j) to undertake all such other lawful acts and endeavors as are incidental or conducive to the attainment of the foregoing purposes.

## Schedule 2: Classes of membership

The Corporation is authorized to establish the following classes of members:

(1)The Class 1 members shall be entitled to receive notice of and to attend all meetings of the members of the Corporation and each Class 1 member shall have one vote at each such meeting. Class 1 members shall include Active Members, Affiliate Members, Resident Members, Retired Members, Senior Members, Sustaining Members.

(2)Except as otherwise provided by the *Canada Not-for-profit Corporations Act*, the Class 2 members shall not be entitled to vote at meetings of the members of the Corporation. Class 2 members shall include Associate Members, Honorary Members, Public Members, Student Members. Not withstanding any other privileges, National Board Directors have the privilege to vote at meetings of the members.

THE COLLEGE OF FAMILY PHYSICIANS OF CANADA

LE COLLÈGE DES MÉDECINS DE FAMILLE DU CANADA

BY-LAW NO. 1

A By-law relating generally to the transaction of the business and affairs of

**THE COLLEGE OF FAMILY PHYSICIANS OF CANADA/LE COLLÈGE DES MÉDECINS DE FAMILLE DU CANADA**

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## SECTION ONE
## INTERPRETATION

### DEFINITIONS

**1.1** **"Act"** means the Canada Not-for-profit Corporations Act [S.C. 2009, c.23], or any statute that may be substituted therefor, and the regulations to the Act, as from time to time amended.

**1.2** **"Administrator"** means the administrative head of a Chapter.

**1.3** **"Articles"** means the Articles of Continuance for the College of Family Physicians of Canada filed with Corporations Canada pursuant to the Act, and as may be amended from time to time through a special resolution of the members.

**1.4** **"Board"** means the National Board of Directors of the College of Family Physicians of Canada (CFPC).

**1.5** **"By-law"** means any By-law of the College presently in force and effect.

**Commented [MT1]:** Counsel: Is the spelling "By-law" acceptable?

**1.6** **"Chapter"** means a provincial/territorial corporation having the same purposes as the College and established in accordance with Section Seven (7) of these By-laws.

**1.7** **"Committee"** unless otherwise specified means: Committee, Sub Committee, Working Group and Task Force.

**1.8** **"Corporation"** means the corporation continued under the Act by the said certificate to which the Articles are attached and named, THE COLLEGE OF FAMILY PHYSICIANS OF CANADA/ LE COLLÈGE DES MÉDECINS DE FAMILLE DU CANADA. The Corporation may also be referred to as the College in these By-laws.

**1.9** **"Director"** means an elected voting member of the National Board.

**1.10** **"Executive"** means Executive Committee of the College.

**1.11** **"Executive Director"** means the person appointed by the Board to act as the Chief Executive Officer of the College.

**1.12** **"In-Camera Meeting"** means a confidential meeting of the Board or its Committees at which attendance is restricted to voting directors/committee members plus others specifically invited by the Chair.

**1.13 "Ordinary Resolution"** as defined in the Act means a resolution passed by a majority of the votes cast on that resolution.

**1.14 "Officer"** means a person elected to one of the Offices established by the By-laws.

**1.15 "Regions"** means the 5 Regions of the College designated as follows:
1. British Columbia/Alberta; 2. Saskatchewan/Manitoba; 3. Ontario; 4. Québec; 5. Atlantic Canada.

**1.16 "Section"** means a group of College members with common interests who form a Board approved entity with an executive committee representing them and reporting to the Board and whose chair is a Board Director.

**1.17 "Special Meeting"** includes a meeting of the Board or any class or classes of Members entitled to vote at an annual general meeting other than a regularly scheduled Board meeting or annual general meeting.

**1.18 "Special Resolution"** as defined in the Act means a resolution passed by not less than two thirds of the votes cast on that resolution of the members entitled to vote on such resolution at a meeting of members duly called for that purpose.

## INTERPRETATION AND BY-LAW PUBLICATION LANGUAGES

**1.19 Interpretation.** In these By-laws where the context requires, words importing the singular include the plural and vice versa, and words importing gender include the masculine, feminine and neuter genders.

**1.20 By-law Publication Languages.** The By-laws of the College shall be printed in English and French and both language versions shall be equally authoritative.

## GENERAL PROVISIONS

**1.21 Head Office**. The registered Office of the College shall be located in Ontario.

**1.22 Coat of Arms, Crest, Corporate Seal and Logo.** The College's Coat of Arms, Crest, Corporate Seal and Logo shall each exist in a form approved by the Board. The custody of the Corporate Seal shall be entrusted to the Executive Director or designate to be affixed to documents as directed by the Executive, the Board or the President.

**1.23 Robes of Office.** The College shall possess robes, hoods, and chains of office, pins and other items of regalia to identify and distinguish members of the College as determined by the Board.

**1.24 College Motto.** The College's motto shall be: Nostrum in Studiis Robur – In Study Lies Our Strength.

**1.25 Ethics.** The Code of the Canadian Medical Association (CMA) shall be adopted as the Code of Ethics of the College.

**1.26 Equity and Diversity.** The College and its Chapters, their Boards, Committees, Sections and employees thereof, will act in accordance with the CFPC's policies on Equity and Diversity.

**1.27 Official Languages.** English and French shall be the official languages of the College. The Board shall establish policies to guide the use of the official languages.

**1.28 Rules of Order and Meeting Procedure**. All Board Meetings, Annual or Special General Meetings of Members, and Committee Meetings shall follow Canadian Parliamentary procedure as described in Bourinot's Rules of Order.

**BY-LAWS/AMENDMENTS**

**1.29 Make, Amend, or Repeal By-laws.** Subject to the Articles, the Board of Directors may by resolution, make, amend, or repeal any By-laws that regulate the activities or affairs of the College. Any such By-law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the By-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The By-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

**Commented [MT2]:** Counsel:
We have a Bylaws Committee and its role includes annual review of the bylaws. Does this annual review need to be a part of the bylaws or can that be included in Board Policy?

**1.30 Special Resolution.** Special resolutions apply to the following, as outlined in the Act: change the corporation's name; change the province in which the corporation's registered office is situated; add, change or remove any restriction on the activities that the corporation may carry on; create a new class or group of members; change a condition required for being a member; change the designation of any class or group of members or add, change or remove any rights and conditions of any such class or group; divide any class or group of members into two or more classes or groups and fix the rights and conditions of each class or group; add, change or remove a provision respecting the transfer of a membership; increase or decrease the number of — or the minimum or maximum number of — directors fixed by the articles; change the statement of the purpose of the corporation; change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the

corporation; change the manner of giving notice to members entitled to vote at a meeting of members; change the method of voting by members not in attendance at a meeting of members; or add, change or remove any other provision that is permitted by the Act to be set out in the Articles.

**1.31 Amendments by the Membership.** Any ten (10) or more voting members in good standing may propose, in writing, an amendment to the By-laws by submitting the same to the Executive Director at least sixty (60) days prior to the meeting of the members at which the same is to be considered.

**1.32. Notice for Proposed Amendments**. Notice of such a proposed amendment shall be communicated by the Executive Director to all members, together with the time and place of the meeting, at least 15 days before the meeting at which the proposed amendments are to be considered.

**1.33 By-laws and Licensing Bodies**. Any provision of any By-law of the College which is in conflict with the Statutes, Regulations, or Rules of the licensing body of the medical profession in any province of Canada shall be deemed to be void and of no effect.

**1.34 Amendments and the By-Laws Committee**. Every proposal to amend the By-laws, shall be referred to the By-laws Committee who, in consultation with the proposer, shall amend any such proposal to the extent necessary to satisfy legal requirements and to ensure that any proposed amendment is not inconsistent with any other provision of the By-laws not intended to be amended.

**1.35 Amendment and Board Referral**. Any amendment originating by way of these By-laws shall be referred to the Board for its consideration, who may, in consultation with the By-laws Committee, make such revisions to the proposed amendment as it thinks advisable.

## SECTION TWO

## AFFAIRS OF THE CORPORATION

**2.1 Financial Year.** Until changed by the Board, the financial year of the Corporation shall end on the last day of May in each year.

**2.2 Execution of Instruments.** Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by two persons, one of whom holds the office of president or executive director, and the other of whom holds one of the said offices or the office of secretary-treasurer, or any other office created by By-law or by the Board. In addition, the Board or such two persons may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any signing officer may affix the corporate seal, if any, to any instrument requiring the seal.

**2.3 Banking Arrangements.** The banking business of the Corporation, including the borrowing of money and the giving of security therefore, shall be transacted with such banks, trust companies or other bodies corporate or organizations as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe.

**2.4 Income and Property**. The income and property of the Corporation shall be applied solely towards the promotion of its objects as set forth in its Articles.

**Commented [MT3]:** Counsel:
Is there any need for a specific section re: liquidation or disposal of property on dissolution? Or is the information in the Articles enough?

**2.5 Books of Account**. The Board shall cause to be kept books of account as are necessary to give a true picture of the state of the College Affairs and to explain its transactions.

**2.6 External Audit**. The books of account shall be audited annually by an external certified Chartered Accountant.

**SECTION THREE**

**BOARD OF DIRECTORS**

**3.1 Qualification.** No person shall be qualified for election as a director if such person is less than 18 years of age, is incapable and has been so declared by a court in Canada or elsewhere, is not an individual, or has the status of a bankrupt. A director may but need not be a member.

**3.2 Consent.** No person shall hold office as a director unless such person, if present at the Meeting of Members when the election took place, did not refuse to hold office as a director or, if absent at such Meeting of Members, consented to hold office in writing before the election or within 10 days after the election, or acted as a director after the election.

**3.3 Election of Directors in Rotation.** National Board Directors shall assume the duties of their positions immediately following election at the Annual General Meeting for a term of 3 years, renewable once. As per 3.6, medical students and family medicine residents will serve shorter terms to align with their training programs.

**3.4 Removal of Directors.** Subject to the Act, the members may by ordinary resolution passed at a Special Meeting of Members remove any director from office and the vacancy created by such removal may be filled at the same Meeting of Members, failing which it may be filled by the Board.

**3.5 Vacation of Office.** A director ceases to hold office on death, on removal from office by the members, on becoming disqualified for election as a director, on receipt of a written resignation by the Corporation, or, if a time is specified in such resignation, at the time so specified, whichever is later. Subject to the Act, a quorum of the Board may appoint a qualified individual to fill a vacancy in the Board.

**3.6 Appointment of Additional Directors.** If the Articles so provide, the directors may, within the maximum number permitted by the Articles, appoint one or more additional directors, who shall hold office for a term expiring not later than the close of the next annual Meeting of Members, but the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual Meeting of Members.

**3.7 Action by the Board.** The Board shall manage, or supervise the management of, the activities and affairs of the Corporation. The powers of the Board may be exercised at a meeting at which a quorum is present or by resolution in writing signed by all the directors entitled to vote on that resolution at a meeting of the Board. If there is a vacancy in the Board, the remaining directors may exercise all the powers of the Board so long as a quorum remains in office.

**3.8 Meeting by Means of Electronic Communication.** Subject to the Act, if all the directors of the Corporation consent generally or in respect of a particular meeting, a director may participate in a meeting of the Board or of a committee of the Board by means of a telephonic,

electronic or other communication facility, if the Corporation makes available such a communication facility, which facility permits all participants to communicate adequately with each other during the meeting, enables the votes to be gathered in a manner that permits their subsequent verification. A director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and of committees of the Board.

**3.9 Place of Meetings.** Meetings of the Board may be held at any place in Canada.

**3.10 Calling of Meetings.** Meetings of the Board shall be held from time to time at such time and at such place as the Board, the Chair of the Board, the Executive Director, the President or any two directors may determine.

**3.11 Notice of Meeting**. Notice of the time and place of each meeting of the Board shall be given to each director not less than 48 hours before the time when the meeting is to be held if the notice is given personally, is delivered or is communicated by telephone, facsimile or other electronic means. A notice of a meeting of directors need not specify the purpose of or the business to be transacted at the meeting except where the Act requires such purpose or business to be specified, including, as required by the Act, any proposal to:

(a) submit to the members any question or matter requiring approval of the members;
(b) fill a vacancy among the directors or in the office of public accountant, or appoint additional directors;
(c) issue debt obligations except as authorized by the Board;
(d) approve any annual financial statements;
(e) adopt, amend or repeal by-laws; or
(f) establish contributions to be made or dues to be paid by members.

**3.12 First Meeting of New Board.** Provided a quorum of directors is present, each newly elected Board may without notice hold its first meeting immediately following the Meeting of Members at which such Board is elected.

**3.13 Adjourned Meeting.** Notice of an adjourned meeting of the Board is not required if the time and place of the adjourned meeting are announced at the original meeting.

**3.14 Chair.** The chair of any meeting of the Board shall be the first mentioned of such of the following officers as have been appointed and who is a director and is present at the meeting: chair of the Board, executive director or president. If no such officer is present, the directors present shall choose one of such directors to be chair.

**3.15 Quorum.** The quorum for the transaction of business at any meeting of the Board shall consist of a majority of the directors or such greater number of directors as the Board may from time to time determine. No person shall act for an absent director at a meeting of the Board.

**3.16 Guests and Observers.** Guests or Observers may attend Board Meetings at the discretion of the Chair but are not permitted to vote.

**3.17 Votes to Govern.** At all meetings of the Board every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes the chair of the meeting shall be entitled to a second or casting vote.

**3.18 Conflict of Interest.** A director of the Corporation shall disclose to the Corporation, in the manner and to the extent provided by the Act, any interest that such director has in a material contract or transaction, whether made or proposed, with the Corporation, if such director (a) is a party to the contract or transaction, (b) is a director or an officer, or an individual acting in a similar capacity, of a party to the contract or transaction, or (c) has a material interest in a party to the contract or transaction. Such director shall not vote on any resolution to approve the same except as provided by the Act.

**3.19 Remuneration and Expenses.** Directors shall serve without remuneration and no director shall directly or indirectly receive any profit from such position, provided that a director may be reimbursed for reasonable expenses incurred in the performance of the director's duties as such. A director shall not be prohibited from receiving compensation for services provided to the Corporation in another capacity.

**3.20 Executive Committee**. The Executive Committee of the College shall serve as the Executive Committee of the Board. Between meetings of the Board the Executive may act on behalf of the Board.

**3.21 Board Powers**. The Board may from time to time establish or discontinue a committee or Section, set and amend its terms of reference and vary its number and composition.

**3.22 Resolutions Committee**. At each of its meetings the Board of Directors shall establish a Resolutions Committee to be responsible for resolutions from the floor.

**3.23 Agenda**. The agenda of each Board meeting shall include reports from the Executive, Finance and Audit and other Committees and Sections, along with other business as determined by the Board.

**3.24 Motions and Resolutions**. A motion or resolution approved in writing, including electronically-transmitted text, by a majority of the Directors shall be as valid and effective as if it had been passed at a meeting of the Board, duly called and constituted. Such resolution may be in two or more counterparts, which together shall be deemed to constitute one resolution in writing. Such resolution shall be filed with the minutes of the proceedings of the Board and shall be effective on the date stated thereon or on the latest date stated on any counterpart.

**3.25 Research and Education Foundation Membership**. Directors shall serve as the membership of the Research and Education Foundation of the College of Family Physicians of Canada.

**3.26 Attendance**. Directors shall be required to attend all Board Meetings.

**3.27 Board Director Responsibility.** Directors shall be the official liaison between the constituency by which they were nominated and the Board regarding Board issues. Directors shall present regular reports regarding board issues to their constituencies.

**Indemnification; Protection of Directors, Officers and Others**

**3.28 Limitation of Liability.** All directors and officers of the Corporation in exercising their powers and discharging their duties shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, and without limiting any defences available to a director or an officer under the Act or otherwise, no director or officer shall be liable for:

(a) the acts, omissions, failures, neglects or defaults of any other director, officer or employee;

(b) any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation;

(c) the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested;

(d) any loss, damage or expense arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the moneys, securities or effects of the Corporation shall be deposited;

(e) any loss, damage or expense arising from any error of judgment or oversight on the part of such director or officer; or

(f) any other loss, damage or expense arising from the execution of the duties of office or in relation thereto;

provided that nothing in this Section shall relieve any director or officer from the duty to act in accordance with the Act or from liability for any breach of the Act.

**3.29 Indemnity.** Subject to the Act, the Corporation shall indemnify a director or officer, a former director or officer, or another individual who acts or acted at the Corporation's request as a director or officer or in a similar capacity of another entity, and their heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or such other entity.

**3.30 Advance of Costs.** The Corporation shall advance moneys to a director, officer or other individual for the costs, charges and expenses of a proceeding referred. The individual shall repay the moneys if the individual does not fulfil the conditions of acting honestly and in good faith with a view to the best interests of the Corporation.

**3.31 Limitation.** The Corporation shall not indemnify an individual unless (a) the individual acted honestly and in good faith with a view to the best interests of the Corporation, or, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the Corporation's request, and (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that the individual's conduct was lawful.

**3.32 Additional Circumstances.** The Corporation shall also indemnify an individual referred to in 3.29 in such other circumstances as the Act or law permits or requires. Nothing in This By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of This By-law.

**3.33 Insurance.** Subject to the Act, the Corporation may purchase and maintain insurance for the benefit of directors and officers as the Board may from time to time determine.

**COLLEGE COMMITTEES**

**3.34 Committees of the Board.** The Board may appoint one or more committees of the Board, however designated, and delegate to any such committee any of the powers of the Board except those which pertain to items which, under the Act, a committee of the Board has no authority to exercise. Rules of order are as outlined in 1.28. The Board may from time to time appoint such advisory bodies as it may deem advisable.

**3.35 Transaction of Business.** The powers of a committee of the Board may be exercised by a meeting at which a quorum is present or by resolution in writing signed by all members of such committee who would have been entitled to vote on that resolution at a meeting of such committee.

**3.36 Quorum and Procedure.** Unless otherwise determined by the Board, each committee and advisory body shall have power to fix its quorum at not less than a majority of its members, and to regulate its procedure.

**3.37 Sections.** The Board may establish Sections to address areas of major interest and/or involvement of College members.

**SECTION FOUR**

**OFFICERS**

**4.1 Appointment.** The Officers of the College shall be those individuals elected at the Annual General Meeting to the following offices: President, President Elect, Past President, Chair of the Board, Honorary Treasurer and Honorary Secretary. The offices of President Elect and Chair of the Board may be combined. The office of Honorary Secretary may be combined with one of the other elected offices. The Board may specify the duties of and, in accordance with This By-law and subject to the Act, delegate to such officers powers to manage the activities and affairs of the Corporation.

**4.2 Chair of the Board.** The Board may assign to the chair any of the powers and duties that are by any provisions of This By-law assigned to the executive director or to the president. The chair shall have such other powers and duties as the Board may specify.

**4.3 President.** The President shall be the senior officer and a designated spokesperson for the College and, subject to the authority of the Board, shall have general supervision of the activities of the Corporation and such other powers and duties as the Board may specify.

**4.4 Executive Director.** The Board may from time to time also appoint an executive director. If appointed, the executive director shall be the chief operating officer and, subject to the authority of the Board, shall have general supervision of the activities and affairs of the Corporation and such other powers and duties as the Board may specify.

**4.5 Honorary Secretary.** The secretary shall enter or cause to be entered in records kept for that purpose minutes of all Board proceedings. The secretary shall give or cause to be given, as and when instructed, all notices to members, directors, officers, public accountants. The secretary may be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Corporation and of all books, records and instruments belonging to the Corporation, except when some other officer or agent has been appointed for that purpose, and shall have such other powers and duties as may be specified by the Board.

**4.6 Honorary Treasurer.** The treasurer shall keep proper accounting records in compliance with the Act and shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation. The treasurer shall render to the Board whenever required an account of all transactions as treasurer and of the financial position of the Corporation and shall have such other powers and duties as may be specified by the Board.

**4.7 Powers and Duties of Officers.** The powers and duties of all officers shall be such as the terms of their engagement call for or as the Board or (except for those whose powers and duties are to be specified only by the Board) the president may specify. The Board and (except as aforesaid) the president may, from time to time and subject to the provisions of the Act,

vary, add to or limit the powers and duties of any officer.

**4.8 Term of Office.** The Board, in its discretion, may remove any officer of the Corporation. Each officer appointed by the Board shall hold office until a successor is appointed, the officer resigns, or the Board removes the officer, whichever occurs first.

**SECTION FIVE**

**MEMBERSHIP**

**5.1 Granting and Maintenance of Membership.** The right to grant new and renewing memberships, assign members to categories of membership, grant and award special designations and remove any or all of the above shall remain at all times with the College.

**5.2 Members in Good Standing.** In order to remain a member in good standing an individual must meet the requirements of the category of membership to which he/she has been assigned, including compliance with the requirements for certification and the maintenance of certification (including requirements for continuing professional development (CPD) as determined by the Board).

**5.3 Certification**. Certification in the College of Family Physicians of Canada (CCFP) may be granted to College members who have:

(a) successfully completed residency training accredited by the College of Family Physicians of Canada AND successfully completed the College's Certification Examination in Family Medicine or an approved equivalent **OR**

(b) met the College's criteria for practice eligible candidates as determined by the Board **OR**

(c) successfully completed discipline specific training in family medicine in a jurisdiction other than Canada that has been approved by the College as comparable to accredited Canadian training in family medicine and who currently hold certification in good standing in family medicine or the equivalent qualification from a jurisdiction other than Canada which has been judged by the College to be comparable to Certification in the College of Family Physicians of Canada ("CCFP").

Those members who have earned Certification in the College of Family Physicians of Canada (CCFP) shall receive a certificate recognizing their achievement.

**5.4 Fellowship and Certificates of Special or Added Competence.** Other special designations, including Fellowship and Certificates of Special or Added Competence, may be granted by the College as determined by the Board.

**5.5 Membership Fees**. Members shall pay annual College membership fees as determined annually by a majority vote of the Board. Such membership fees shall subsequently be ratified by a simple majority of the membership eligible to vote at a General Meeting. Membership fees shall be directed towards the cost of College programs and activities, as determined by the Board.

**5.6 Membership Categories.** There shall be two general categories of College Membership as determined by the Board: categories of Voting Membership and categories of Non-Voting

**Commented [MT4]:** Counsel:
Please note that the details of Membership Categories (Voting and Non-Voting) have been added.

We've used the term "Categories", is this acceptable, or is it "Classes" of members?

Membership. Voting Members are entitled to vote at the College's AGM. All members, whether voting or non-voting, may participate on, vote on and chair College Committees.

**5.7 Voting Members.** The following member categories are voting members:

(a) An Active Member shall be a licensed physician in good standing, engaged in the practice of family medicine, who pays annual fees as set by the Board, fulfils CPD requirements, and belongs to a Chapter.

(b) An Affiliate Member shall be a licensed physician in good standing whose primary practice is a specialty other than family medicine and who holds Certification from the Royal College of Physicians and Surgeons or another certifying body recognized by the College; who pays annual fees set by the Board and fulfils CPD requirements, but who may or may not belong to a Chapter.

(c) A Resident Member shall be a physician enrolled as a resident in an approved postgraduate training program in family medicine; or is a physician who was previously a member of the College and is now enrolled as a resident in an approved postgraduate training program in a medical discipline other than family medicine; who pays an annual fee as set by the Board, fulfils CPD requirements, and belongs to a Chapter.

(d) A Retired Member shall be a physician who is no longer actively engaged in providing medical care to patients or actively involved in any other medical or medically related field of endeavour; who does not pay an annual fee, is not required to fulfil CPD requirements, and belongs to a Chapter.

(e) A Senior Member shall be a licensed physician in good standing, aged 65 or over, who is actively engaged in providing medical care to patients, or who is active in another medical or medically related field of endeavour, who pays an annual fee as set by the Board, fulfils CPD requirements as set by the Board, and belongs to a Chapter.

(f) A Sustaining Member shall be a physician who is not actively engaged in providing medical care to patients, but who is actively engaged in another medical or medically related field of endeavour, who pays an annual fee as set by the Board, fulfils CPD requirements, and belongs to a Chapter.

**5.8 Non-Voting Members**. The following categories of membership are Non-Voting.

Notwithstanding any other privileges, National Board Directors have the privilege to vote at the CFPC AGM.

(a) An Associate Member shall include other health professionals or others who work in collaboration with family physicians in clinical practice or academic departments of family medicine, who pays an annual fee as determined by the Board, does not fulfil CPD requirements, and may or may not be a member of a Chapter.

(b) An Honorary Member shall be an individual of distinction, not a family physician in Canada, who has made an outstanding contribution to the discipline of family medicine, or the College of Family Physicians of Canada, or the health and well-being of the population in and outside of Canada. An Honorary Member is not required to pay annual fees or fulfil CPD requirements, and is a National member only.

(c) A Public Member shall be a member of the public with a role on the CFPC Board and/or its committees, who does not pay annual fees, or fulfil CPD requirements, and who may or may not belong to a Chapter.

(d) A Student Member shall be an individual enrolled in a Canadian university faculty of medicine undergraduate program leading to the MD degree who formally indicates an interest in College membership; pays an annual fee as determined by the Board; and is not required to fulfil CPD requirements. Student members belong to a Chapter.

**5.9 Suspension or Revocation of Membership/Special Designation**. Individuals who fail to comply with the College's membership requirements, including those related to annual membership fees and/or continuing professional development:

**Commented [MT5]:** Counsel:
Are provisions 5.9 to 5.11 adequate for Suspension/Removal of Members?

(a) shall have their College membership, Certification, Fellowship and any special designations suspended or revoked: and

(b) shall lose the right to continue to use any College Special Designations until such rights have been reinstated by the College.

**5.10 Licensing Authority Notice.** On receipt of notification from a licensing authority of the suspension or revocation of the license of a College member, the College shall immediately suspend or revoke that member's College membership and special designations and shall notify the member of this action.

**5.11 Restoration of Membership/Special Designations**. A licensed physician in good standing whose College membership and/or special designations were suspended or revoked may apply for reinstatement of such membership and/or special designations. To have membership and/or special designations restored a physician must:

(a) submit the membership fee for the current year,

(b) provide evidence of having carried out continuing professional development which meets the requirements of the College as determined by the Board,

(c) a physician whose license has been suspended or revoked by a licensing authority must also provide evidence of such license having been reinstated.

**SECTION SIX**

**MEETINGS OF MEMBERS**

**6.1 Annual Meetings.** Subject to the Act, the Board shall call an annual Meeting of Members (a) not later than 18 months after the Corporation comes into existence, and (b) subsequently, not later than 15 months after holding the last preceding annual Meeting of Members but no later than six months after the end of the Corporation's preceding financial year. The annual Meeting of Members shall be held for the purpose of considering the financial statements and reports, electing directors and officers, appointing a public accountant, receiving Executive Committee Reports, and for the transaction of such other business as may properly be brought before the Meeting of Members.

**6.2 Special Meetings.** The Board shall have power to call a Special Meeting of Members at any time.

**6.3 Member Requisition of Meetings**. The members of a corporation who hold the prescribed percentage of votes, (5% or more) that may be cast at a meeting of members sought to be held, or a lower percentage that is set out in the By-laws, may requisition the directors to call the meeting for the purposes stated in the requisition.

**6.4 Place of Meetings.** Meetings of Members shall be held in Canada in locations determined by the Board.

**6.5 Audited Report to Members**. A copy of the audited annual report must be sent out to members no less than 21 days before the Annual General Meeting.

**6.6 Participation in Meeting by Electronic Means.** Any person entitled to attend a Meeting of Members may participate and vote in the Meeting of Members, in accordance with the Act, by means of a telephonic, electronic or other communication facility, if the Corporation makes available such a communication facility, which facility permits all participants to communicate adequately with each other during the Meeting of Members, enables the votes to be gathered in a manner that permits their subsequent verification, and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member votes. A person participating in a Meeting of Members by such means is deemed for the purposes of the Act to be present at the Meeting of Members.

**6.7 Notice of Meetings.** Notice in writing of the time and place of each Meeting of Members shall be given not less than 21 days before the date of the Meeting of Members to each director, to the public accountant, and to each member who at the close of business on the day immediately preceding the day on which notice is given is entered in the register of members of the Corporation. Notice of a Meeting of Members called for any purpose other than

consideration of the financial statements and public accountant's report and Board's report, election of directors and reappointment of the incumbent public accountant shall state the general nature of the business to be transacted at it in sufficient detail to permit the members to form a reasoned judgment thereon and shall state the text of any special resolution to be submitted to the Meeting of Members. Notice of a Meeting of Members adjourned for less than 31 days is not required if the time and place of the adjourned Meeting of Members is announced at the original Meeting of Members.

**6.8 Chair, Secretary and Scrutineers.** The chair of any Meeting of Members shall be the first mentioned of such of the following officers as have been appointed and who is present at the Meeting of Members: president, chair of the Board. If no such officer is present within 15 minutes from the time fixed for holding the Meeting of Members, the persons present and entitled to vote shall choose one of their number to be chair. If the secretary of the Corporation is absent, the chair shall appoint some person, who need not be a member, to act as secretary of the Meeting of Members. If desired, one or more scrutineers, who need not be members, may be appointed by a resolution or by the chair with the consent of the Meeting of Members.

**6.9 Persons Entitled to be Present.** The only persons entitled to be present at a Meeting of Members shall be those entitled to vote at such Meeting of Members, the directors, the public accountant of the Corporation and others who, although not entitled to vote, are entitled or required under any provision of the Act or the Articles or By-laws to be present at the Meeting of Members. Any other person may be admitted only on the invitation of the chair of the Meeting of Members or with consent of the Meeting of Members.

**6.10 Quorum.** The quorum for the transaction of business at any Meeting of Members shall be fifty (50) persons present in person, each being a member entitled to vote at Meeting of Members or a duly appointed proxyholder or representative for a member so entitled. If a quorum is present at the opening of any Meeting of Members, the members present may proceed with the business of the Meeting of Members notwithstanding that a quorum is not present throughout the Meeting of Members. If a quorum is not present at the opening of any Meeting of Members, the members present may adjourn the Meeting of Members to a fixed time and place but may not transact any other business.

**6.11 Right to Vote.** Subject to the Act and the Articles, at any Meeting of Members every person shall be entitled to vote who is at the time of the Meeting of Members entered in the books of the Corporation as a member of the following classes: Active, Affiliate, Resident, Retired, Senior, Sustaining.

**6.12 Proxies.** Subject to the right of non-individual members to be represented at a Meeting of Members, members not in attendance may vote by appointing in writing a proxyholder, and one or more alternate proxyholders, who are not required to be members, to attend and act at the Meeting of Members in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

(a) a proxy is valid only at the Meeting of Members in respect of which it is given or at a continuation of such Meeting of Members after an adjournment;

(b) a member may revoke a proxy by depositing a proxy form in writing executed or, in Quebec, signed by the member or by their agent or mandatary:

(i) at the registered office of the Corporation no later than the last business day preceding the day of the Meeting of Members at which the proxy is to be used, or the day of the continuation of such Meeting of Members after an adjournment of such Meeting of Members; or

(ii) with the chair of the Meeting of Members on the day of the Meeting of Members or the day of the continuation of such Meeting of Members after an adjournment of such Meeting of Members; and

(c) a proxyholder or an alternate proxyholder has the same rights as the member by whom they were appointed, including the right to speak at a Meeting of Members in respect of any matter, to vote by way of ballot at the Meeting of Members, to demand a ballot at the Meeting of Members and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one member, to vote at the Meeting of Members by way of a show of hands.

**6.13 Votes to Govern.** Unless the Act, the Articles or any By-law otherwise provide (see 1.30), at any Meeting of Members every question shall be determined by the majority of the votes duly cast on the question.

**6.14 Show of Hands.** Any question at a Meeting of Members shall be decided by a show of hands unless, after a show of hands, a ballot on such question is required or demanded. Upon a show of hands every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot on such question is so required or demanded, a declaration by the chair of the Meeting of Members that the vote upon the question has been carried, carried by a particular majority or not carried and an entry to that effect in the minutes of the Meeting of Members shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of such question, and the result of the vote so taken shall be the decision of the members upon such question.

**6.15 Ballots.** On any question proposed for consideration at a Meeting of Members, and whether or not a show of hands has been taken on such question, the chair may require, or any member who is present and are entitled to vote may demand, a ballot on such question. A ballot so required or demanded shall be taken in such manner as the chair shall direct. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot. Upon a ballot each member present in person or represented by proxy and entitled to vote shall have one vote and the result of the ballot shall be the decision of the members upon such question.

**6.16 Casting Vote.** In the case of an equality of votes at any Annual or Special General Meeting of the Members, whether by a show of hands or at a closed ballot, the person chairing the meeting shall cast a second or tie-breaking vote.

**6.17 Adjournment.** The chair at a Meeting of Members may, with the consent of the Meeting of Members and subject to such conditions as the Meeting of Members may decide, adjourn the Meeting of Members from time to time and from place to place.

**NOTICES**

**6.18 Method of Giving Notices.** Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the Articles, the By-laws or otherwise to a member, director, officer or member of a committee of the Board or to the public accountant shall be sufficiently given:

(a) if sent to the Intended Recipient by telephone, facsimile or other electronic means to the Intended Recipient's recorded address for that purpose, provided that any notice given in the form of an electronic document shall be in accordance with Part 17 of the Act, Documents in Electronic or Other Form during a period of 21 to 60 days before the meeting.

(b) by notice in a publication of the corporation that is sent to all its members 21 to 60 days before the day on which the meeting is held

(c) by affixing the notice, no later than 30 days before the meeting, to a notice board where information about the corporation's activities is regularly posted in a location that is frequented by the members.

A notice so sent by means of telephone, facsimile or other electronic means shall be deemed to have been given when transmitted, dispatched or delivered for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the Board in accordance with any information believed by the secretary to be reliable.

**6.19 Computation of Time.** In computing the date when notice must be given under any provision requiring a specified number of days notice of any meeting or other event, the day of giving the notice shall be excluded and the day of the meeting or other event shall be included.

**6.20 Undelivered Notices.** If any notice given to a member is returned on two consecutive occasions because the member cannot be found, the Corporation shall not be required to give any further notices to such member until informed in writing by the member of a new address.

**6.21 Omissions and Errors.** The accidental omission to give any notice to any member, director, officer, public accountant or member of a committee of the Board or the non-receipt

of any notice by any such person or any error in any notice not affecting the substance of the notice shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded on such notice.

**6.22 Waiver of Notice.** Any member, director, officer, public accountant or member of a committee of the Board, or any other person entitled to receive notice of a Meeting of Members or any other notice from the Corporation, may at any time waive any notice, or waive or abridge the time for any notice, required to be given to such person under the Act, the Articles, the By-laws or otherwise. Any such waiver or abridgement, whether given before or after the Meeting of Members or other event of which notice is required to be given, shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a Meeting of Members or of the Board or a committee of the Board which may be given in any manner.

**6.23 Resolutions Committee**. At all Annual or Special General Meetings there shall be a Resolutions Committee appointed by the Chair. This Committee will be responsible for receiving all resolutions from the floor.

**ELECTIONS AT THE ANNUAL GENERAL MEETING**

**6.24 Elections at the Annual General Meeting** Elections shall be held at the Annual General Meeting for directors and officers as set out in these By-laws.

**6.25 Content for Nominations at AGM.** The Nominating Committee will circulate a proposed slate of board directors to the members 60 days prior to the AGM.

**6.26 Member Nominations.** The Nominating Committee will present a slate of National Board Directors for all vacancies to CFPC members 60 days prior to the Annual General Meeting, with an opportunity for members to submit additional nominations up to 30 days prior to the Annual General Meeting, with elections occurring at the Annual General Meeting;

National Board Directors shall assume the duties of their positions immediately following election at the Annual General Meeting for a term of 3 years, renewable once, with the exception of medical students and residents whose terms will be shorter to align with their training programs. The two (2) medical student Directors and the three (3) medical resident Directors may be elected as additional directors by the Directors between Annual General Meetings pursuant to the Articles, to fill all positions on the board.

There will be no further nominations from the floor at the AGM.

**6.27 Number of Nominations** Nominations will include 22 positions nominated by Chapters, 8 positions nominated by Section Councils, 6 Executive Committee positions, 3 Public Directors and 1 position nominated by the Chairs of Family Medicine.

**REGULATIONS FOR ELECTIONS**

**Commented [MT6]:** Counsel:

Since Members may submit Nominations 30 days prior to the AGM, there is a possibility of multiple nominations. Previously only one nomination was considered.

Is there a "most appropriate" procedure for handling multiple nominations and elections at the AGM? Show of hands? Ballot?

**Commented [SS7]:** Counsel:

Please review S. 6.26 and S 6.38. We would appreciate advice about the wording and also whether or not the information is appropriate in this Section, or should be located elsewhere.

**6.28 Term**. Directors shall be elected for a term of three (3) years, renewable once for an additional 3 years, at an annual meeting of the members. This will apply to all board director positions except the Executive Committee positions (Past President, President, President-elect, Honorary Secretary-Treasurer and Member at large (1 Year term) are all one year terms and the Member-at Large (3 year term) is a three year term)..

**6.29 No Nominations Received from Members**. If for one (1) or more Board vacancies, no nominations have been received from the members prior to the convening of the annual meeting of the members, the nominee(s) of the Nominating Committee shall be elected.

**6.30 Ballots for Members**. If one (1) or more nominations for Board vacancies have been received from the members, then the Chair of the Board shall issue voting ballots to all members with the notice of the annual meeting of the members. Any ballot may be delivered by personal delivery, courier, regular mail, facsimile or electronic means including email.

**6.31 Poll of Members**. Any position for which there is more than one nomination shall be decided by poll of all members present at the Annual General Meeting who are eligible to vote.

**6.32 Successful Candidate**. The successful candidate shall be the one receiving the most votes.

**6.33 Conduct of Elections**. All matters relating to the conduct and administration of elections including the appointment of scrutineers and the counting of ballots shall be governed by regulations established by resolution of the Board and administered by the Honorary Secretary.

**SECTION SEVEN**

**CHAPTERS**

**Commented [MT8]:** Does there need to be a provision about National College By-laws taking precedence over Chapter By-laws? Can this be included with Board Policy?

Former By-laws stated; "*Should there be any discrepancy between the Chapter and College By-laws, the National College By-laws will prevail provided that the National College by-law is not contrary to the Act, or any other laws, rules, or regulations in force in the Chapter's province*."

**Commented [SS9]:** Counsel:
How can we assist our Chapters in adapting to the CNCA changes in National's bylaws?

They aren't all in a position to revise their bylaws right away. In the interim, is it acceptable for them to pass board policy that addresses the change from currently 'electing' national board directors at their AGM's to 'nominating' them for the CFPC AGM election? (And any other specific changes that need to be made for all the Chapters, e.g. fiscal year)?

**7.1 Establishment/Approval of a Chapter.** A Chapter may only be established with the approval of the National Board.

**7.2 Province/Territory; Number of Members**. The National Board may establish a Chapter in each Province/Territory within Canada provided there are 20 or more active College members residing and/or practising in that jurisdiction. No more than one Chapter shall be approved for any Province or Territory.

**7.3 Chapter Name**. A Chapter shall be known as the (name of Province/Territory) Chapter of the College of Family Physicians of Canada. A Chapter shall be legally incorporated within its own Province/Territory.

**7.4 Chapter Membership**. College members in the following categories shall be members of both the National College as well as the Chapter in the area in which they reside and/or practice: Active, Resident, Retired, Senior, Student, Sustaining; Chapter membership shall be optional for members in the following categories: Affiliate, Associate, Public; and membership will only exist at the National level for Honorary Members.

**SECTION EIGHT**

**EFFECTIVE DATE AND REPEAL**

**8.1 Effective Date.** This By-law shall come into force when made by the Board in accordance with the Act.

**8.2 Repeal of By-laws**. All previous By-laws are repealed as of the coming into force of This By-law. Such repeal shall not affect the previous operation of any By-law so repealed, or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any articles (as defined in the Act) or predecessor charter documents of the Corporation obtained pursuant to, any such By-law prior to its repeal. All officers and persons acting under any By-law so repealed shall continue to act as if appointed under the provisions of This By-law and all resolutions of the members or the Board or a committee of the Board with continuing effect passed under any repealed By-law shall continue to be good and valid except to the extent inconsistent with This By-law and until amended or repealed.

This By-law [NUMBER] was made by the directors of the Corporation on [MONTH,] [DAY], [YEAR] and was confirmed without variation by the members of the Corporation on [MONTH], [DAY], [YEAR].

_____

Honorary Secretary

This is **EXHIBIT "4"**
referred to in the Affidavit of
**ERIC MANG**
sworn before me this 15th day of October, 2024



A Commissioner, etc.
**Nathan Lean - LSO #68801A**



**From:** Sarah Scott <sks@cfpc.ca>
**Sent:** Monday, June 3, 2013 2:29 PM
**To:** 'MCGUINEY, JOYCE' <JOYCE.MCGUINEY@blakes.com>
**Cc:** Moira Tobin <MT@cfpc.ca>; Sarah Scott <sks@cfpc.ca>
**Subject:** FW: Comments on Articles of Continuance

Thanks Joyce – this makes sense
Sarah

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**From:** MCGUINEY, JOYCE [mailto:JOYCE.MCGUINEY@blakes.com]
**Sent:** June-03-13 2:24 PM
**To:** Sarah Scott
**Subject:** Comments on Articles of Continuance

Hi Sarah,

I have revised the wording in Schedule 2 so that each "category" is dealt with as a "class", which is how Corporations Canada expects to see it set out. If you have any questions regarding my suggested re-wording of this section, please let me know. Otherwise, the articles look fine.

Joyce

Joyce M. McGuiney
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Dir: 416.863.2666



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Attachment to Form 4031 – Canada Not-for-profit Corporations Act

## Schedule 1: Statement of the purpose of the corporation:

The purpose of the Corporation is:

a) to promote the highest quality of medical care for the people of Canada;
b) to sustain and improve the professional qualifications of members of the medical profession who are engaged in family practice in Canada;
c) to promote high standards in family medicine in the provinces/territories of Canada through the medium of provincial Chapters of the Corporation;
d) to enlighten and direct public opinion in Canada in relation to family medicine;
e) to relate to and collaborate with other medical and health care organizations and governments on matters related to family medicine;
f) to encourage and ensure the provision of a high standard of teaching and training for undergraduate medical students and postgraduate residents who may become engaged in family practice in Canada;
g) to establish a register of members of the Corporation and to publish and revise the same from time to time;
h) to conduct, direct, encourage, support or provide for research in matters relating to family medicine;
i) to publish and encourage publication of journals, reports and treatises on matters relating to family medicine and allied subjects;
j) to undertake all such other lawful acts and endeavors as are incidental or conducive to the attainment of the foregoing purposes.

## Schedule 2: Classes of membership

The Corporation is authorized to establish the following classes of members, which classes shall be entitled to receive notice of and to attend all meetings of the members of the Corporation and each member of such class shall have one vote at each such meeting, except meetings at which only members of a specified class are entitled to vote separately as a class:

(1) Active Members
(2) Affiliate Members
(3) Resident Members
(4) Retired Members
(5) Senior Members
(6) Sustaining Members

The Corporation is also authorized to establish the following classes of members, which classes shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation, except as otherwise provided by the *Canada Not-for-profit Corporations Act:*

(7) Associate Members
(8) Honorary Members
(9) Public Members
(10) Student Members

This is **EXHIBIT "5"**
referred to in the Affidavit of
**ERIC MANG**
sworn before me this 15th day of October, 2024



A Commissioner, etc.
**Nathan Lean - LSO #68801A**

**Lean, Nathan**

**To:** Sarah Scott
**Subject:** FW: Join the CFPC's Annual Meeting of Members - Registration is required

**Importance:** High

---

**From:** Brady Bouchard <brady@bradybouchard.ca>
**Sent:** Wednesday, October 12, 2022 7:12 PM
**To:** Sarah Scott <sks@cfpc.ca>
**Cc:** Lawrence Loh <lloh@cfpc.ca>
**Subject:** Re: Join the CFPC's Annual Meeting of Members - Registration is required
**Importance:** High

-B

--
**Dr. Brady Bouchard**, BSEE, MBBS, CCFP, CISAM
brady@bradybouchard.ca
*My working hours may not be your working hours. Please do not feel obligated to reply outside of your normal work schedule.*

On Wed, Oct 12, 2022, at 1:13 PM, CFPC wrote:

THE COLLEGE OF FAMILY PHYSICIANS OF CANADA / LE COLLÈGE DES MÉDECINS DE FA DU CANADA

Dear Braden,

Please join us for the CFPC's Annual Meeting of Members (AMM) taking place virtually on Wednesday, November 2, 2022, from 7:00 p.m. to 8:30 p.m. (ET).

Note that this date/time is new this year – **the AMM is the week before FMF**.

**Registration is required to attend the meeting.** Please register between October 12th and no later than 6:30 p.m. (ET) November 2nd. Please have your CFPC ID handy for registration. If you have forgotten your CFPC ID, please log onto the member portal to obtain it.

After registering, you will receive a confirmation email that you can save to your personal calendar. It will include instructions for logging in to the AMM. The same instructions will be sent to you the day before the meeting as well.

**Why attend the AMM?**

- Vote on updates to membership classes, member fees, related bylaw amendments and auditors
- Hear about the CFPC's strategic direction and finances, the advocacy in family medicine
- Pose questions to your Board representatives and the new CEO in a dedicated Q & A period
- Learn the results of this year's electronic election for Board Directors

**Review the agenda and all motions being voted on during the meeting.**

Have your vote count and participate in the AMM this November!

Have questions?

- About the AMM agenda: Please contact Sarah Scott, Director of Governance and Strategic Planning, at amm@cfpc.ca.
- About registering for or logging on to the AMM.

Sincerely,

Brady Bouchard, BSEE, MBBS, CCFP, CISAM
President and Chair of the Board of Directors

# NOTICE TO ALL MEMBERS • AVIS À TOUS LES MEMBRES

## CFPC's virtual Annual Meeting of Members (AMM)

Wednesday, November 1, 2023 – 7:00 p.m. to 8:30 p.m. (ET)

**It's time to have your vote counted.**

At the College of Family Physicians of Canada (CFPC) Annual Meeting of Members (AMM):

- Vote on proposed updates to member fees
- Hear about the CFPC's strategic direction and finances
- Be informed on CFPC advocacy initiatives in relation to the crisis in family medicine
- Pose questions to Board representatives and the CEO
- Learn the results of this year's election for Board Directors

**Reminder – the AMM takes place a week before FMF.**

The registration for the AMM is scheduled to begin on October 12th, 2023. An email containing the registration instructions and link will be sent to you.

We are excited to have you join us at the CFPC's AMM 2023.

## Assemblée annuelle des membres (AAM) virtuelle du CMFC

Mercredi 1 novembre 2023, de 19 h à 20 h 30 (HE)

**Le moment est venu de faire compter votre voix.**

Lors de l'Assemblée annuelle des membres (AAM) du Collège des médecins de famille du Canada (CMFC) :

- Votez sur des changements aux catégories de membre, aux droits d'adhésion, aux règlements qui s'y rattachent et aux vérificateurs
- Informez-vous sur l'orientation stratégique et les finances du CMFC ainsi que sur la crise en médecine de famille
- Posez des questions aux représentants du Conseil d'administration et au nouveau chef de la direction
- Découvrez les résultats de l'élection du Conseil d'administration de cette année

**Nouveau cette année ! L'AAM aura lieu une semaine avant le FMF.**

Vous recevrez un lien pour vous inscrire entre le 12 octobre et le 2 novembre. Si vous ne le recevez pas, veuillez vérifier votre boîte de courrier indésirable. Après votre inscription, vous recevrez un courriel de confirmation. Les directives pour vous connecter seront transmises un jour avant l'assemblée.

This is **EXHIBIT "6"**
referred to in the Affidavit of
**ERIC MANG**
sworn before me this 15th day of October, 2024



A Commissioner, etc.
**Nathan Lean - LSO #68801A**

**MEMORANDUM**

**Date**: October 1, 2013

**To**: All Members of the College of Family Physicians of Canada

**From**: Kathy Lawrence, MD, CCFP, FCFP
Chair, CFPC By-laws Committee

**Subject**: Proposed CFPC By-Laws and Articles of Continuance
*Canada Not-for-Profit Corporations Act*

## Background

The Canada Not-for-Profit Corporations Act (CNCA), which came into effect on October 17, 2011, introduced a new legislative frame for non-profit organizations. It came into force on October 17, 2011, and allows organizations a three-year compliance period until October 17, 2014. All non-profit organizations must meet the requirements of the new Act, filing Articles of Continuance and updating by-laws, in order to continue to exist as non-profit organizations.

The CNCA outlines standards expected of directors, voting rights of members, and an increased level of member participation, including the right to elect all board directors. Previous legislation was often silent about specific areas of governance and, as a result, organizations tended to write extensive by-laws and amendments. The CNCA is a comprehensive framework and its goal is to update governing principles for non-profit organizations and bring them into closer alignment with private sector regulation.

In order to comply with the new Act, the College of Family Physicians of Canada (CFPC) has followed the approach outlined below to update its by-laws and develop Articles of Continuance to replace the former Letters Patent.

## CFPC By-laws Review Process

A standing committee of the CFPC National Board of Directors, the CFPC By-laws Committee, reviewed the CNCA and commented on the proposed by-laws at each stage of development. In 2012, the By-laws Committee and CFPC staff began reviewing the provisions of the CNCA and identified the areas of greatest priority for the CFPC. Articles of Continuance were drafted and a review of the current by-laws identified the areas requiring change or deletion; issues requiring interpretation were noted for sharing with legal counsel. Significant issues relating to how the CFPC board directors are elected were shared with board directors and Chapters individually for feedback. The proposed by-laws and Articles of Continuance were approved in principle by the Board of Directors on May 10, 2013, refined slightly, and subsequently approved to share with all College members August 28th, 2013.

**Major By-law Changes**

Copies of the CFPC proposed by-laws and Articles of Continuance are posted on the CFPC website at http://www.cfpc.ca/Bylaws/ for members to review. Major changes from the current by-laws are noted throughout the document as commentary. The most significant changes are outlined below:

**Governance Changes**

- **"Letters Patent"** no longer exist; they are replaced by **"Articles of Continuance,"** which include corporate name and location, purposes, membership and voting rights, transfer of property on dissolution, and the minimum and maximum number of directors.
- Corporations are either **soliciting** (receive >$10,000 in donations, grants) **or non-soliciting.** Currently, the CFPC is a soliciting corporation due to external funding, but will move toward non-soliciting status; the CFPC's Research and Education Foundation will remain a soliciting corporation. The main difference in status relates to governance and financial accountability.
- **Financial year-end** – The Act requires us to present audited financial statements to the membership at an Annual Meeting *within 6 months of our fiscal year-end.* The CFPC has traditionally held its Annual General Meeting in the fall in conjunction with Family Medicine Forum, 10 to 11 months after the fiscal year-end (December); this resulted in an unacceptable gap. May 31st has been chosen as the new CFPC year-end. The Canada Revenue Agency has been advised that the CFPC will have a 17-month year commencing January 1, 2014 and ending May 31, 2015 in order to transition to a June 1st to May 31st fiscal year.
- **Records and accessibility** – Members now have CNCA rights to examine both corporate and financial records; there is limited access to membership lists.
- **Board or committee business conducted electronically** – going forward, all of the directors on the CFPC Board or members on a committee must approve a motion being addressed on email. For in-person meetings a majority of eligible voters is required to pass a motion (except for issues outlined in the CNCA that require a two-thirds majority). However, when the statutes were recently amended to allow matters to be approved by written or electronic resolutions in lieu of a meeting, the legislators determined that all board directors or committee members would need to agree with the motion in order for it to be valid. The justification is that the discussion and dissension aspect of a meeting would otherwise be lost.
- **Terminology** – several terminology and format changes have been adopted to comply with the CNCA. For example, the CFPC is referred to as the *Corporation*, membership categories are now membership *classes*, Annual General Meeting is now *Annual Meeting*, and ex-officio status no longer exists.

**Implications for Members**

- **Membership classes and voting** – Increased member rights are integral to the CNCA. It is a requirement of the Articles that classes of membership and the voting rights of each be clearly defined. In reviewing rights and privileges, the By-laws Committee has proposed a couple of changes to CFPC membership classes (previously known as membership categories):

  a) It is proposed that the current Associate Membership class be split into two classes—*Associate* (other health professionals or others who work in collaboration with family physicians in clinical practice or academic departments of family medicine) and *Public* (a member of the public with a role on the CFPC Board and/or its committees). A stand-alone membership class for members of the public is recommended to recognize their role within our organization.
  b) It is proposed that *student members no longer vote at the Annual Meeting.* The rationale for this change is that students are not yet part of the discipline of family medicine and the right to vote at the Annual Meeting should be reserved for the professionals that this organization exists to support. The Section of Medical Students reviewed and supported this recommendation with the knowledge that their two medical student board directors would continue to be eligible to vote at the Annual Meeting.

- **Chapter membership** – while clarifying the rights and privileges of each class of membership the By-laws Committee took this opportunity to confirm when Chapter membership is mandated versus optional. Membership in both the National College and the Chapter in which the member resides or practises is required for the following classes: Active, Resident, Retired, Senior, Student, and Sustaining. Chapter membership shall be optional for members in the following classes: Affiliate Specialist, Associate, Honorary, and Public.

- **Board of Directors and election of directors** – The election of all directors shall take place at the Annual Meeting of Members by ordinary resolution, following a call for nominations shared with members in advance. The directors will be elected and retire in rotation for a three-year term, renewable once. Within 15 days of each change in directors the CFPC must file Form 4006 with Industry Canada. The filing requirement leads to the need for all directors to have firm start and end dates for their term. This will also be beneficial for coordinating director orientation.

- **Board policy** – Significant portions of the current CFPC By-laws content has been removed from the by-laws and written as board policy. This approach is intended by the Act to reduce the frequency with which an organization's by-laws are edited and to focus on issues that require regular review and consideration in board policy (eg, details about CFPC committees, details about the roles and responsibilities of Officers, details about certification and special designations).

The Articles of Continuance and CFPC By-laws are being submitted to you for review in advance of the CFPC's November 7, 2013 Annual Meeting, where member approval will be sought. Following member approval, the Articles and By-laws will be filed with Industry Canada and we will be issued a Certificate of Continuance, at which time the CFPC's new by-laws will come into effect.

**Member Questions**

College members are invited to review the Articles of Continuance and the proposed by-laws posted on the CFPC website at http://www.cfpc.ca/Bylaws/ and submit any questions or comments to Sarah Scott, CFPC Director of Governance and Strategic Planning at sks@cfpc.ca or 905-629-0900/1-800-387-6197 +1, ext. 340.

10b

PROPOSED By-laws for Member approval at the Annual General Meeting November 7, 2013.

THE COLLEGE OF FAMILY PHYSICIANS OF CANADA

LE COLLÈGE DES MÉDECINS DE FAMILLE DU CANADA

BY-LAW NO. 1

A By-law relating generally to the transaction of the business and affairs of

**THE COLLEGE OF FAMILY PHYSICIANS OF CANADA/LE COLLÈGE DES MÉDECINS DE FAMILLE DU CANADA**

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## SECTION ONE
## INTERPRETATION

### DEFINITIONS

**1.1** **"Act"** means the *Canada Not-for-profit Corporations Act* [S.C. 2009, c.23], or any statute that may be substituted therefore, and the regulations to the Act, as from time to time amended.

**1.2** **"Administrator"** means the administrative head of a Chapter.

**1.3** **"Articles"** means the Articles of Continuance for the Corporation pursuant to the Act, and as may be amended from time to time by a special resolution of the Members.

**Commented [A1]:** Change.
Articles replace "Letters Patent".

**1.4** **"Board"** means the National Board of Directors of the College of Family Physicians of Canada (CFPC).

**1.5** **"By-law"** means this By-law and any By-law of the College in force and effect.

**1.6** **"Chapter"** means a provincial/territorial Corporation having the same purposes as the College and established in accordance with Section Three(3) of these By-laws.

**1.7** **"Committee"** unless otherwise specified means any Committee, subcommittee, working group, or task force of the Corporation.

**1.8** **"Corporation"** means the Corporation continued under the Act by the said certificate to which the Articles are attached and named, THE COLLEGE OF FAMILY PHYSICIANS OF CANADA/ LE COLLÈGE DES MÉDECINS DE FAMILLE DU CANADA. The Corporation may also be referred to as the College in these By-laws.

**1.9** **"Director"** means an elected Member of the Board.

**1.10** **"Executive Committee"** means the Executive Committee of the Board, more specifically described in Section Seven of this By-law, and "Executive" means any Member of the Executive Committee of the College.

**1.11** **"Executive Director"** means the person appointed by the Board to act as the chief executive Officer of the College.

**1.12** **"In-Camera Meeting"** means a confidential Meeting of the Board or any of its Committees at which attendance is restricted to voting Directors/Committee Members plus others specifically invited by the Chair.

**1.13** "**Meeting of Members**" means an Annual Meeting of Members or a Special Meeting of Members.

**Commented [A2]:** Change.
Annual Meeting (AM) replaces the Annual General Meeting (AGM).

**1.14** **"Member"** means a person assigned to one of the College's classes of membership.

**1.15** **"Ordinary Resolution"** as defined in the Act means a resolution passed by a majority of the votes cast on that resolution.

**1.16** **"Officer"** means a person elected to one of the offices established by the By-laws.

**1.17** **"President"** means the Member elected as senior Officer and a designated spokesperson for the College.

**1.18** **"Regions"** means the five (5) Regions of the College designated as follows:
1) British Columbia/Alberta, 2) Saskatchewan/Manitoba, 3) Ontario, 4) Québec, 5) Atlantic Canada.

**1.19** **"Section"** means a group of College Members with common interests who form a Board-approved entity with an executive Committee representing them and reporting to the Board and whose Chair is a Board Director.

**1.20** **"Special Meeting"** includes a Meeting of the Board or any class or classes of Members entitled to vote at an annual meeting other than a regularly scheduled Board meeting or annual meeting.

**1.21** **"Special Resolution"** as defined in the Act means a resolution passed by not less than two-thirds of the votes cast on that resolution by the Members entitled to vote on such resolution at a Meeting of Members duly called for that purpose.

**INTERPRETATION AND BY-LAW PUBLICATION LANGUAGES**

**1.22** **Interpretation.** In these By-laws where the context requires, words importing the singular include the plural and vice versa, and words importing gender include the masculine, feminine, and neuter genders.

**1.23** **By-law Publication Languages.** The By-laws of the College shall be printed in English and French and both language versions shall be equally authoritative.

**GENERAL PROVISIONS**

**1.24** **Head Office**. The Registered office of the College shall be located in Ontario.

**1.25** **Coat of Arms, Crest, Corporate Seal, and Logo.** The College's Coat of Arms, Crest, Corporate Seal, and Logo shall each exist in a form approved by the Board. The custody of the Corporate Seal shall be entrusted to the Executive Director or designate to be affixed to documents as directed by the Executive, the Board, or the President.

**1.26** **Robes of Office.** The College shall possess robes, hoods, chains of office, pins, and other items of regalia to identify and distinguish Members of the College as determined by the Board.

**1.27 College Motto.** The College's motto shall be: *Nostrum in Studiis Robur* – In Study Lies Our Strength.

**1.28 Ethics.** The Code of Ethics of the Canadian Medical Association (CMA) shall be adopted as the Code of Ethics of the College.

**1.29 Equity and Diversity.** The College and its Chapters, their Boards, Committees, Sections, their employees shall act in accordance with the College's policies on equity and diversity.

**1.30 Official Languages.** English and French shall be the official languages of the College. The Board shall establish policies to guide the use of the official languages.

**1.31 Rules of Order and Meeting Procedure**. All Board Meetings, Annual or Special Meetings of Members, and Committee Meetings shall follow Canadian Parliamentary procedure, as described in Bourinot's Rules of Order.

**BY-LAWS/AMENDMENTS**

**1.32 Make, Amend, or Repeal By-laws.** Subject to the Articles, the Board of Directors may by resolution, make, amend, or repeal any By-laws that regulate the activities or affairs of the College. Any such By-law, amendment, or repeal shall be effective from the date of the resolution of Directors until the next Meeting of Members where it may be confirmed, rejected, or amended by the Members by ordinary resolution. If the By-law, amendment or repeal is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed. The By-law, amendment, or repeal ceases to have effect if it is not submitted to the Members at the next Meeting of Members or if it is rejected by the Members at the meeting.

**1.33 Special Resolution.** Special resolutions apply to the following, as outlined in the Act: change the Corporation's name; change of the province in which the Corporation's registered office is situated; add, change, or remove any restriction on the activities that the Corporation may carry on; create a new class or group of Members; change a condition required for being a Member; change the designation of any class or group of Members or add, change, or remove any rights and conditions of any such class or group; divide any class or group of Members into two or more classes or groups and fix the rights and conditions of each class or group; add, change, or remove a provision respecting the transfer of a membership; increase or decrease the number of—or the minimum or maximum number of—Directors fixed by the Articles; change the statement of the purpose of the Corporation; change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation; change the manner of giving notice to Members entitled to vote at a Meeting of Members; change the method of voting by Members not in attendance at a Meeting of Members; or add, change, or remove any other provision that is required by the Act to be set out in the Articles.

**1.34 Amendments by the Membership.** Any ten (10) or more voting Members in good standing may propose, in writing, an amendment to the By-laws by submitting the same to the Executive Director at least sixty (60) days prior to the meeting of the Members at which the same is to be considered.

**1.35 Notice for Proposed Amendments**. Notice of such a proposed amendment shall be communicated by the Executive Director to all Members, together with the time and place of the meeting, at least twenty one (21) days before the meeting at which the proposed amendment is to be considered.

**Commented [A3]:** Significant Change.

The current Bylaws specify 2/3 majority for fees, Bylaws and suspension or removal of Officers, Directors or Executive members. This has changed in the proposed By-laws.

The Canada Not-for-profit Corporations Act (CNCA) defines the areas/topics requiring a 2/3 majority or Special Resolution as those concerning core issues - the purposes of the organization or membership rights and classes; most of these items are contained in the Articles of Continuance (Articles).

**Commented [A4]:** Edit - Notice changed from 15 days to 21.

**1.36 Amendments and the By-laws Committee**. Every proposal to amend the By-laws, shall be referred to the By-laws Committee which, in consultation with the proposer, shall amend any such proposal to the extent necessary to satisfy legal requirements and to ensure that any proposed amendment is not inconsistent with any other provision of the By-laws not intended to be amended.

**1.37 Amendment and Board Referral**. Any amendment originating by way of these By-laws shall be referred to the Board for its consideration, which may, in consultation with the By-laws Committee, make such revisions to the proposed amendment as it thinks advisable.

## SECTION TWO
## AFFAIRS OF THE CORPORATION

**2.1 Financial Year.** Until changed by the Board, the Financial Year of the Corporation shall end on the last day of May in each year.

**2.2 Execution of Instruments.** Deeds, transfers, assignments, contracts, obligations, certificates, and other instruments may be signed on behalf of the Corporation by two persons, one of whom holds the office of President or Executive Director, and the other of whom holds one of the said offices or the office of Secretary Treasurer, or any other office created by By-law or by the Board. In addition, the Board or such two persons may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any signing Officer may affix the corporate seal, if any, to any instrument requiring the seal.

**2.3 Banking Arrangements.** The banking business of the Corporation, including the borrowing of money and the giving of security therefore, shall be transacted with such banks; trust companies; or other bodies, corporate or organizations, as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions, and delegations of powers as the Board may from time to time prescribe.

**2.4 Income and Property**. The income and property of the Corporation shall be applied solely towards the promotion of its objects as set forth in its Articles.

**2.5 Books of Account**. The Board shall cause to be kept books of account as are necessary to give a true picture of the state of the College Affairs and to explain its transactions.

**2.6 External Audit**. The books of account shall be audited annually by an external certified Public Accountant.

**Commented [A5]:** Significant Change.

The CFPC's Financial Year End has been changed to conform with the CNCA – Annual Meetings of Members must be held within 6 months of the corporation's fiscal year end. Our prior schedule left an unacceptable "gap" between the fiscal year end and the Annual Meeting.

The CFPC is now realigning the fiscal year to run from June 1 to May 31 in order to meet this requirement.

**SECTION THREE**
**CHAPTERS**

**3.1 Establishment/Approval of a Chapter.** A Chapter may only be established with the approval of the National Board.

**3.2 Province/Territory: Number of Members**. The National Board may establish a Chapter in each province/territory within Canada provided there are fifty (50) or more active College Members residing and/or practising in that jurisdiction. No more than one Chapter shall be approved for any province or territory.

**Commented [A6]:** Change.

The current by-laws say 20. The rationale for the increase is that a Chapter would not reasonably be able to function with only 20 members. Even 50 members is low, but more reasonable.

**3.3 Chapter Name**. A Chapter shall be known as the (name of province/territory) Chapter of the College of Family Physicians of Canada. Each Chapter shall be legally incorporated within its own province/territory.

**3.4 Chapter Membership**. College Members in the following classes shall be Members of both the National College and the Chapter in the area in which they reside and/or practise: Active, Resident, Retired, Senior, Student, Sustaining; Chapter membership shall be optional for Members in the following classes: Affiliate Specialist, Associate, Honorary, Public.

**3.5 Paramountcy of National By-laws**. Should there be any discrepancy between the Chapter By-laws and College By-laws, the National College By-laws will prevail provided that the National College By-law is not contrary to the incorporating statute, or any other laws, rules, or regulations in force in the Chapter's province/territory.

**SECTION FOUR**
**BOARD OF DIRECTORS**

**4.1 Qualification.** No person shall be qualified for election as a Director if such person is less than 18 years of age, has been declared incapable by a court in Canada or elsewhere, or has the status of a bankrupt. A Director may but need not be a Member.

**4.2 Consent.** No person shall hold office as a Director unless such person, if present at the Meeting of Members when the election took place, did not refuse to hold office as a Director or, if absent at such Meeting of Members, consented to hold office in writing before the election or within ten (10) days after the election, or acted as a Director after the election.

**4.3 Election of Directors in Rotation.** Board Directors shall assume the duties of their position immediately following election at the Annual Meeting for a term of three (3) years, renewable once. In the manner set out in section 5.5, medical students and family medicine residents shall serve shorter terms to align with their training programs.

**Commented [A7]:** Significant Change:

Board Directors will now begin and end their terms at the time of the CFPC Annual Meeting, and serve for three years or six years. A consistent start date will facilitate appropriate orientation of new board directors and a consistent length of term will enhance continuity among board directors. In addition, all board directors will be elected by the members of the CFPC.

**4.4 Removal of Directors.** Subject to the Act, the Members may by ordinary resolution passed at a Special Meeting of Members remove any Director from office and the vacancy created by such removal may be filled at the same Meeting of Members, failing which it may be filled by the Board.

**4.5 Vacation of Office.** A Director ceases to hold office on death, on removal from office by the Members, on becoming disqualified for election as a Director, on receipt of his or her written resignation by the Corporation, or, if a time is specified in such resignation, at the time so specified, whichever is later. Subject to the Act, a quorum of the Board may appoint a qualified individual to fill a vacancy in the Board.

**4.6 Appointment of Additional Directors.** As set out in the Articles, the Directors may, within the maximum number permitted by the Articles, appoint one (1) or more additional Directors, who shall hold office for a term expiring not later than the close of the next annual Meeting of Members, but the total number of Directors so appointed may not exceed one-third of the number of Directors elected at the previous annual Meeting of Members.

**4.7 Action by the Board.** The Board shall manage, or supervise the management of, the activities and affairs of the Corporation. The powers of the Board may be exercised at a meeting at which a quorum is present or by resolution in writing signed by all the Directors entitled to vote on that resolution at a Meeting of the Board. If there is a vacancy in the Board, the remaining Directors may exercise all the powers of the Board so long as a quorum remains in office. Only the Board has the authority to submit to the Members any question or matter requiring the approval of Members: filling a vacancy among the Directors or in the office of Public Accountant or appoint additional Directors; issuing debt obligations except as authorized

**Commented [A8]:** Significant change.

Resolutions in writing/electronic means must be signed by **all** Directors in order to be legitimate – i.e. UNANIMOUS AGREEMENT AMONG ALL BOARD DIRECTORS IS REQUIRED IN ORDER FOR AN ELECTRONIC MOTION TO PASS.
As noted in 4.20, the board may delegate authority to the Executive Committee to act on behalf of the Board between Board Meetings. The Executive Committee reports on all of its actions at the next board meeting.

by the Directors; approving any financial statements; adopting, amending or repealing By-laws; or establishing contributions to be made, or dues to be paid, by Members.

**4.8 Meeting by Means of Electronic Communication.** Subject to the Act, if all the Directors of the Corporation consent generally or in respect of a particular meeting, a Director may participate in a Meeting of the Board or of a Committee of the Board by means of a telephonic, electronic or other communication facility, if the Corporation makes available such a communication facility, which facility permits all participants to communicate adequately with each other during the meeting and enables the votes to be gathered in a manner that permits their subsequent verification. A Director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all Meetings of the Board and of Committees of the Board.

**4.9 Calling of Meetings.** Meetings of the Board shall be held from time to time at such time and at such place as determined by the Board, or upon the call of the Chair of the Board.

**4.10 Notice of Meeting**. Notice of the time and place of each Meeting of the Board shall be given to each Director not less than forty-eight (48) hours before the time when the meeting is to be held if the notice is given personally, is delivered, or is communicated by telephone, facsimile, or other electronic means. A notice of a meeting of Directors need not specify the purpose of or the business to be transacted at the meeting except where the Act requires such purpose or business to be specified, including, as required by the Act, any proposal to:

a) Submit to the Members any question or matter requiring approval of the Members
b) Fill a vacancy among the Directors or in the office of Public Accountant, or appoint additional Directors
c) Issue debt obligations except as authorized by the Board
d) Approve any annual financial statements
e) Adopt, amend or repeal By-laws
f) Establish contributions to be made or dues to be paid by Members.

**4.11 First Meeting of New Board.** Provided a quorum of Directors is present, each newly elected Board may without notice hold its first meeting immediately following the Meeting of Members at which such Board is elected.

**4.12 Adjourned Meeting.** Notice of an adjourned Meeting of the Board is not required if the time and place of the adjourned meeting are announced at the original meeting.

**4.13 Chair.** The Chair of any Meeting of the Board shall be the first mentioned of the following Officers as have been appointed and who is a Director and is present at the meeting: Chair of the Board, President, Past President. If no such Officer is present, the Directors present shall choose one of such Directors to be Chair.

**4.14 Quorum.** The quorum for the transaction of business at any Meeting of the Board shall consist of a majority of the Directors or such greater number of Directors as the Board may from time to time determine. No person shall act for an absent Director at a Meeting of the Board.

**4.15 Guests and Observers.** Guests and observers may attend Board Meetings at the discretion of the Chair but are not permitted to vote.

**4.16 Votes to Govern.** At all Meetings of the Board every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes the Chair of the meeting shall be entitled to a second or tie-breaking vote.

**4.17 Conflict of Interest.** A Director of the Corporation shall disclose to the Corporation, in the manner and to the extent provided by the Act, any interest that such Director has in a material contract or transaction, whether made or proposed, with the Corporation, if such Director a) is a party to the contract or transaction, b) is a Director or an Officer, or an individual acting in a similar capacity, of a party to the contract or transaction, or c) has a material interest in a party to the contract or transaction. Such Director shall not vote on any resolution to approve the same except as provided by the Act.

**Commented [A9]:** Change.

The last line of this provision differs from current policy.

CFPC's current bylaws permit the Board or Committee at which the conflict of interest is declared to determine whether or not the individual declaring may take part in the vote. The new Act indicates that the mere existence of a conflict is reason not to vote.

**4.18 Remuneration and Expenses.** Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit from such position, provided that a Director may be reimbursed for reasonable expenses incurred in the performance of the Director's duties as such. A Director shall not be prohibited from receiving compensation for services provided to the Corporation in another capacity.

**4.19 Executive Committee.** The Executive Committee of the College shall serve as the Executive Committee of the Board. Between Meetings of the Board the Executive may act on behalf of the Board to the extent permitted by law.

**4.20 Board Powers.** The Board may from time to time establish or discontinue a Committee or Section, set and amend its terms of reference and vary its number and composition.

**4.21 Resolutions Committee.** At each of its meetings the Board of Directors shall establish a Resolutions Committee to be responsible for resolutions from the floor.

**4.22 Agenda.** The agenda of each Board meeting shall include reports from the Executive, Finance and Audit Committees and other Committees and Sections, along with other business as determined by the Board.

**4.23 Motions and Resolutions.** A motion or resolution approved in writing, including electronically-transmitted text, so long as it is signed by all Directors, shall be as valid and effective as if it had been passed at a Meeting of the Board, duly called and constituted. Such resolution may be in two (2) or more counterparts, which together shall be deemed to constitute one (1) resolution in writing. Such resolution shall be filed with the minutes of the

proceedings of the Board and shall be effective on the date stated thereon or on the latest date stated on any counterpart.

**4.24 Research and Education Foundation Membership.** Directors shall serve as the membership of the Research and Education Foundation of the College of Family Physicians of Canada.

**4.25 Attendance.** Without good cause for his or her absence, each Director shall be required to attend all Board Meetings.

**4.26 Board Director Responsibility.** Directors shall be the official liaison between the constituency by which they were nominated and the Board regarding Board issues. Directors shall present regular reports regarding board issues to their constituencies.

**SECTION FIVE**
**ELECTION OF DIRECTORS**

**5.1 Elections at the Annual Meeting.** Elections shall be held at the Annual Meeting for Directors and Officers as set out in these By-laws.

**5.2 Nominations by the Nominating Committee.** The Nominating Committee shall circulate a slate of nominations of candidates to fill all vacancies of elected Board Directors to the Members at least ninety (90) days prior to the Annual Meeting.

**5.3 Number of Nominations.** Nominations will cover all vacancies in the following Board Director positions: twenty-two (22) positions nominated by Chapters, eight (8) positions nominated by Section Councils, four (4) Executive Committee positions (the President and Past-President are acclaimed), three (3) Public Directors, and one (1) position nominated by the Chairs of Family Medicine.

**5.4 Member Nominations.** Nominations for vacancies nominated by Chapters may also be made by a group of not less than five (5) Members from a Chapter where the vacancy on the Board exists. To be rendered valid, each nomination must be made on the form prescribed from time to time by the Nominating Committee and obtainable from the Executive Office, and shall show the name and address of the nominee, the Chapter in which the nominee resides, the nominee's signed consent to act if elected, and the signatures and addresses of the nominators. Each completed nomination form must be received by the Executive Office within forty (40) days of the date of sending of the nomination details pursuant to Article 5.2, and for greater certainty, may be delivered by personal delivery, courier, regular mail, facsimile, or electronic means including by email. Additional nominations shall not be permitted from the floor of the Annual Meeting.

**5.5 Term for Board Directors.** Board Directors shall assume the duties of their positions immediately following election at the Annual Meeting for a term of three (3) years, renewable once, with the exception of medical students and residents, whose terms shall be shorter to align with their training programs. The two (2) medical student Directors and the three (3) medical resident Directors may be elected as additional Directors by the Directors between Annual Meetings pursuant to the Articles and these By-laws, to fill all positions on the Board.

**5.6 No Nominations Received from Members**. If for one (1) or more Board vacancies, no nominations have been received from the Members prior to the convening of the Annual Meeting of Members, the nominee(s) of the Nominating Committee shall be elected.

**5.7 Poll of Members**. Any position for which there is more than one nomination shall be decided by poll of all Members present at the Annual Meeting who are eligible to vote.

**5.8 Successful Candidate.** The successful candidate shall be the one receiving the most votes.

**Commented [A10]:** Significant Change.

Currently the members elect the Executive Committee members and the Public Board Directors. Going forward members will elect all board directors.

Members may submit additional Board Director nominations prior to the Annual Meeting. No nominations will be accepted from the floor of the meeting.

**Commented [A11]:** Significant Change.

All Nominations from Chapters and Sections will be due to National 110 days before the CFPC's Annual Meeting (we'll work towards July 1st). CFPC will share the slate with members at least 90 days prior to the Annual Meeting. Members may submit additional nominations up to 50 days prior to the Annual Meeting.
A final slate will be included in the Annual Meeting materials circulated to all members at least 21 days before the Annual Meeting.

**Commented [A12]:** Significant Change.

As noted in 4.3, Board Directors with the exception of the Officers and the students and residents will now have consistent terms of three years.

**5.9 Conduct of Elections.** All matters relating to the conduct and administration of elections including the appointment of scrutineers and the counting of ballots shall be governed by regulations established by resolution of the Board and administered by the Honorary Secretary Treasurer.

**SECTION SIX**
**OFFICERS**

**6.1 Appointment.** The Officers of the College shall be those individuals elected at the Annual Meeting to the following offices: President, President Elect, Past President, Chair of the Board, Honorary Secretary Treasurer. The offices of President Elect and Chair of the Board may be combined. The Board may specify the duties of and, in accordance with this By-law and subject to the Act, delegate to such Officers powers to manage the activities and affairs of the Corporation.

**6.2 Chair of the Board.** The Board may assign to the Chair any of the powers and duties that are by any provisions of this By-law assigned to the Executive Director or to the President. The Chair shall have such other powers and duties as the Board may specify and may be designated as a spokesperson for the College.

**6.3 President.** The President shall be the senior Officer and a designated spokesperson for the College and, subject to the authority of the Board, shall have general supervision of the activities of the Corporation and such other powers and duties as the Board may specify.

**6.4 Past President.** The Past President shall be a designated spokesperson for the College and chair the Nominating Committee.

**6.5 President Elect.** The President Elect shall be a designated spokesperson for the College. In the absence or disability of the President the President Elect shall perform the duties of the President. In the absence or disability of the Honorary Secretary Treasurer, the President Elect shall perform the duties of this Officer. The President Elect shall chair the Committee on By-laws.

**6.6 Honorary Secretary Treasurer.** The Honorary Secretary Treasurer shall keep proper accounting records in compliance with the Act and shall be responsible for the deposit of money, the safekeeping of securities, and the disbursement of the funds of the Corporation. The Honorary Secretary Treasurer shall render to the Board whenever required an account of all transactions as Treasurer and of the financial position of the Corporation and shall have such other powers and duties as may be specified by the Board. The Honorary Secretary Treasurer shall enter or cause to be entered in records kept for that purpose minutes of all Board proceedings and shall give or cause to be given, as and when instructed, all notices to Members, Directors, Officers, and Public Accountants.

**6.7 Executive Director.** The Board may from time to time also appoint an Executive Director. If appointed, the Executive Director shall be the Chief Executive Officer and, subject to the authority of the Board, shall have general supervision of the activities and affairs of the Corporation and such other powers and duties as the Board may specify.

**6.8 Powers and Duties of Officers.** The powers and duties of all Officers shall be such as the terms of their engagement call for or as the Board or (except for those whose powers and

duties are to be specified only by the Board) the President may specify. The Board and (except as aforesaid) the President may, from time to time and subject to the provisions of the Act, vary, add to, or limit the powers and duties of any Officer.

**6.9 Terms of Executive Committee Positions.** Directors shall be elected for a term of three (3) years, renewable once for an additional three (3) years, at an annual Meeting of Members. This will apply to all Directors except the Executive Committee positions (Past President, President, President Elect, Honorary Secretary Treasurer and Member at Large (1-year term) are all one- (1)-year terms and the Member at Large (3-year term) is a three- (3)-year term).

**6.10 Term of Office.** The Board, in its discretion, may remove any Officer of the Corporation. Each Officer appointed by the Board shall hold office until a successor is appointed, the Officer resigns, or the Board removes the Officer, whichever occurs first.

**SECTION SEVEN**
**COLLEGE COMMITTEES**

**7.1 Executive Committee.** The Corporation shall have an Executive Committee comprised of the Past President; the President; the President Elect; the Honorary Secretary Treasurer; a Member at Large who shall serve on the Executive Committee for a one- (1)-year term; a Member at Large who shall serve a three- (3)-year term; and the Executive Director, who shall be non-voting.

**7.2 Committees of the Board.** The Board may appoint one (1) or more Committees of the Board, however designated, and delegate to any such Committee any of the powers of the Board except those which pertain to actions which, under the Act, a Committee of the Board has no authority to exercise. Rules of order are as outlined in 1.31. The Board may from time to time appoint such advisory bodies as it may deem advisable.

**7.3 Transaction of Business.** The powers of a Committee of the Board may be exercised by a meeting at which a quorum is present or by resolution in writing signed by all Members of such Committee who would have been entitled to vote on that resolution at a meeting of such Committee.

**7.4 Quorum and Procedure.** Unless otherwise determined by the Board, each Committee and advisory body shall have power to fix its quorum at not less than a majority of its Members, and to regulate its procedure.

**7.5 Sections.** The Board may establish Sections to address areas of major interest and/or involvement of College Members.

**SECTION EIGHT**
**INDEMNIFICATION: PROTECTION OF DIRECTORS, OFFICERS, AND OTHERS**

**8.1 Limitation of Liability.** All Directors and Officers of the Corporation in exercising their powers and discharging their duties shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, and without limiting any defences available to a Director or an Officer under the Act or otherwise, no Director or Officer shall be liable for:

a) The acts, omissions, failures, neglects, or defaults of any other Director, Officer, or employee
b) Any loss, damage, or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation
c) The insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested
d) Any loss, damage, or expense arising from the bankruptcy, insolvency, or tortious acts of any person with whom any of the moneys, securities, or effects of the Corporation shall be deposited
e) Any loss, damage, or expense arising from any error of judgment or oversight on the part of such Director or Officer
f) Any other loss, damage, or expense arising from the execution of the duties of office or in relation thereto

provided that nothing in this Section shall relieve any Director or Officer from the duty to act in accordance with the Act or from liability for any breach of the Act.

**8.2 Indemnity.** Subject to the Act, the Corporation shall indemnify a Director or Officer, a former Director or Officer, or another individual who acts or acted at the Corporation's request as a Director or Officer or in a similar capacity of another entity, and their heirs and legal representatives, against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative, or other proceeding in which the individual is involved because of that association with the Corporation or such other entity.

**8.3 Advance of Costs.** The Corporation shall advance moneys to a Director, Officer or other individual for the costs, charges, and expenses of a proceeding referred. The individual shall repay the moneys if the individual does not fulfill the conditions of acting honestly and in good faith with a view to the best interests of the Corporation.

**8.4 Limitation.** The Corporation shall not indemnify an individual unless a) the individual acted honestly and in good faith with a view to the best interests of the Corporation, or, as the case may be, to the best interests of the other entity for which the individual acted as Director

or Officer or in a similar capacity at the Corporation's request, and b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that the individual's conduct was lawful.

**8.5 Additional Circumstances.** The Corporation shall also indemnify an individual referred to in 8.2 in such other circumstances as the Act or law permits or requires. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law.

**8.6 Insurance.** Subject to the Act, the Corporation may purchase and maintain insurance for the benefit of Directors and Officers as the Board may from time to time determine.

**SECTION NINE**
**MEMBERSHIP**

**9.1 Granting and Maintenance of Membership.** The right to grant new and renewing memberships, assign Members to classes of membership, grant and award special designations, and remove any or all of the above shall remain at all times with the College.

**9.2 Members in Good Standing.** In order to remain a Member in good standing an individual must meet the requirements of the class of membership to which he or she has been assigned, including compliance with the requirements for certification and the maintenance of certification (including requirements for continuing professional development (CPD) as determined by the Board).

**9.3 Certification**. Certification in the College of Family Physicians of Canada (CCFP) may be granted to College Members who have:

a) Successfully completed residency training accredited by the Corporation **and** successfully completed the College's Certification Examination in Family Medicine or an approved equivalent
**OR**
b) Met the College's criteria for practice eligible candidates as determined by the Board
**OR**
c) Successfully completed discipline-specific training in family medicine in a jurisdiction other than Canada that has been approved by the College as comparable to accredited Canadian training in family medicine and who currently hold certification in good standing in family medicine or the equivalent qualification from a jurisdiction other than Canada which has been judged by the College to be comparable to Certification in the College of Family Physicians of Canada ("CCFP").

Those Members who have earned Certification in the College of Family Physicians of Canada (CCFP) shall receive a certificate recognizing their achievement.

**9.4 Fellowship and Certificates of Special or Added Competence.** Other special designations, including Fellowship and Certificates of Special or Added Competence, may be granted by the College as determined by the Board.

**9.5 Membership Fees**. Members shall pay annual College membership fees as determined annually by a majority vote of the Board. Such membership fees shall subsequently be ratified by a simple majority of the membership eligible to vote at the Annual Meeting. Membership fees shall be directed towards the cost of College programs and activities, as determined by the Board.

**Commented [A13]:** Significant Change.

Membership fees were formerly determined by a 2/3 majority vote of the Board. The CNCA requires a majority vote only.

**9.6 Membership Classes.** There shall be two general classes of College Membership as determined by the Board: a class of Voting Membership and a class of Non-Voting Membership. Voting Members are entitled to vote at the College's Annual Meeting. All Members, whether voting or non-voting, may participate on, vote on, and chair College Committees.

**Commented [A14]:** Significant Change.

The Canada Not for Profit Corporations Act requires that Classes of Members, and voting privileges for each Class, be clearly defined.

**Voting**: Active, Affiliate Specialist, Resident, Retired, Senior Sustaining
**Non-Voting**: Associate, Honorary, Public, Student.

**9.7 Voting Members.** The following Member classes are Voting Members:

a) An Active Member shall be a licensed physician in good standing, engaged in the practice of family medicine; who pays annual fees as set by the Board, fulfills CPD requirements, and belongs to both the College and a Chapter. (Some exceptions regarding Chapter membership exist, as outlined in Board policy.)
b) An Affiliate Specialist Member shall be a licensed physician in good standing whose primary practice is a specialty other than family medicine and who holds Certification from the Royal College of Physicians and Surgeons of Canada or another certifying body recognized by the College; who pays annual fees set by the Board and fulfills CPD requirements, and who may or may not choose to belong to a Chapter in addition to belonging to the College.
c) A Resident Member shall be a physician enrolled as a resident in an approved postgraduate training program in family medicine; or is a physician who was previously a Member of the College and is now enrolled as a resident in an approved postgraduate training program in a medical discipline other than family medicine; who pays an annual fee as set by the Board, fulfills CPD requirements, and belongs to both the College and a Chapter.
d) A Retired Member shall be a physician who is no longer actively engaged in providing medical care to patients or actively involved in any other medical or medically related field of endeavour; who does not pay an annual fee, is not required to fulfill CPD requirements, and belongs to both the College and a Chapter.
e) A Senior Member shall be a licensed physician in good standing, aged 65 or older, who is actively engaged in providing medical care to patients, or who is active in another medical or medically related field of endeavour; who pays an annual fee as set by the Board, fulfills CPD requirements as set by the Board, and belongs to both the College and a Chapter.
f) A Sustaining Member shall be a physician who is not actively engaged in providing medical care to patients, but who is actively engaged in another medical or medically related field of endeavour; who pays an annual fee as set by the Board, fulfills CPD requirements, and belongs to both the College and a Chapter.

**9.8 Non-Voting Members.** Notwithstanding any other privileges, National Board Directors have the privilege to vote at the annual Meeting.

The following classes of membership are Non-Voting Members:

a) The class of Associate Member shall include other health professionals or others who work in collaboration with family physicians in clinical practice or academic departments of family medicine; who pay an annual fee as determined by the Board, and do not fulfill CPD requirements. An Associate Member may choose whether or not he or she wishes to become a Member of the Chapter in his/her province in addition to being a Member of the College.

b) An Honorary Member shall be an individual of distinction, not a family physician in Canada, who has made an outstanding contribution to the discipline of family medicine, or the College of Family Physicians of Canada, or the health and well-being of the population in and outside of Canada. An Honorary Member is not required to pay annual fees or fulfill CPD requirements, and may choose whether or not to be a Member of the Chapter in his or her province in addition to being a Member of the College.

c) A Public Member shall be a Member of the public with a role on the CFPC Board and/or its Committees; who does not pay annual fees or fulfill CPD requirements, and who may or may not choose to become a Member of the Chapter in his or her province in addition to being a Member of the College.

d) A Student Member shall be an individual enrolled in a Canadian university faculty of medicine undergraduate program leading to the MD degree who formally indicates an interest in College membership; pays an annual fee as determined by the Board, and is not required to fulfill CPD requirements. Student Members belong to both the College and a Chapter.

**9.9 Corporation Employees and Membership.** Family physicians who are employees of the Corporation, including its provincial Chapters, are eligible to be active Members but must declare an interest in matters before the Members that may relate to their employment.

**9.10 Suspension or Revocation of Membership/Special Designation.** Individuals who fail to comply with the College's membership requirements, including those related to annual membership fees and/or continuing professional development:

(a) shall have their College membership, Certification, Fellowship and any special designations suspended or revoked: and

(b) shall lose the right to continue to use any College special designations until such rights have been reinstated by the College.

**9.11 Medical Regulatory Authority Notice.** On receipt of notification from a medical regulatory authority of the suspension or revocation of the licence of a College Member, the College shall immediately suspend or revoke that Member's College membership and special designations and shall notify the Member of this action.

**Commented [A15]:** Significant Change.

This is a New Class of Membership – currently the Public Board Directors have been granted Associate Membership while serving on our board. A stand-alone class is recommended to recognize the role of public members on the CFPC Board and/or its committees.

**Commented [A16]:** Significant Change.

It is proposed that student members no longer vote at the annual meeting.
The rationale for this change is that students are not yet part of the discipline of Family Medicine and the right to vote at the Annual Meeting should be reserved for the professionals that this organization exists to support.

The Section of Medical Students reviewed this recommendation and supported it with the knowledge that their two medical student board directors would continue to be eligible to vote at the annual meeting.

**Commented [A17]:** Change.

Added at the advice of legal counsel.

**9.12 Restoration of Membership/Special Designations.** A licensed physician in good standing whose College membership and/or special designations were suspended or revoked may apply for reinstatement of such membership and/or special designations. To have membership and/or special designations restored a physician must:

a) Submit the membership fee for the current year
b) Provide evidence of having carried out continuing professional development which meets the requirements of the College as determined by the Board
c) In the case of a physician whose licence has been suspended or revoked by a medical regulatory authority, also provide evidence of such licence having been reinstated.

**SECTION TEN**
**MEETINGS OF MEMBERS**

**10.1 Annual Meetings.** Subject to the Act, the Board shall call an Annual Meeting of Members a) not later than eighteen (18) months after the Corporation comes into existence, and b) subsequently, not later than fifteen (15) months after holding the last preceding Annual Meeting of Members but no later than six (6) months after the end of the Corporation's preceding financial year. The Annual Meeting of Members shall be held for the purpose of considering the financial statements and reports, electing Directors and Officers, appointing a Public Accountant, receiving Executive Committee Reports, and for the transaction of such other business as may properly be brought before the Meeting of Members.

**Commented [A18]:** Significant Change.

As noted in 2.1, the Annual Meetings of Members must be held within 6 months of the corporation's fiscal year end. The CFPC has extended the fiscal year in 2013/14 (17 months) to move towards meeting this requirement.

**10.2 Special Meetings.** The Board shall have power to call a Special Meeting of Members at any time.

**10.3 Member Requisition of Meetings.** Members of the Corporation holding 5 per cent or more of the votes that may be cast at a Meeting of Members may requisition the Directors to call a Meeting of the Members for the purposes stated in the requisition.

**10.4 Place of Meetings.** Meetings of Members shall be held in locations determined by the Board.

**10.5 Audited Report to Members.** A copy of the audited annual report must be sent out to Members no less than twenty-one (21) days before the Annual Meeting.

**10.6 Participation in Meeting by Electronic Means.** Any person entitled to attend a Meeting of Members may participate and vote in the Meeting of Members, in accordance with the Act, by means of a telephonic, electronic, or other communication facility, if the Corporation makes available such a communication facility, which facility permits all participants to communicate adequately with each other during the Meeting of Members, enables the votes to be gathered in a manner that permits their subsequent verification, and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member votes. A person participating in a Meeting of Members by such means is deemed for the purposes of the Act to be present at the Meeting of Members.

**10.7 Notice of Meetings.** Notice in writing of the time and place of each Meeting of Members shall be given not less than 21 days before the date of the Meeting of Members to each Director, to the Public Accountant, and to each Member who at the close of business on the day immediately preceding the day on which notice is given is entered in the register of Members of the Corporation. Notice of a Meeting of Members called for any purpose other than consideration of the financial statements and Public Accountant's report and Board's report, election of Directors, and reappointment of the incumbent Public Accountant shall state the general nature of the business to be transacted at the Meeting in sufficient detail to permit the Members to form a reasoned judgment thereon and shall state the text of any special

**Commented [A19]:** Change.
The current notice period is 30 days.

resolution to be submitted to the Meeting of Members. Notice of a Meeting of Members adjourned for less than thirty-one (31) days is not required if the time and place of the adjourned Meeting of Members is announced at the original Meeting of Members.

**10.8 Chair, Secretary, and Scrutineers.** The Chair of any Meeting of Members shall be the first mentioned of such of the following Officers as have been appointed and who is present at the Meeting of Members: President, Chair of the Board. If no such Officer is present within fifteen (15) minutes from the time fixed for holding the Meeting of Members, the persons present and entitled to vote shall choose one of their number to be Chair. If the Secretary of the Corporation is absent, the Chair shall appoint some person, who need not be a Member, to act as Secretary of the Meeting of Members. If desired, one or more scrutineers, who need not be Members, may be appointed by a resolution or by the chair with the consent of the Meeting of Members.

**10.9 Persons Entitled to be Present.** The only persons entitled to be present at a Meeting of Members shall be those entitled to vote at such Meeting of Members; the Directors; the Public Accountant of the Corporation; and others who, although not entitled to vote, are entitled or required under any provision of the Act or the Articles or By-laws to be present at the Meeting of Members. Any other person may be admitted only on the invitation of the Chair of the Meeting of Members or with consent of the Meeting of Members.

**10.10 Quorum.** The quorum for the transaction of business at any Meeting of Members shall be fifty (50) persons present in person, each being a Member entitled to vote at a Meeting of Members or a duly appointed proxyholder or representative for a Member so entitled. If a quorum is present at the opening of any Meeting of Members, the Members present may proceed with the business of the Meeting of Members notwithstanding that a quorum is not present throughout the Meeting of Members. If a quorum is not present at the opening of any Meeting of Members, the Members present may adjourn the Meeting of Members to a fixed time and place but may not transact any other business.

**10.11 Right to Vote.** Subject to the Act and the Articles, at any Meeting of Members every person shall be entitled to vote who is at the time of the Meeting of Members entered in the books of the Corporation as a Member of the following classes: Active, Affiliate Specialist, Resident, Retired, Senior, Sustaining.

**10.12 Proxies.** Subject to the right of individual Members to be represented at a Meeting of Members, Members not in attendance may vote by appointing in writing a proxyholder, and one or more alternate proxyholders, who are not required to be Members, to attend and act at the Meeting of Members in the manner and to the extent authorized by the proxy and with the authority conferred by it, subject to the following requirements:

a) A proxy is valid only at the Meeting of Members in respect of which it is given or at a continuation of such Meeting of Members after an adjournment
b) A Member may revoke a proxy by depositing a proxy form in writing executed or, in Quebec, signed by the Member or by their agent or mandatary:

(i) At the registered office of the Corporation no later than the last business day preceding the day of the Meeting of Members at which the proxy is to be used, or the day of the continuation of such Meeting of Members after an adjournment of such Meeting of Members

**OR**

(ii) With the chair of the Meeting of Members on the day of the Meeting of Members or the day of the continuation of such Meeting of Members after an adjournment of such Meeting of Members

**AND**

c) A proxyholder or an alternate proxyholder has the same rights as the Member by whom they were appointed, including the right to speak at a Meeting of Members in respect of any matter, to vote by way of ballot at the Meeting of Members, to demand a ballot at the Meeting of Members and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one Member, to vote at the Meeting of Members by way of a show of hands.

**10.13 Votes to Govern.** Unless the Act, the Articles, or any By-law otherwise provide for approval by special resolution, at any Meeting of Members every question shall be determined by the majority of the votes duly cast on the question.

**10.14 Show of Hands.** Any question at a Meeting of Members shall be decided by a show of hands unless, after a show of hands, a ballot on such question is required or demanded. Upon a show of hands every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot on such question is so required or demanded, a declaration by the Chair of the Meeting of Members that the vote upon the question has been carried, carried by a particular majority, or not carried and an entry to that effect in the minutes of the Meeting of Members shall be *prima facie* evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of such question, and the result of the vote so taken shall be the decision of the Members upon such question.

**10.15 Ballots.** On any question proposed for consideration at a Meeting of Members, and whether or not a show of hands has been taken on such question, the Chair may require, or any Member who is present and are entitled to vote may demand, a ballot on such question. A ballot so required or demanded shall be taken in such manner as the Chair shall direct. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot. Upon a ballot each Member present in person or represented by proxy and entitled to vote shall have one vote and the result of the ballot shall be the decision of the Members upon such question.

**10.16 Casting Vote.** In the case of an equality of votes at any Annual or Special Meeting of the Members, whether by a show of hands or at a closed ballot, the person chairing the Meeting shall cast a second or tie-breaking vote.

**10.17 Adjournment.** The Chair at a Meeting of Members may, with the consent of the Meeting of Members and subject to such conditions as the Meeting of Members may decide, adjourn the Meeting of Members from time to time and from place to place.

**SECTION ELEVEN**
**NOTICES**

**11.1 Method of Giving Notices.** Any notice (which term includes any communication or document) to be given (which term includes sent, delivered, or served) pursuant to the Act, the Articles, the By-laws, or otherwise to a Member, Director, Officer, or Member of a Committee of the Board or to the Public Accountant shall be sufficiently given:

a) If sent to the intended recipient by telephone, facsimile, or other electronic means to the intended recipient's recorded address for that purpose, provided that any notice given in the form of an electronic document shall be in accordance with Part 17 of the Act, Documents in Electronic or Other Form, during a period of twenty-one (21) to sixty (60) days before the meeting
b) By notice in a publication of the Corporation that is sent to all its Members twenty-one (21) to sixty (60) days before the day on which the meeting is held
c) By affixing the notice, no later than thirty (30) days before the Meeting, to a notice board where information about the Corporation's activities is regularly posted in a location that is frequented by the Members

A notice so sent by means of telephone, facsimile, or other electronic means shall be deemed to have been given when transmitted, dispatched, or delivered for dispatch. The secretary may change or cause to be changed the recorded address of any Member, Director, Officer, Public Accountant, or Member of a Committee of the Board in accordance with any information believed by the secretary to be reliable.

**11.2 Computation of Time.** In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the day of giving the notice shall be excluded and the day of the meeting or other event shall be included.

**11.3 Undelivered Notices.** If any notice given to a Member is returned on two consecutive occasions because the Member cannot be found, the Corporation shall not be required to give any further notices to such Member until informed in writing by the Member of a new address.

**11.4 Omissions and Errors.** The accidental omission to give any notice to any Member, Director, Officer, Public Accountant or Member of a Committee of the Board or the non-receipt of any notice by any such person or any error in any notice not affecting the substance of the notice shall not invalidate any action taken at any Meeting held pursuant to such notice or otherwise founded on such notice.

**11.5 Waiver of Notice.** Any Member, Director, Officer, Public Accountant or Member of a Committee of the Board, or any other person entitled to receive notice of a Meeting of Members or any other notice from the Corporation, may at any time waive any notice, or waive or abridge the time for any notice, required to be given to such person under the Act, the

Articles, the By-laws, or otherwise. Any such waiver or abridgement, whether given before or after the Meeting of Members or other event of which notice is required to be given, shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a Meeting of Members or of the Board or a Committee of the Board which may be given in any manner.

**11.6 Resolutions Committee**. At all Annual or Special Meetings there shall be a Resolutions Committee appointed by the Chair. This Committee will be responsible for receiving all resolutions from the floor.

**SECTION TWELVE**
**EFFECTIVE DATE AND REPEAL**

**12.1 Effective Date.** This By-law shall come into force when made by the Board in accordance with the Act.

**12.2 Repeal of By-laws**. All previous By-laws are repealed as of the coming into force of This By-law. Such repeal shall not affect the previous operation of any By-law so repealed, or affect the validity of any act done or right, privilege, obligation, or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any articles (as defined in the Act) or predecessor charter documents of the Corporation obtained pursuant to, any such By-law prior to its repeal. All Officers and persons acting under any By-law so repealed shall continue to act as if appointed under the provisions of This By-law and all resolutions of the Members or the Board or a Committee of the Board with continuing effect passed under any repealed By-law shall continue to be good and valid except to the extent inconsistent with This By-law and until amended or repealed.

This By-law was made by the Directors of the Corporation on August 28, 2013 and was confirmed without variation by the Members of the Corporation on November 7, 2013.

_____

Honorary Secretary Treasurer

_____

1+1 Industry Canada / Industrie Canada

*Canada Not-for-profit Corporations Act* (NFP Act)

Form 4031

Articles of Continuance (transition)

To be used only for a continuance from the *Canada Corporations Act,* Part II.

**1 Current name of the corporation**

The College of Family Physicians of Canada / Le collège des médecins de famille du Canada

**2 If** a change of name is requested, indicate proposed corporate name

**3 Corporation number**

0 3 6 0 4 5 7

**4 The** province or territory in Canada where the registered office is situated

Ontario

**5** Minimum and maximum number of directors *(for a fixed number. indicate the same number in both boxes)*

12 Minimum number

45 Maximum number

**6** Statement of the purpose of the corporation

See Schedule 1 attached

**7 Restrictions** on the activities that the corporation may carry on, if any

None

Form 4031

Articles of Continuance (transition)

**8** **The** classes, or regional or other groups, of members that the corporation is authorized to establish

See Schedule 2 attached.

**9** **Statement regarding the distribution of property remaining on liquidation**

Any property remaining on liquidation of the Corporation, after discharge of liabilities, shall be distributed to one or more qualified donees within the meaning of subsection 248(1) of the Income Tax Act.

**10** Additional provisions, if any

The directors may, within the maximum number permitted by these Articles, appoint one or more additional directors, who shall hold office for a term expiring not later than the close of the next annual Meeting of Members, but the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual Meeting of Members.

*Signature* _____

*Print name* _____

*Phone number* ( )

or assists in making, a lse or ng statement an offence and liable on summary l,.n,,v;,.tinn to a fine of not more than $5,000 or to imprisonment for a term of not more than six months or to both (subsection 262(2) of NFP Act).

**Note: A person who makes, con the**



4031(2011-10)

Attachment to Form 4031 - Canada Not-for-profit Corporations Act

## Schedule 1: Statement of the purpose of the corporation:

The purpose of the Corporation is:

a) to promote the highest quality of medical care for the people of Canada;
b) to sustain and improve the professional qualifications of members of the medical profession who are engaged in family practice in Canada;
c) to promote high standards in family medicine in the provinces/territories of Canada through the medium of provincial Chapters of the Corporation;
d) to enlighten and direct public opinion in Canada in relation to family medicine;
e) to relate to and collaborate with other medical and health care organizations and governments on matters related to family medicine;
f) to encourage and ensure the provision of a high standard of teaching and training for undergraduate medical students and postgraduate residents who may become engaged in family practice in Canada;
g) to establish a register of members of the Corporation and to publish and revise the same from time to time;
h) to conduct, direct, encourage, support or provide for research in matters relating to family medicine;
i) to publish and encourage publication of journals, reports and treatises on matters relating to family medicine and allied subjects;
j) to undertake all such other lawful acts and endeavors as are incidental or conducive to the attainment of the foregoing purposes.

## Schedule 2: Classes of membership

The Corporation is authorized to establish the following classes of members, which classes shall be entitled to receive notice of and to attend all meetings of the members of the Corporation and each member of such class shall have one vote at each such meeting, except meetings at which only members of a specified class are entitled to vote separately as a class:

(1) Active Members
(2) Affiliate Specialist Members
(3) Resident Members
(4) Retired Members
(5) Senior Members

(6) Sustaining Members

Notwithstanding any other privileges related to their class of membership, Board Directors are entitled to receive notice of, attend and vote at meetings of the members of the Corporation.

The Corporation is also authorized to establish the following classes of members, which classes shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation, except as otherwise provided by the *Canada Not-for-profit Corporations Act:*

(7) Associate Members
(8) Honorary Members
(9) Public Members
(10) Student Members

THE COLLEGE OF FAMILY PHYSICIANS OF CANADA
LE COLLÈGE DES MÉDECINS DE FAMILLE DU CANADA

**ASSEMBLÉE GÉNÉRALE ANNUELLE/ANNUAL GENERAL MEETING**
**Jeudi 7 novembre 2013 de 12h30 à 13h30**
**Thursday, November 7th, 2013 12:30 – 1:30 p.m.**
**----------**
**Rooms 211-214, Vancouver Convention Centre, Vancouver, BC /**
**Salles 211-214, Centre des congrès de Vancouver, Vancouver (Colombie-Britannique)**

**Dr. Marie-Dominque Beaulieu presiding / Présidente de la séance : Dre Marie-Dominique Beaulieu**

| **AGENDA/ ORDRE DU JOUR** | **Presenter/ Présenté par** |
|---|---|
| **1. Call to order/Ouverture de la séance** | MD. Beaulieu |
| **2. Recognition of Past-Presidents/Reconnaissance des anciens présidents** | MD. Beaulieu |
| **3. 2012-13 Memorial Roll of CFPC Members/ Membres du CMFC décédés en 2012-13** | S. Buchman |
| **4. Minutes of the last Annual General Meeting/ Procès-verbal de la dernière assemblée générale annuelle** | MD. Beaulieu |

**MINUTES**
**BE IT RESOLVED:**
**THAT** the Minutes of the CFPC Annual General Meeting held in Toronto, Ontario on November 16th, 2012 be approved.

**PROCÈS-VERBAL**
**IL EST RÉSOLU :**
**QUE** le procès-verbal de l'Assemblée générale annuelle du CMFC, qui a eu lieu à Toronto (Ontario) le 16 novembre 2012 soit approuvé.

| | |
|---|---|
| **5. Report of the President/Rapport de la présidente** | MD. Beaulieu |
| **6. Report of the Executive Director and CEO/ Rapport de la Directrice générale et Chef de la direction** | F. Lemire |
| **7. Report of the Board Chair/Rapport de la présidente du Conseil d'administration** | K. Lawrence |
| **8. Report of the Nominating Committee/Rapport du Comité des candidatures** | S. Buchman |

**PUBLIC BOARD DIRECTOR 1**
**BE IT RESOLVED:**
**THAT** Mr. William Mussell of Chilliwack, British Columbia be approved as a Public Board Director beginning at the time of the 2013 Annual General Meeting (AGM) and ending at the time of the 2016 AGM, renewable once.

**1er ADMINISTRATEUR PUBLIC**
**IL EST RÉSOLU :**

**QUE** la candidature de M. William Mussell de Chilliwack (Colombie-Britannique) en tant que membre du public élu au Conseil d'administration pour en mandat allant de l'Assemblée générale annuelle (AGA) de 2013 jusqu'à l'AGA de 2016, renouvelable une fois, soit approuvée.

**PUBLIC BOARD DIRECTOR 2**
**BE IT RESOLVED:**
**THAT** Mrs. Linda Ross of St. John's, Newfoundland be approved as a Public Board Director beginning at the time of the 2013 Annual General Meeting (AGM) and ending at the time of the 2016 AGM, renewable once.

**2e ADMINISTRATEUR PUBLIC**
**IL EST RÉSOLU :**
**QUE** la candidature de Mme Linda Ross de St. John's (Terre-Neuve) en tant que membre du public élu au Conseil d'administration pour en mandat allant de l'Assemblée générale annuelle (AGA) de 2013 jusqu'à l'AGA de 2016, renouvelable une fois, soit approuvée.

**REPORT OF NOMINATING COMMITTEE**
**BE IT RESOLVED:**
**THAT** the report of the Nominating Committee be approved.

**RAPPORT DU COMITÉ DES CANDIDATURES**
**IL EST RÉSOLU :**
**QUE** le rapport du Comité des candidatures soit approuvé.

**9. Report of the Honorary Treasurer/Rapport du trésorier honoraire** G. Mazowita

**a) Audited Financial Statements to December 31, 2012/ États financiers vérifiés en date du 31 décembre 2012**

**AUDITED FINANCIAL STATEMENTS**
**BE IT RESOVED:**
**THAT** the 2012 Audited Financial Statements be approved.

**ÉTATS FINANCIERS VÉRIFIÉS**
**IL EST RÉSOLU :**
**QUE** les états financiers vérifiés 2012 soient approuvés.

**b) 2014-15 Member fees/ Droits d'adhésion pour 2014-15**

**MEMBER FEES**
**BE IT RESOLVED:**
**THAT** the 2014-2015 member fees be approved.

**DROITS D'ADHÉSION**
**IL EST RÉSOLU :**
**QUE** les droits d'adhésion pour 2014-2015 soient approuvés.

**c) Auditors/ Vérificateurs**

**EXTERNAL AUDITORS**
**BE IT RESOLVED:**
**THAT** Deloitte & Touche be approved as the external auditors for the 2014-2015 fiscal year.

**VÉRIFICATEURS EXTERNES**
**IL EST RÉSOLU :**
**QUE** Deloitte & Touche soient approuvés en tant que vérificateurs externes pour l'exercice 2014-2015.

10. **By-law Amendments/Amendements aux Règlements** K. Lawrence

**CLASSES OF MEMBERSHIP**

**BE IT RESOLVED:**

**THAT** effective June 1, 2014, the current Associate Members class be split into the following two classes:

(i) Associate Members: other health professionals or others who work in collaboration with family physicians in clinical practice or academic departments of family medicine and

(ii) Public Members: members of the public with a role on the CFPC Board and/or its committees.

**CATÉGORIES DE MEMBRES**

**IL EST RÉSOLU :**

**QUE,** à compter du 1er juin 2014, la catégorie actuelle de membres associés soit séparée en deux catégories :

(i) Membres associés : Autres professionnels de la santé ou autres personnes qui travaillent en collaboration avec des médecins de famille dans des pratiques cliniques ou des départements universitaires de médecine de famille; et

(ii) Membres du public : Citoyens qui jouent un rôle au sein du Conseil du CMFC et/ou de ses comités.

**CLASSES OF MEMBERSHIP – PRIVILEGE OF VOTE**

**BE IT RESOLVED:**

**THAT** effective June 1, 2014, Public Members and Medical Students not be eligible to vote at CFPC Annual Meetings of Members, a similar status as Associate and Honorary Members, with the exception of National Board Directors belonging to these categories of membership who will be eligible to vote at Annual Meetings of Members.

**CATÉGORIES DE MEMBRES – DROIT DE VOTE**

**IL EST RÉSOLU :**

**QUE,** à compter du 1er juin 2014, les membres du public et les étudiants en médecine n'aient pas droit de vote aux assemblées annuelles des membres du CMFC, un statut semblable à celui des membres associés et honoraires, sauf les administrateurs, siégeant au Conseil d'administration national qui font partie des catégories de membres qui auront droit de vote aux assemblées annuelles des membres.

**CLASSES OF MEMBERSHIP – CHAPTER MEMBERSHIP**

**BE IT RESOLVED:**

- **THAT** members in the following classes of membership be National College as well as Chapter members for the province in which they reside and/or practice: Active, Resident, Retired, Senior, Student, Sustaining;
- **THAT** members in the following classes of membership be given the option of becoming a Chapter member in the province in which they reside: Affiliate, Associate, Honorary, Public.

**CATÉGORIES DE MEMBRES – ADHÉSION À UNE SECTION PROVINCIALE**

**IL EST RÉSOLU :**

- **QUE** les membres des catégories suivantes soient membres du Collège national et de la Section de la province où ils résident et exercent la médecine : membres actifs, membres résidents, membres retraités, membres séniors, membres étudiants, membres de soutien;
- **QUE** les membres des catégories de membres suivantes aient le choix d'adhérer à la section de la province où ils résident : membres affiliés, membres associés, membres honoraires, membres du public.

**Continuing the Corporation under the provisions of the *Canada Not-for-Profit Corporations Act* ("CNCA") and authorizing the Directors to apply for a Certificate of Continuance.**

- **WHEREAS** the Corporation was incorporated under Part II of the *Canada Corporations Act* by Letters Patent dated the 16th day of May 1968;

- **AND WHEREAS** it is considered to be in the best interests of the Corporation that it be continued under the CNCA pursuant to section 297.

**BE IT RESOLVED THAT:**

- The Directors of the Corporation are hereby authorized and directed to make an application under section 297 of the CNCA to the Director for a Certificate of Continuance of the Corporation;
- The Articles of Continuance (transition) of the Corporation, which have been submitted to this meeting, are hereby approved;
- The By-laws of the Corporation (as amended), which have been submitted to this meeting, are repealed and the new By-laws are approved and will be effective on the date that the corporation continues under the CNCA; and
- Any one of the Officers and Directors of the Corporation is authorized to take all such actions and execute and deliver all such documentation, including the Articles of Continuance (transition), the notice of registered office and of directors in the forms fixed by the Director, which are necessary or desirable for the implementation of this resolution.

ENACTED the 1st day of June, 2014.

**Prorogation de la corporation en vertu des dispositions de la *Loi canadienne sur les organisations à but non lucratif* et autorisation pour les administrateurs de demander un certificat de prorogation.**

- **ATTENDU QUE** l'organisation a été constituée en vertu de la Partie II de la *Loi sur les corporations canadiennes*, par lettres patentes en date du 16e jour de mai 1968;
- **ATTENDU QUE** l'on considère qu'il est dans les meilleurs intérêts de l'organisation de se proroger sous le régime de la *Loi canadienne sur les organisations à but non lucratif* (Loi BNL), et ce, conformément à l'article 297 de cette même Loi.

**IL EST RÉSOLU QUE :**

- Les administrateurs de l'organisation soient autorisés et conduits à présenter au directeur nommé en vertu de cette même Loi une demande, en vertu de l'article 297 de la Loi BNL en vue de l'obtention d'un certificat de prorogation;
- Les statuts de prorogation (transition) de l'organisation, lesquels ont été soumis à la présente assemblée, soient par les présentes approuvés;
- Les règlements administratifs (tels que modifiés) de l'organisation qui ont été soumis à cette assemblée, sont par la présente abrogés et par la présente les nouveaux règlements administratifs soient approuvés et entre en vigueur à la date où l'organisation poursuivra ses activités en vertu de la Loi BNL; et
- Tout dirigeant ou administrateur de l'organisation soit autorisé à prendre de telles mesures et à signer et à remettre les documents pertinents, y compris les statuts de prorogation (transition) annexés, l'avis du siège initial et la liste des administrateurs, de la manière établie par le directeur, qui sont nécessaires ou souhaitables pour la mise en œuvre de la présente résolution**.**

SIGNÉE le 1er jour de juin 2014.

**TRANSITION**

**BE IT RESOLVED:**

**THAT** the members agreed that, during the transition period associated with the continuance of the CFPC under the Canada Not-for-profit Corporations Act, the Financial Statements for the fiscal year ending on December 31st, 2013 shall be presented to the members at the November 2014 Annual General Meeting as has been the historic practice of the CFPC, however, following continuance of the CFPC pursuant to the Canada Not-for-profit Corporations Act on June 1, 2014 and the enactment of its new general operating by-laws changing its financial year end from December 31st in each year to May 31st in each year, the next financial statements shall cover the 17 month period commencing January 1, 2014 and ending May 31, 2015 and shall be presented to the members at the November 2015 Annual General Meeting. Thereafter, the

financial statements shall cover the 12 month period commencing June 1st and ending May 31st and shall be presented to the members within 6 months of the financial year end in compliance with the provisions of the Canada Not-for-profit Corporations Act.

**TRANSITION**

**IL EST RÉSOLU :**

**QUE** les membres conviennent que, pendant la période de transition associée à la prorogation du CMFC conformément à la *Loi canadienne sur les organisations à but non lucratif*, les états financiers pour l'exercice terminé le 31 décembre 2013 soient présentés aux membres à l'assemblée annuelle des membres de novembre 2014 selon la pratique établie du CMFC; toutefois, suivant la prorogation du CMFC conformément à la *Loi canadienne sur les organisations à but non lucratif* le 1er juin 2014 et l'entrée en vigueur des nouveaux règlements administratifs qui modifient la date de fin d'exercice du Collège du 31 décembre de chaque année au 31 mai de chaque année, les prochains états financiers couvriront la période de 17 mois allant du 1er janvier 2014 au 31 mai 2015. Ces états financiers seront présentés aux membres lors de l'assemblée annuelle des membres qui se tiendra en novembre 2015. Par la suite, les états financiers couvriront la période de 12 mois allant du 1er juin au 31 mai et seront présentés aux membres dans les six mois qui suivent la date de clôture de l'exercice, conformément aux dispositions de la *Loi canadienne sur les organisations à but non lucratif*.

11. **Recognition of CFPC Award Recipients/** MD. Beaulieu
    **Reconnaissance des récipiendaires des prix et bourses du CMFC**

12. **New Business/ Affaires nouvelles** MD. Beaulieu

13. **Adjournment/ Levée de la séance**

This is **EXHIBIT "7"**
referred to in the Affidavit of
**ERIC MANG**
sworn before me this 15th day of October, 2024



A Commissioner, etc.
**Nathan Lean - LSO #68801A**

# VOTING STATISTICS FOR AMM's between 2012 and 2023

| AMM Year | Number of voting members eligible to attend | Number of Voting members in attendance* | AMM format |
|---|---|---|---|
| 2012 | 27,823<br>(As of Dec. 31, 2012; CFPC Membership Database)<br><br>(All membership categories had the right to vote, including students) | 149 | We voted by show of hands; number of hands were not specifically counted.<br><br>During FMF; in-person; voted by raising hands |
| 2013 | 30,303<br>(As of Dec. 31, 2013; CFPC Membership Database)<br><br>Students had the right to vote during the 2013 AMM as the bylaw amendment came into effect after the AMM. | 85 | During FMF; in-person; voted by raising hands |
| 2014 | 32,481<br>(As of Mar 2, 2015 – this is the closest data available for Dec. 31, 2014; CFPC Membership Database)<br><br>(excluding students) | 120 (including 5 proxies) | During FMF; in-person; voted by raising hands |
| 2015 | 34,397<br>(As of Dec. 31, 2015; CFPC Membership Database)<br><br>(excluding students) | 182 (including 9 proxies) | During FMF; in-person; voted by raising hands |

| | | | |
|---|---|---|---|
| 2016 | 34,005<br>(As of Oct. 31, 2016; CFPC Membership Database)<br><br>(excluding students)<br><br>(different process for reporting monthly member count reports) | 182 (including 6 proxies) | During FMF; in-person; voted by raising hands |
| 2017 | 35,758<br>(As of Oct. 31, 2017; CFPC Membership Database)<br><br>(excluding students) | 368 (including 97 proxies) | During FMF; in-person; voted by raising hands |
| 2018 | 37,457<br>(As of Oct. 31, 2018; CFPC Membership Database)<br><br>(excluding students) | 212 (including 1 proxy) | During FMF; in-person; voted by raising hands |
| 2019 | 38,692<br>(As of Oct. 31, 2019; CFPC Membership Database)<br><br>(excluding students) | 168 (including 1 proxy) | During FMF; in-person; voted by raising hands |
| 2020 | 38,995<br>(As of Oct. 31, 2020; CFPC Membership Database)<br><br>(excluding students)<br>First ever virtual AMM including voting on platform | 204 (including 1 proxy) | During FMF; VIRTUAL; electronic voting platform (Meeting Pulse) |
| 2021 | 40,079<br>(As of Oct. 31, 2021; CFPC Membership Database) | 154 (including 28 proxies) | During FMF; VIRTUAL AMM; electronic voting platform (Aventri) |

| | | | |
|---|---|---|---|
| | (excluding students) | | |
| 2022 | 42,278<br>(As of Oct. 31, 2022; CFPC Membership Database) | Change to 4 member classes:<br>Approve – 153<br>Reject – 73<br>Abstain – 31<br><br>Amendments to bylaw and articles:<br>Approve – 125<br>Reject – 59<br>Abstain - 72 | Stand-alone evening meeting the week before FMF; VIRTUAL AMM; electronic voting platform (LUMI) |
| 2023 | 37,810 (the number of members invited to vote at the AMM based on ITS pulling data from the CFPC Membership Database for the vendor) | 2,775 (including 2,347 voting members who voted in advance of the AMM (although we called this voting by proxy)) | Stand-alone evening meeting the week before FMF; VIRTUAL AMM; electronic voting platform (LUMI) |

*Voting members in attendance – best estimate (attendance was captured by circulating hard copy attendance list asking for names/signatures)

**Motion #1 - Minutes**

**That the minutes of the CFPC Annual Meeting of Members held virtually on November 11, 2021, be approved.**

| | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| **Question Type:** | | Multichoice | | | | | | | | |
| **Weighting:** | | Weighted | | | | | | | | |
| **Question #** | | 1 | | | | | | | | |
| **Allowed Responses:** | | 1 | | | | | | | | |
| **Participants:** | | 256 | | | | | | # | % | |
| **Choice:** | | **Description** | **Responses** | Prevotes | **%** | **In-meeting Votes** | **%** | Total votes | Exclude Abstain | Percentage said aloud |
| | 1 | Approve / J'approuve | 156 | 156 | 96.89 | 224 | 97.82 | 380 | 97.43589744 | 97.80% |
| | 2 | Reject / Je rejette | 5 | 5 | 3.11 | 5 | 2.18 | 10 | 2.564102564 | |
| | 3 | Abstain / Je m'abstiens | 95 | 95 | Excluded | 105 | Excluded | 200 | | |
| | | **Total** | 256 | 256 | | 334 | | | 390 | |

**Motion #2 - Member classes**

**As a special resolution, that effective January 1, 2023, the College of Family Physicians of Canada have four classes of members;**
**Further that the classes of members be:**
**1) the Practising class members**
**2) the Non-Practising class members**
**3) the Learner class members**
**4) the Associate class members**
**And further that Practising class members be Voting Members and classes 2, 3, and 4 collectively be the "Non-Voting Members".**

| | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| **Question Type:** | | Multichoice | | | | | | | | |
| **Weighting:** | | Weighted | | | | | | | | |
| **Question #** | | 2 | | | | | | | | |
| **Allowed Responses:** | | 1 | | | | | | | | |
| **Participants:** | | 257 | | | | | | # | % | |
| **Choice:** | | **Description** | **Responses** | Prevotes | **%** | **In-meeting Votes** | **%** | Total votes | Exclude Abstain | Percentage said aloud |
| | 1 | Approve / J'approuve | 153 | 153 | 67.70 | 216 | 70.13 | 369 | 69.1011236 | 70.13% |
| | 2 | Reject / Je rejette | 73 | 73 | 32.30 | 92 | 29.87 | 165 | 30.8988764 | 29.87% |

| | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | 3 | Abstain / Je m'abstiens | 31 | 31 | Excluded | 39 | Excluded | 70 | | |
| | | **Total** | 257 | 257 | | 347 | | | 534 | |

**Motion #3 - By-Law amendments**

**As a special resolution, that amendments to By-Law No. 1 and the Articles of the Corporation, including related to alignment with the new member classes, be approved.**

| | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| **Question Type:** | | Multichoice | | | | | | | | |
| **Weighting:** | | Weighted | | | | | | | | |
| **Question #** | | 3 | | | | | | | | |
| **Allowed Responses:** | | 1 | | | | | | | | |
| **Participants:** | | 256 | | | | | | # | % | |
| **Choice:** | | **Description** | **Responses** | Prevotes | **%** | **In-meeting Votes** | **%** | Total votes | Exclude Abstain | Percentage said aloud |
| | 1 | Approve / J'approuve | 125 | 125 | 67.93 | 200 | 75.76 | 325 | 72.54464286 | 75.76 |
| | 2 | Reject / Je rejette | 59 | 59 | 32.07 | 64 | 24.24 | 123 | 27.45535714 | 24.24 |

| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| | 3 | Abstain / Je m'abstiens | 72 | 72 | Excluded | 79 | Excluded | 151 | |
| | | **Total** | 256 | 256 | | 343 | | | 448 |

**Motion #4 - External Auditors**

**That Deloitte LLP, be appointed as the external auditors for the College for a period of three fiscal years 2022-2023, 2023-2024, 2024-2025, and for the CFPC Employee's Pension Plan for the fiscal period starting 2022-23 and until the plan is wound up, for a fee not exceeding the amount laid out in the proposal submitted by Deloitte, i.e. $150,200 and $10,000 (plus taxes and out of pocket costs) for the College and the Pension Plan respectively, with an option to further extend for a period of 2 years beyond 2024-2025, as needed.**

| | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| **Question Type:** | | Multichoice | | | | | | | | |
| **Weighting:** | | Weighted | | | | | | | | |
| **Question #** | | 4 | | | | | | | | |
| **Allowed Responses:** | | 1 | | | | | | | | |
| **Participants:** | | 254 | | | | | | # | % | |
| **Choice:** | | **Description** | **Responses** | Prevotes | **%** | **In-meeting Votes** | **%** | Total votes | Exclude Abstain | Percentage said aloud |
| | 1 | Approve / | 111 | 111 | 70.70 | 193 | 79.75 | 304 | 76.19047619 | |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | J'approuve | | | | | | | |
| 2 | Reject / Je rejette | 46 | 46 | 29.30 | 49 | 20.25 | 95 | 23.8095 2381 |
| 3 | Abstain / Je m'abstiens | 97 | 97 | Excluded | 105 | Excluded | 202 | |
| | **Total** | 254 | 254 | | 347 | | | 399 |

This is **EXHIBIT "8"**
referred to in the Affidavit of
**ERIC MANG**
sworn before me this 15th day of October, 2024



A Commissioner, etc.
**Nathan Lean - LSO #68801A**

**MEMORANDUM**

**Date**: October 15, 2014

**To**: All Members of the College of Family Physicians of Canada

**From**: Garey Mazowita, MD, CCFP, FCFP
Chair, CFPC By-laws Committee

**Subject**: Proposed CFPC By-Law Amendments

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There are currently three topics with related by-law implications that need to be considered by the members of the CFPC for approval at the November 13th, 2014 Annual Meeting of Members.

1. Changes to the criteria for Fellowship:
    - The implementation of Mainpro+ in July 2015 will require changes to the criteria for achieving Fellowship (CME/CPD credit categories are changing and Mainpro C will no longer exist).
    - Fellowship remains an honour that can be bestowed on CFPC members for life as long as they remain a member in good standing.
    - Eligibility requires that an individual holds CCFP for 10 years and meets criteria to be set by the Board that enable the CFPC to recognize members whose personal and professional activities exemplify an application of the Principles of Family Medicine and execution of the majority of the CanMEDS-FM competencies.

2. Confirmation of the special designation format and maintenance element for Certificates of Added Competence:
    - In 2015 the CFPC will begin granting Certificates of Added Competence (CACs) to individuals in designated areas with its Section of Family Physicians with Special Interests or Focused Practices. The Board of Directors has approved the granting of CACs with five clinical areas: Care of the Elderly, Palliative Care, Family Practice Anesthesia, Emergency Medicine, and Sport and Exercise Medicine. A special designation, consistent in format, will be granted for each. Additional areas may be added in the future. This initiative marks an important step and an exciting opportunity for the CFPC and its members to clearly recognize their respective commitments and accomplishments.
    - Members awarded a CAC will be permitted to use a special designation (XX) following the CCFP designation.
    - Maintenance of competency is a vital component of medical care. As the Federation of Medical Regulatory Authorities of Canada (FMRAC) has outlined, Physician Performance Enhancement is a lifelong quality improvement program. It is intended to reinforce and validate a physician's continuing competence within his or her scope of practice. The CAC will symbolize to the public and the medical community the acquisition of a level of competence and currency in in a certain specific area.

3. The accidental omission in the current by-laws of some details and the addition of some clarification:
    - The Life Member class was accidentally omitted and clarification is being provided regarding Senior Membership applying when an individual has reached 10 consecutive years of membership in good standing, immediately prior to reaching the age of 65. These additions relate to information that currently applies to members.

**CFPC By-laws Review Process**

A standing committee of the CFPC National Board of Directors, the CFPC By-laws Committee, reviews policy changes and makes recommendations to maintain the by-laws up to date. Legal counsel is sought where appropriate.

**Member Questions**

College members are invited to review the proposed by-laws posted on the CFPC website at http://www.cfpc.ca/Bylaws/ and submit any questions or comments to Sarah Scott, CFPC Director of Governance and Strategic Planning at sks@cfpc.ca or 905-629-0900/1-800-387-6197 +1, ext. 340.

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#9b

This document contains proposed amendments relating to Certificates of Added Competence, Fellowship and Membership Classes - **only Section 9** has been included

THE COLLEGE OF FAMILY PHYSICIANS OF CANADA

LE COLLÈGE DES MÉDECINS DE FAMILLE DU CANADA

# BY-LAW NO. 1

A By-law relating generally to the transaction of the business and affairs of

**THE COLLEGE OF FAMILY PHYSICIANS OF CANADA/LE COLLÈGE DES MÉDECINS DE FAMILLE DU CANADA**

**SECTION NINE**
**MEMBERSHIP**

**9.1 Granting and Maintenance of Membership.** The right to grant new and renewing memberships, assign Members to classes of membership, grant and award special designations, and remove any or all of the above shall remain at all times with the College.

**9.2 Members in Good Standing.** In order to remain a Member in good standing an individual must meet the requirements of the class of membership to which he or she has been assigned, including compliance with the requirements for certification and the maintenance of certification (including requirements for continuing professional development (CPD) and any other criteria as determined by the Board from time to time).

**9.3 Certification**. Certification in the College of Family Physicians of Canada (CCFP) may be granted to College Members who have:

a) Successfully completed residency training accredited by the Corporation **and** successfully completed the College's Certification Examination in Family Medicine or an approved equivalent
**OR**
b) Met the College's criteria for practice eligible candidates as determined by the Board
**OR**
c) Successfully completed discipline-specific training in family medicine in a jurisdiction other than Canada that has been approved by the College as comparable to accredited Canadian training in family medicine and who currently hold certification in good standing in family medicine or the equivalent qualification from a jurisdiction other than Canada which has been judged by the College to be comparable to Certification in the College of Family Physicians of Canada ("CCFP"), and been granted registration to practice in a Canadian province or territory.

**Commented [A1]:** Being added for clarity but isn't a new requirement.

Those Members who have earned Certification in the College of Family Physicians of Canada (CCFP) shall receive a certificate recognizing their achievement.

**9.4 Fellowship and Certificates of Special or Added Competence.** Other special designations, including Fellowship and Certificates of Special or Added Competence, may be granted by the College as determined by the Board. In order to maintain these special designations Members will be required to fulfil the College's CPD requirements and meet any other criteria as determined by the Board from time to time, consistent with these by-laws.

**9.5 Membership Fees**. Members shall pay annual College membership fees as determined annually by a majority vote of the Board. Such membership fees shall subsequently be ratified by a simple majority of the membership eligible to vote at the Annual Meeting. Membership

fees shall be directed towards the cost of College programs and activities, as determined by the Board.

**9.6 Membership Classes.** There shall be two general classes of College Membership as determined by the Board: a class of Voting Membership and a class of Non-Voting Membership. Voting Members are entitled to vote at the College's Annual Meeting. All Members, whether voting or non-voting, may participate on, vote on, and chair College Committees.

**9.7 Voting Members.** The following Member classes are Voting Members:

a) An Active Member shall be a licensed physician in good standing, engaged in the practice of family medicine; who pays annual fees as set by the Board, fulfills CPD requirements as determined from time to time by the Board, and belongs to both the College and a Chapter. (Some exceptions regarding Chapter membership exist, as outlined in Board policy.)

b) An Affiliate Specialist Member shall be a licensed physician in good standing whose primary practice is a specialty other than family medicine and who holds Certification from the Royal College of Physicians and Surgeons of Canada or another certifying body recognized by the College; who pays annual fees set by the Board and fulfills CPD requirements as determined from time to time by the Board, and who may or may not choose to belong to a Chapter in addition to belonging to the College.

c) A Life Member shall be an Active Member or a Retired Member, aged 70 or older and a CFPC member in good standing for the previous 10 years. His/her entitlements/privileges shall relate to Active or Retired status.

~~c)~~d) A Resident Member shall be a physician enrolled as a resident in an approved postgraduate training program in family medicine; or is a physician who was previously a Member of the College and is now enrolled as a resident in an approved postgraduate training program in a medical discipline other than family medicine; who pays an annual fee as set by the Board, fulfills CPD requirements as determined from time to time by the Board, and belongs to both the College and a Chapter.

~~d)~~e) A Retired Member shall be a physician who is no longer actively engaged in providing medical care to patients or actively involved in any other medical or medically related field of endeavour; who does not pay an annual fee, is not required to fulfill CPD requirements as determined from time to time by the Board, and belongs to both the College and a Chapter.

~~e)~~f) A Senior Member shall be a licensed physician in good standing, aged 65 or older and a CFPC member in good standing for the previous 10 years, who is actively engaged in providing medical care to patients, or who is active in another medical or medically related field of endeavour; who pays an annual fee as set by the Board, fulfills CPD requirements as determined from time to time by the Board~~as set by the Board~~, and belongs to both the College and a Chapter.

~~f)~~g) A Sustaining Member shall be a physician who is not actively engaged in providing medical care to patients, but who is actively engaged in another medical or medically related field of endeavour; who pays an annual fee as set by the Board, fulfills CPD requirements as

**Commented [A2]:** Mistakenly omitted.
In addition, the Life Member and Senior Member criteria of 10 years as a member in good standing is also something that currently exists and the detail is felt to be important to include here.

determined from time to time by the Board, and belongs to both the College and a Chapter.

**9.8 Non-Voting Members.** Notwithstanding any other privileges, National Board Directors have the privilege to vote at the annual Meeting.

The following classes of membership are Non-Voting Members:

a) The class of Associate Member shall include other health professionals or others who work in collaboration with family physicians in clinical practice or academic departments of family medicine; who pay an annual fee as determined by the Board, and do not fulfill CPD requirements. An Associate Member may choose whether or not he or she wishes to become a Member of the Chapter in his/her province in addition to being a Member of the College.
b) An Honorary Member shall be an individual of distinction, not a family physician in Canada, who has made an outstanding contribution to the discipline of family medicine, or the College of Family Physicians of Canada, or the health and well-being of the population in and outside of Canada. An Honorary Member is not required to pay annual fees or fulfill CPD requirements, and may choose whether or not to be a Member of the Chapter in his or her province in addition to being a Member of the College.
c) A Public Member shall be a Member of the public with a role on the CFPC Board and/or its Committees; who does not pay annual fees or fulfill CPD requirements, and who may or may not choose to become a Member of the Chapter in his or her province in addition to being a Member of the College.
d) A Student Member shall be an individual enrolled in a Canadian university faculty of medicine undergraduate program leading to the MD degree who formally indicates an interest in College membership; pays an annual fee as determined by the Board, and is not required to fulfill CPD requirements. Student Members belong to both the College and a Chapter.

**9.9 Corporation Employees and Membership.** Family physicians who are employees of the Corporation, including its provincial Chapters, are eligible to be active Members but must declare an interest in matters before the Members that may relate to their employment.

**9.10 Suspension or Revocation of Membership/Special Designation.** Individuals who fail to comply with the College's membership requirements or special designation requirement, including those related to annual membership fees and/or continuing professional development and any other applicable criteria as determined by the Board:

(a) shall have their College membership, Certification, Fellowship and any special designations suspended or revoked: and

(b) shall lose the right to continue to use any College special designations until such rights have been reinstated by the College.

Individuals who fail to comply with the College's requirements for maintaining Certificates of Added Competence shall have their Certificate of Added Competence and its special designation suspended or revoked, but this does not affect the individual's membership status, Certification in The College of Family Physicians of Canada (CCFP), or Fellowship (FCFP).

**9.11 Medical Regulatory Authority Notice.** On receipt of notification from a medical regulatory authority of the suspension or revocation of the licence of a College Member, the College shall immediately suspend or revoke that Member's College membership and special designations and shall notify the Member of this action.

**9.12 Restoration of Membership/Special Designations.** A licensed physician in good standing whose College membership and/or special designations were suspended or revoked may apply for reinstatement of such membership and/or special designations. To have membership and/or special designations restored a physician must:

a) Submit the membership fee for the current year
b) Provide evidence of having carried out continuing professional development which meets the requirements of the College and any other applicable criteria as determined by the Board
c) In the case of a physician whose licence has been suspended or revoked by a medical regulatory authority, also provide evidence of such licence having been reinstated.

**SPECIAL RESOLUTION OF THE MEMBERS OF**

## THE COLLEGE OF FAMILY PHYSICIANS OF CANADA/LE COLLÈGE DES MÉDICINS DE FAMILLE DU CANADA

(the "Corporation")

Continuing the Corporation under the provisions of the *Canada Not-for-Profit Corporations Act* ("CNCA") and authorizing the Directors to apply for a Certificate of Continuance.

**WHEREAS** the Corporation was incorporated under Part II of the *Canada Corporations Act* by Letters Patent dated the 16th day of May 1968;

**AND WHEREAS** it is considered to be in the best interests of the Corporation that it be continued under the CNCA pursuant to section 297.

**BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:**

1. The Directors of the Corporation are hereby authorized and directed to make an application under section 297 of the CNCA to the Director for a Certificate of Continuance of the Corporation;

2. The Articles of Continuance (transition) of the Corporation, which have been submitted to this meeting and are annexed to these minutes as Schedule A, are hereby approved;

3. The By-laws of the Corporation (as amended) are repealed and the new By-laws, which have been submitted to this meeting and annexed to these minutes as Schedule B, are approved and will be effective on the date that the corporation continues under the CNCA; and

4. Any one of the Officers and Directors of the Corporation is authorized to take all such actions and execute and deliver all such documentation, including the annexed Articles of Continuance (transition), the notice of registered office and of directors in the forms fixed by the Director, which are necessary or desirable for the implementation of this resolution.

ENACTED this 1st day of June, 2014.

WITNESS the seal of the Corporation.

_____ _____

Chair Secretary Treasurer

**ASSEMBLÉE ANNUELLE DES MEMBRES/ANNUAL MEETING OF MEMBERS**
**Jeudi 13 novembre 2014 de 12 h 30 à 13 h 30**
**Thursday, November 13th, 2014 12:30 – 1:30 p.m.**
**----------**
**Room 2000A, Quebec City Convention Centre, Quebec, QC /**
**Salle 2000A, Centre des congrès de Québec, Québec (Québec)**

**Dr. Kathy Lawrence presiding / Présidente de la séance : Dre Kathy Lawrence**

| **AGENDA/ ORDRE DU JOUR** | **Presenter/ Présenté par** |
|---|---|
| **1. Call to order/Ouverture de la séance** | K. Lawrence |
| **2. Recognition of Past-Presidents/Reconnaissance des anciens présidents** | K. Lawrence |
| **3. 2013-14 Memorial Roll of CFPC Members/ Membres du CMFC décédés en 2013-14** | M.-D. Beaulieu |
| **4. Minutes of the last Annual General Meeting/ Procès-verbal de la dernière assemblée générale annuelle** | K. Lawrence |

**MINUTES**
**BE IT RESOLVED:**
**THAT** the Minutes of the CFPC Annual General Meeting held in Vancouver, British Columbia on November 7th, 2013 be approved.

**PROCÈS-VERBAL**
**IL EST RÉSOLU :**
**QUE** le procès-verbal de l'Assemblée générale annuelle du CMFC, qui a eu lieu à Vancouver (Colombie-Britannique) le 7 novembre 2013 soit approuvé.

**5. Report of the President/Rapport de la présidente** K. Lawrence
**5.1 Annual Report/Rapport annuel**

**5.2 Governance and stakeholder engagement changes/ Changements en matière de gouvernance et engagement des intervenants**

**PROPOSED GOVERNANCE DIRECTION**

**THAT** the CFPC members approve in principle transitioning from the current Board of Directors to a smaller skills-based Board of Directors that will be reflective of the membership and elected at the 2015 Annual Meeting of Members;
**FURTHER THAT** the CFPC members direct the Board of Directors to submit a related proposal regarding board composition and function and stakeholder engagement for member consideration at the 2015 Annual Meeting of Members.

**ORIENTATION PROPOSÉE EN MATIÈRE DE GOUVERNANCE**

**QUE** les membres du CMFC approuvent en principe la transition du Conseil d'administration actuel vers un Conseil plus petit et axé sur les compétences qui reflète la composition de notre effectif et dont les membres seront élus à l'Assemblée annuelle des membres de 2015;

**ET QUE** les membres du CMFC demandent au Conseil d'administration de soumettre aux membres une proposition relative à la composition et à la fonction du Conseil d'administration ainsi qu'à l'engagement des intervenants, pour considération à l'Assemblée annuelle des membres de 2015.

**SUSPENDING BOARD DIRECTOR ELECTIONS**

**THAT** the CFPC members approve suspending Board Director nominations other than for Executive Committee positions, at the November 13th, 2014 Annual Meeting of Members.

**ANNULATION DE L'ÉLECTION DES MEMBRES DU CONSEIL**

**QUE** les membres du CMFC autorisent l'annulation des mises en candidature autres que celles des membres du Comité de direction lors de l'Assemblée annuelle des membres du 13 novembre 2014.

**6 Report of the Executive Director and CEO/** F. Lemire
**Rapport de la Directrice générale et Chef de la direction**

**7 Report of the Nominating Committee/Rapport du Comité des candidatures** MD. Beaulieu

**REPORT OF NOMINATING COMMITTEE**
**BE IT RESOLVED:**
**THAT** the report of the Nominating Committee be approved.

**RAPPORT DU COMITÉ DES CANDIDATURES**
**IL EST RÉSOLU :**
**QUE** le rapport du Comité des candidatures soit approuvé.

**8 Report of the Honorary Treasurer/Rapport de la trésorière honoraire** J. Hall

**a) Audited Financial Statements to December 31, 2013/**
**États financiers vérifiés en date du 31 décembre 2013**

**AUDITED FINANCIAL STATEMENTS**
**BE IT RESOVED:**
**THAT** the 2013 Audited Financial Statements be approved.

**ÉTATS FINANCIERS VÉRIFIÉS**
**IL EST RÉSOLU :**
**QUE** les états financiers vérifiés 2013 soient approuvés.

**b) 2015-16 Member fees/ Droits d'adhésion pour 2015-16**

**MEMBER FEES**
**BE IT RESOLVED:**
**THAT** the 2015-2016 member fees be approved.

**DROITS D'ADHÉSION**
**IL EST RÉSOLU :**
**QUE** les droits d'adhésion pour 2015-2016 soient approuvés.

**c) Auditors/ Vérificateurs**

**EXTERNAL AUDITORS**
**BE IT RESOLVED:**
**THAT** Deloitte & Touche be approved as the external auditors for the 2015-2016 fiscal year.

**VÉRIFICATEURS EXTERNES**
**IL EST RÉSOLU :**
**QUE** Deloitte & Touche soient approuvés en tant que vérificateurs externes pour l'exercice 2015-2016.

| | | |
|---|---|---|
| 9 | **By-law Amendments/Amendements aux Règlements** | G. Mazowita |

**BY-LAW AMENDMENTS**
**THAT** the amendments to the CFPC By-laws be approved.

**AMENDEMENTS AUX RÈGLEMENTS**
**QUE** les amendements aux Règlements administratifs du CMFC soient approuvés.

| | | |
|---|---|---|
| **10** | **Report of the Board Chair/Rapport du président du Conseil d'administration** | G. Mazowita |
| **11** | **Recognition of CFPC Award Recipients/ Reconnaissance des récipiendaires des prix et bourses du CMFC** | K. Lawrence |
| **12** | **New Business/ Affaires nouvelles** | K. Lawrence |
| **13** | **Adjournment/ Levée de la séance** | |

This is **EXHIBIT "9"**
referred to in the Affidavit of
**ERIC MANG**
sworn before me this 15th day of October, 2024



A Commissioner, etc.
**Nathan Lean - LSO #68801A**

# Member Class, Fees and Revenue Strategy

Theresa Maguire-Garber
Mark Banbury
Eric Mang

June 2022



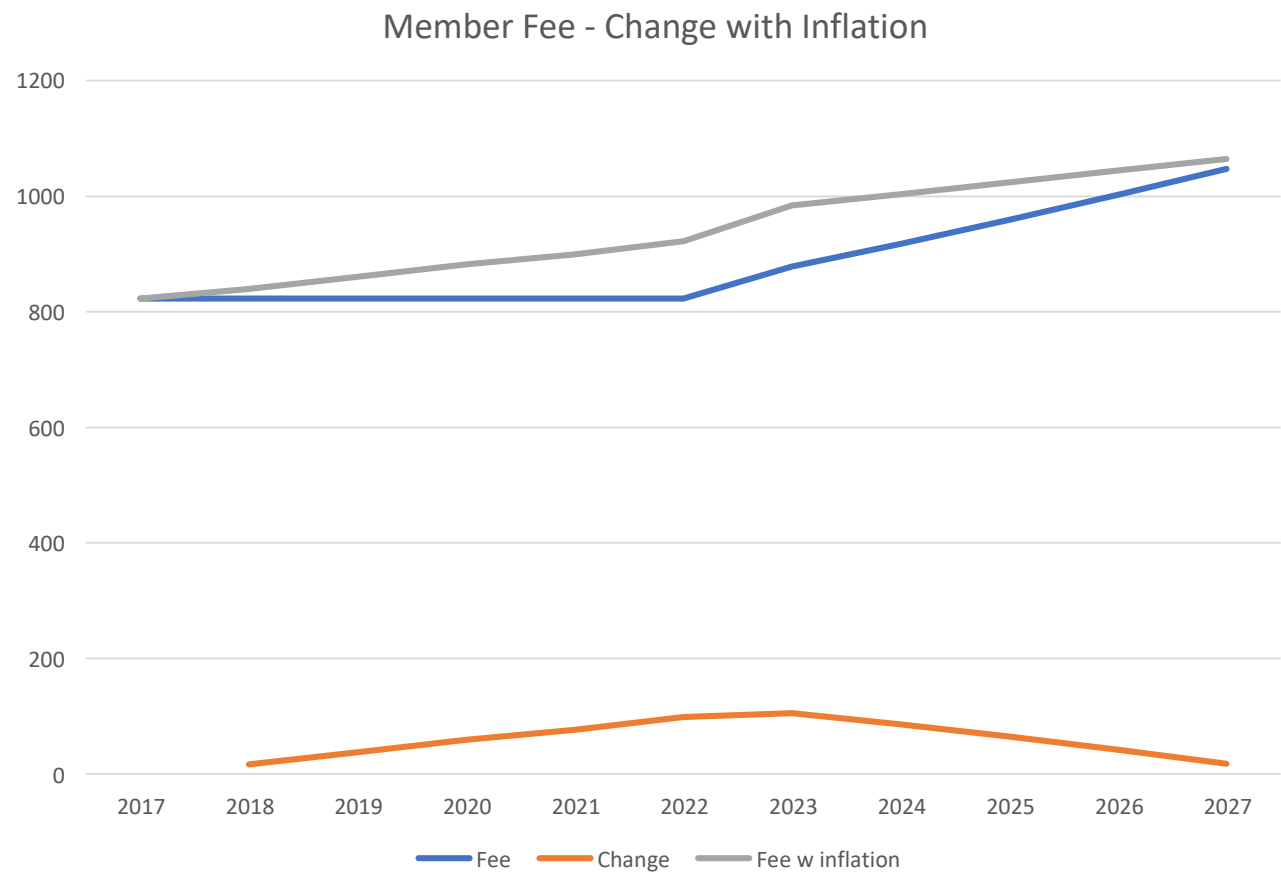
# The Issue

- Too many member classes! We have 11!
- NMMP is a transactional category. Does not support the value of membership; of belonging to the CFPC and does not pay Chapter fees
- Last time we raised fees was June 1, 2017. In 2017, Trump was sworn in as president, the #MeToo movement was launched, Prince Harry and Megan Markle got engaged
- Revenue is falling behind and we will be forced to make decisions leading to terminating projects and programs



# Member Fees – falling behind, catching up

- 2017 to 2022: member fee frozen at $823, the blue line.
- 2017 to 2027: if member fee increased by inflation, the grey line.
- 2023 to 2027: member fee proposed strategy (catching up), the blue line.
- 2018 to 2027: the difference between the actual member fee and the fee with inflation added, the orange line.
- 6.7% inflationary increase in 2023 begins to close the gap
- The proposed strategy of increasing the member fee by inflation plus 2.5% continues to close the gap






# The Proposal

- Improve member service by reducing number of member classes (from 11 to 4)
- The 12th category is NMMP – close this category to all new “joiners”
- Align member fees with one of four classes
- Develop a five-year member fee strategy
- Highlight and increase the value and importance of the CCFP designation and the CFPC
- Recognition of the value of allied health professionals being members of the College
- Taxing fees (HST/GST) allows us to offer benefits and discounts

# The Risks

- Major revenue shortfalls. Get ready for tough program and project decisions if no increase to fees.
- Too many categories poses logistical problems and member confusion. Could also undermine value of membership
- Proposals voted down at the AMM



# The Approach

- Proposing 6 motions – bylaw amendments and fees subject to approval at AMM
- Proposing two scenarios to the Board
- New classes would be effective January 1, 2023; NMMP category will be closed to “joiners” on January 1, 2023
- Upon approval of the motions, will prepare a communications plan. Underscoring value, benefit and some of our new terms (e.g. practicing and non-practicing)
- Add an Allied Professional class to include those who are in health care/practice but are not FPs
- Allow options for physicians who hold a provisional license to be active CFPC members under the new Practicing class with the MCFP designation; special conditions apply as they work to obtain their full license

# Questions





This is **EXHIBIT "10"**
referred to in the Affidavit of
**ERIC MANG**
sworn before me this 15th day of October, 2024



A Commissioner, etc.
**Nathan Lean - LSO #68801A**

THE COLLEGE OF FAMILY PHYSICIANS OF CANADA
LE COLLÈGE DES MÉDECINS DE FAMILLE DU CANADA

**1. a) Topic: Proposal for Membership class and Non-Member Mainpro+ Participant (NMMP) category structure, fee, and revenue strategy**

**b) Brief description of the opportunities presented by this topic:**

With the implementation of the CFPC Constituent Relationship Management (CCRM) platform, it is the opportune time to rethink how we incorporate sound business changes to our processes, policies, and Bylaws in relation to member classes, fees and a sound, future-oriented revenue strategy. We propose the following:

1. Changes to the CFPC's member structure and classes by reducing the number of classes
2. Closing the Non-Member Mainpro+ Participant (NMMP) option for all new members (grandfathering those that are categorized as NMMP as of January 1, 2023). NMMP fee aligned with member fees.
3. Member fees aligned with streamlined classes
4. A five-year member fee strategy

This proposal will:

- Better align, simplify, and improve clarity around the different classes of membership regarding voting and non-voting members as well as to group classes that are similar in criteria, support, and fee structure to ensure fairness and consistency for all our members.
- Enhance the financial viability of the organization, which gives us the capacity to meet our strategic goals and objectives. Note that there is a risk that revenue shortfalls will force decisions leading to terminating projects and programs.
- Ensure the continuance of programs that members value and allow for the addition of programs that address changing member needs.
- Highlight the value and importance of the CCFP designation and the CFPC.
- Allow options for physicians who hold a provisional license to be active CFPC members under the new practicing class with the active Member of the College of Family Physicians (MCFP) designation with special conditions as they work to obtain their full license.
- Recognize the value of allied health professionals being members of the College
- Harmonize fees based on practicing, allied, and learner classes
- Provide an understanding of the financial hardships of learners as they grow towards becoming a practicing member

**2. Reason(s) for the submission to the Board (one or more):**

1. To recommend changes to the CFPC's Member class and Non-Member Mainpro+ Participant (NMMP) category structure
2. To recommend changes to Member and NMMP fee pricing strategy
3. To recommend a five-year fee strategy to be presented at the Annual Meeting of Members (AMM) in October 2022.

To highlight specific information ☒
For Discussion & Feedback ☒
For Decision ☒

**3. Resolution/Motion:**

**Proposal for Membership class and Non-Member Mainpro+ Participant (NMMP) category structure, fee, and revenue strategy**

**That** effective January 1, 2023, the current 11 CFPC member classes be reduced to **three or four** CFPC Member classes – **Practicing, Non-Practicing, and Learner; Or Practicing, Non-Practicing, Learner, and Allied Professional**;

**And Further That** effective January 1, 2023, the Non-Member Mainpro+ Participant category be closed to new additions;

**And Further That** the fees be aligned to the new member classes effective July 1, 2023**;**

**And Further That** effective July 1, 2023, the newly aligned fees be increased by 6.7% representing inflation, to be reconfirmed in Fall 2022 prior to the Annual Members' Meeting (AMM);

**And Further That** effective July 1, 2023, appropriate levels of GST/HST will be added to all classes of member fees to remit to the appropriate tax body;

**And Further That** member fees be increased annually thereafter, until and including July 1, 2027, by the inflation rate for the past twelve months plus 2.5% to ensure continued growth in member programs and projects.

**4. Alignment with Strategic Objectives:**

| Strategic Objectives | Describe alignment |
|---|---|
| **Day-to-day ongoing operations** | Harmonizing member classes and fees to ensure financial stability, equity amongst member classes, welcoming allied health professionals as members, simplify the number of classes and fees as we embark upon a new CCRM and align fees with classes based on the type of member rather than historical definitions that are no longer relevant. |

**5. Risk Analysis:**

a) Reputational ☒ Yes ☐ No

*Explain: Some Non-Member Mainpro+ Participants will react negatively as their class has changed and are paying a higher member fee, those NMMP grandfathered will pay an increased fee and as is the case for all practicing members will be required to be members in good standing and to report CPD credits or find another option. Other member classes may withdraw from CFPC due to increased fees. Two scenarios have been included to provide for sensitivity analyses while decisions are made.*

b) Financial ☒ Yes ☐ No
*Explain: See charts below. If the CFPC continues to be revenue challenged, considerations to cut programs and/or projects will be necessary.*

c) Political (government and other stakeholder organizations) ☐ Yes ☒ No
*Explain:*

d) Chapter relations ☒ Yes ☐ No
*Explain: Practicing members must be affiliated with a Chapter. However, a number of extant classes do not pay a Chapter fee. A realignment of classes, could be financially beneficial to Chapters. Please see charts below and Appendix A.*

e) Other ☒ Yes ☐ No
*Explain: MRAs and the Royal College would need to be advised of new classes of membership; a communication plan would be developed for all stakeholders that are impacted or need to be informed. We have intentionally not notified these partners now given the sensitivity and confidentiality of these recommendations.*

## 6. THE BACKGROUND

### A. REDUCTION IN MEMBERSHIP CLASSES

To decrease the current 11 membership classes as outlined in the present CFPC Bylaws to three or four classes effective January 1, 2023; and to close the category of NMMP to new applicants or "switchers" (i.e. those who switch from Active to NMMP) effective January 1, 2023.

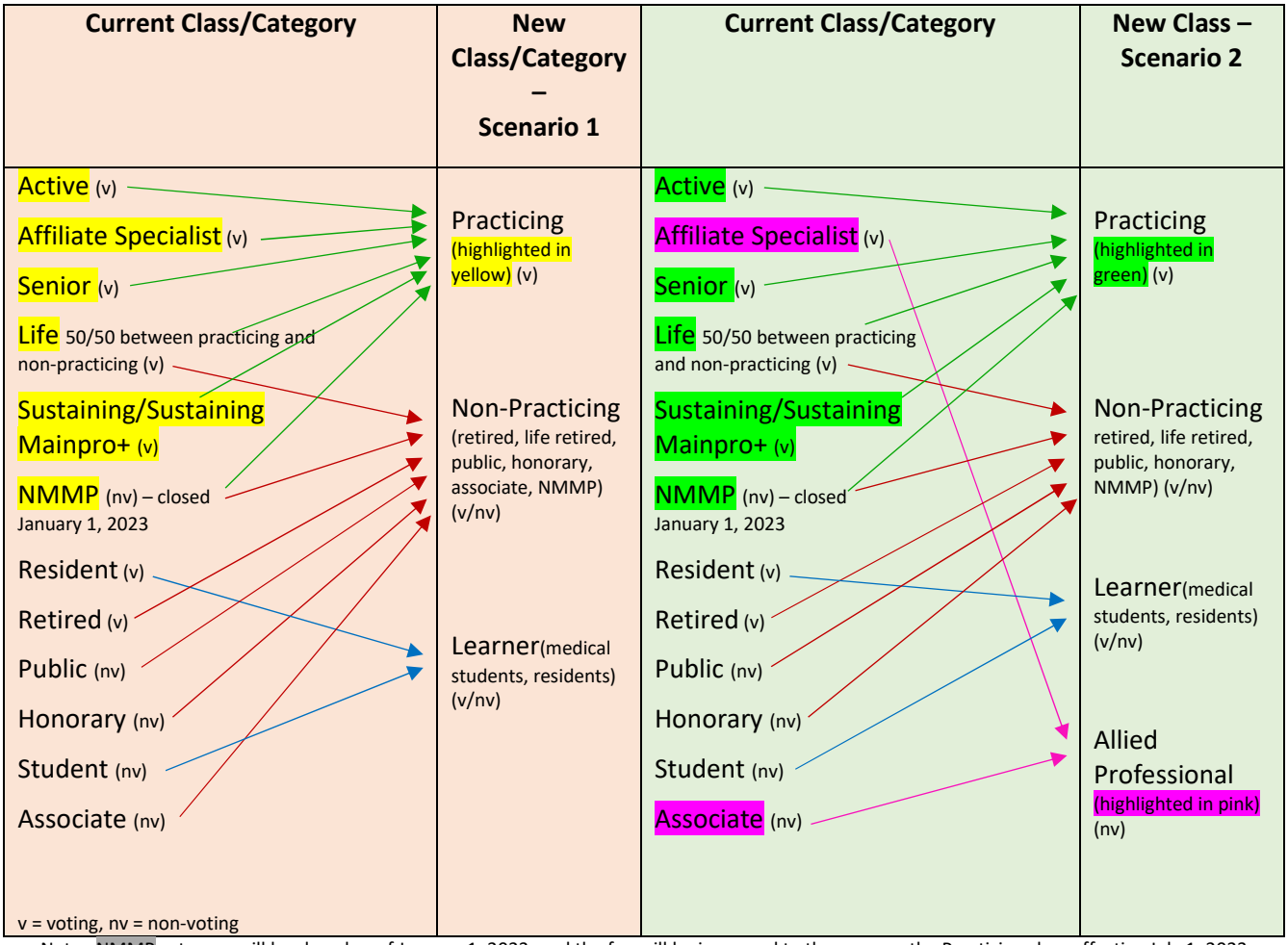
Please see ***Appendix A*** (embedded Excel document) for a description of all current classes and application of fees, license status and CPD requirements. This is present state.

**Defining Terms:** "Practicing" includes physicians who are fully in administrative practice, or research, or education, as well as clinical practice. MD Affiliates are included.

Current Membership Classes and Numbers, Current NMMP Category and Number as of April 21, 2022:

| CPD Required? | Voting Classes *(Qty)* | Non-Voting Classes *(Qty)* |
|---|---|---|
| Yes | • Active *(31,092)*<br>• Affiliate Specialist (CPD in either CFPC or RCPSC) *(266)*<br>• Senior *(1,566)*<br>• Life (Practicing) *(1,159)*<br>**Total: 32,948** | • Non-Member Mainpro+ Participant (NMMP) *(3,347)*<br>• Sustaining Mainpro+ *(12)*<br>**Total: 3,359** |
| No | • Life – (Non Practicing) both Active and Retired *(1,416)*<br>• Resident *(3,342)*<br>• Sustaining *(24)*<br>• Retired *(1,404)*<br>**Total: 7,320** | • Public *(15)*<br>• Honorary *(62)*<br>• Student *(1,213)*<br>• Associate *(62)*<br>**Total: 1,352** |

Proposed Classes effective January 1, 2023 (two scenarios – v=voting, nv = non-voting):




Note: NMMP category will be closed as of January 1, 2023, and the fee will be increased to the same as the Practicing class effective July 1, 2023

| New Class – Scenario 1 | Potential Designations | New Class – Scenario 2 | Potential Designations |
|---|---|---|---|
| Practicing | CCFP, CCFP (CAC), MCFP | Practicing | CCFP, CCFP (CAC), MCFP |
| Non-Practicing | CCFP, CCFP (CAC), MCFP | Non-Practicing | CCFP, CCFP (CAC), MCFP |
| Learner | n/a | Learner | n/a |
| | | Allied Professional | MCFP |

Note: NMMP category will be closed as of January 1, 2023, and the fee will be increased to the same as the Practicing class effective July 1, 2023

| **New Class – Scenario 1** | **CPD Required (to be tracked in Mainpro+)** | **New Class – Scenario 2** | **CPD Required (to be tracked in Mainpro+)** |
|---|---|---|---|
| Practicing | If CCFP yes<br>If MCFP yes<br>Add NMMP to practicing: it is persisting quietly as a category | Practicing | If CCFP yes<br>If MCFP yes |
| Non-Practicing | No | Non-Practicing | No |
| Learner | No | Learner | No, but currently optional for residents |
| | | Allied Professional | No |

Note: NMMP category will be closed to new applicants as of January 1, 2023, and the fee will be increased to the same as the Practicing class effective July 1, 2023

| New Class – Scenario 1 | Value/Benefit of Membership | New Class – Scenario 2 | Value/Benefit of Membership |
|---|---|---|---|
| Practicing | Voting<br>Member fee on all products offered by CFPC<br>Receive Journal<br>Benefits from Advocacy | Practicing | Voting<br>Member fee on all products offered by CFPC<br>Receive Journal<br>Benefits from Advocacy |
| Non-Practicing | Non-voting<br>Member fee on all products offered by CFPC<br>Benefits of Advocacy | Non-Practicing | Non-voting<br>Member fee on all products offered by CFPC<br>Benefits of Advocacy |
| Learner | Non-voting<br>Special fees on products offered by CFPC<br>Free enrollment into Self Learning<br>Receive Journal<br>Benefits from Advocacy | Learner | Non-voting<br>Special fees on products offered by CFPC<br>Free enrollment into Self Learning<br>Receive Journal<br>Benefits from Advocacy |
| | | Allied Professional | Non-voting<br>Member fee on all products offered by CFPC |

Note: NMMP category will be closed to new applicants as of January 1, 2023, and the fee will be increased to the same as the Practicing class effective July 1, 2023

The new classes will be effective on January 1, 2023, and all members will be moved to their new classes once a scenario is chosen. The NMMP category will be closed on January 1, 2023, with participants at the date remaining until the category is depleted through attrition. NMMP will remain non-voting. A communication plan will be developed to ensure members are aware of the changes to their class of membership well in advance of any changes being made. Staff will be able to see in the member profile the former class and other details/fields e.g., voting, or non-voting; CPD required or not required; complimentary or reduced fee, etc. to support members with this change.

Closing the NMMP category to new applicants will mean that those who are only seeking CPD tracking, they will have a few options:

1. Join the CFPC in the Practicing class as a MCFP or CCFP (Include proposed cost)
2. A provincial credit tracking system, as used in Quebec, for example.
3. The Royal College of Physicians and Surgeons of Canada (RCPSC), who only offers a membership class and does not offer an equivalent to NMMP. Currently membership fees for the RCPSC for a practicing physician (a Fellow) are $990 per annum.
4. The Medical Psychotherapy Association Canada (MPAC), for Ontario only. Currently membership fees for the MPAC are $390.

This proposed shift will:

- Better align, simplify, and improve clarity around the different classes of membership regarding voting and non-voting members as well as to group classes that are similar in criteria, support, and fee structure to ensure fairness and consistency for all our members.
- Ensure the continuance of programs that members value and to allow for the addition of programs that address changing member needs
- Highlight the value and importance of the CCFP designation and the CFPC.
- Allow options for physicians who hold a provisional license to be active CFPC members under the new Practicing class with the MCFP designation with special conditions as they work to obtain their full license.
-
- Provide for membership fee equity across member classes

B. **MEMBER FEES**

To assign member fees to the new member classes effective July 1, 2023. The comparison in the chart below is based on current fees which have not changed since July 1, 2017.

| Current Class | Current Fee | Scenario 1 Class | Scenario 1 Fee exclusive of HST/GST | Scenario 2 Class | Scenario 2 Fee exclusive of HST/GST |
|---|---|---|---|---|---|
| Active Member | $823 | Practicing | $823 | Practicing | $823 |
| Active 1st Year* **Further BoD discussion on June 10, 2022, when reviewing, discussing and finalizing the FM Exam Fee Strategy** | $425 | Practicing | $823 | Practicing | $823 |
| Affiliate | $529 | Practicing | $823 | Allied Professional | $617* |
| Out of Country | $559 | Practicing | $823 Or $0 | Practicing | $823 Or $0 |
| Senior | $559 | Practicing | $823 | Practicing | $823 |
| Sustaining/Sustaining Mainpro+ | $559 | Practicing | $823 | Practicing | $823 |
| Students | $0 | Learner | $50 | Learner | $50 |
| Residents' 1st year | $0 | Learner | $50 | Learner | $50 |
| Residents' 2nd to 6th year inclusive | $102 | Learner | $50 | Learner | $50 |
| Life | $0 | Practicing or Non-Practicing | $823 | Practicing or Non-Practicing | $823 |
| Retired | $0 | Non-Practicing | $0 | Non-Practicing | $0 |
| Honorary | $0 | Non-Practicing | $0 | Non-Practicing | $0 |
| Public | $0 | Non-Practicing | $0 | Non-Practicing | $0 |
| Associate | $102 | Practicing | $823 | Allied Professional | $617* |
| NMMP (category will be closed to new applicants as of January 1, 2023, and the fee will be increased to the same as the Practicing class effective July 1, 2023) | $625 | Practicing or Non-Practicing | $823 | Practicing or Non-Practicing | $823 |
| **Total Revenue using Forecasted Membership for 2023/24** | | **$29,975,585** | | **$29,924,772** | |

For comparison purposes, total revenue under the current state would be $28,512,474 *75% of Practicing

The proposed fee structure shift will:

- Enhance the financial viability of the organization, which gives us the capacity to meet our strategic goals and objectives.
- Ensure the continuance of programs that members value and to allow for the addition of programs that address changing member needs
- In the first scenario there is a risk of loss of membership for those that need not track CPD through CFPC, the second scenario provides a reduced fee (75%) recognizing that these two types of members are not required to track CPD through CFPC

## C. FIVE-YEAR MEMBER FEE STRATEGY

Member and NMMP fees have not increased since July 1, 2017. The net impact of inflationary increases from July 1, 2017, to July 1, 2022, is approximately 12.6%, assuming an average annual inflation rate of 2%.

As of March 2022, the Consumer Price Index, as calculated by Statistics Canada, is 6.7% and may go as high as 7.5%.

The CFPC has not historically collected GST/HST on member fees. Given that membership in the CFPC is voluntary, by not collecting GST/HST we have limited opportunities where we can provide our members with discounts and benefits with a financial value. If GST/HST is applied the rate can be as low as 5% to as high as 15% dependent upon the members Province or Territory of residence as follows:

| Province/Territory | HST/GST % |
|---|---|
| Alberta [GST] | 5% |
| British Columbia [HST] | 12% |
| Manitoba [HST] | 5% |
| New Brunswick [HST] | 15% |
| Newfoundland and Labrador [HST] | 15% |
| Northwest Territories [GST] | 5% |
| Nova Scotia [HST] | 15% |
| Nunavut [GST] | 5% |
| Ontario [HST] | 13% |
| Prince Edward Island [HST] | 15% |
| Quebec [GST + QST] | 14.975% |
| Saskatchewan [HST] | 5% |
| Yukon [GST] | 5% |

The recommended fee strategy is as follows:

(a) Align the current fees with the new member classes

(b) Increase the fees effective July 1, 2023, by 6.7% inflation, to be confirmed at the fall Board of Directors meeting prior to the AMM in November 2022

(c) Add GST/HST to the fees effective July 1, 2023, at a rate of 5% - 15% dependent on the members Province or Territory of residence.

(d) Increase fees for each of the four years following July 1, 2023 [2024, 2025, 2026, 2027] by the inflation rate for the past twelve months plus 2.5% to ensure continued growth in member programs and projects.

The current CFPC Bylaw would require amendment to reflect the new classes of membership. Staff will provide updated Bylaw considerations at the fall Board of Directors meeting prior to the AMM in November 2022.

The following represents the recommended fee structure effective July 1, 2023:

| **Scenario 1 Class** | **Scenario 1 Fee** **(exclusive of GST/HST)** | **Scenario 2 Class** | **Scenario 2 Fee** **(exclusive of GST/HST)** | **Chapter Membership Required** |
|---|---|---|---|---|
| Practicing | $878 [$823 plus 6.7% inflation increase] | Practicing | $878 [$823 plus 6.7% inflation increase] | Yes |
| Learner | $50 | Learner | $50 | No |
| | | Allied Healthcare Professional | $659 [75% of practicing] | Yes |
| Non - Practicing | $0 | Non - Practicing | $0 | No |
| NMMP (closed to new applicants as of January 1, 2023) | $878 [$823 plus 6.7% inflation increase] | NMMP (closed to new applicants as of January 1, 2023) | $878 [$823 plus 6.7% inflation increase] | No |
| **Total Revenue using Forecasted Membership for 2023/24**** | **$31,332,455** | | **$31,278,435** | |

**** Assumptions made in the calculation of Total Revenue:**

- 50% of life members are or will retire as a result of fee
- 50% of senior members will retire as a result of fee
- 50% of all sustaining members will retire as a result of fee
- 100% of current NMMP will retire at a rate of 20% per year

| Forecasted Revenue | Scenario 1 | Scenario 2 |
|---|---|---|
| 2023/24 | $31,332,455 | $31,278,435 |
| 2024/25 | $33,192,684 | $33,109,188 |
| 2025/26 | $34,115,599 | $34,028,401 |
| 2026/27 | $35,049,085 | $34,957,943 |
| 2027/28 | $36,004,204 | $35,908,990 |

Assuming annual increase of inflation of 2% plus 2.5% for all membership fees
Assuming annual increase in practicing members less retirements and former NMMPS retiring balances to zero
For comparison purposes, total revenue for 2023-24 under the current state would be $ 29,782,025

Change in Class and Fee impact on our current members:

| Current Class | Current Fee | Scenario 1 Fee | Scenario 1 %age increase | Scenario 2 Class | Scenario 3 %age increase |
|---|---|---|---|---|---|
| Active [practicing] | $823 | $878 | 6.70% | $878 | 6.70% |
| Active 1st Year [practicing] | $425 | $878 | 106.59% | $878 | 106.59% |
| Affiliate [practicing/Allied Professional] | $529 | $878 | 57.06% | $659 | 17.89% |
| Out of Country [practicing] | $559 | $878 | 57.06% | $878 | 57.06% |
| Senior [practicing] | $559 | $878 | 57.06% | $878 | 57.06% |
| Sustaining/Sustaining Mainpro+ [practicing] | $559 | $878 | 57.06% | $878 | 57.06% |
| Students [learner] | $0 | $50 | Starting fee was $0 | $50 | Starting fee was $0 |
| Residents' 1st year [learner] | $0 | $50 | Starting fee was $0 | $50 | Starting fee was $0 |
| Residents' 2nd to 6th year inclusive [learner] | $102 | $50 | (50.98%) | $50 | (50.98%) |
| Life [practicing or non-practicing] | $0 | $878 Or $0 | Starting fee was $0 | $878 Or $0 | Starting fee was $0 |
| Retired [non practicing] | $0 | $0 | Starting fee was $0 | $0 | Starting fee was $0 |
| Honorary [non practicing] | $0 | $0 | Starting fee was $0 | $0 | Starting fee was $0 |
| Public [non practicing] | $0 | $0 | Starting fee was $0 | $0 | Starting fee was $0 |
| Associate [non-practicing/Allied Healthcare Professional] | $102 | $878 | 760.78% | $659 | 546.08% |
| NMMP [closed to new applicants as of January 1, 2023] | $625 | $878 | 40.48% | $878 | 40.48% |

**7. GENERAL INFORMATION**

**If relevant, provide an analysis of the impact of the recommendation/action:**

a) on CFPC staffing requirements: ☐ Yes ☒ No
*Explain:*

b) on the budget: ☒ Yes ☐ No
*Explain: See above*

c) on IT: ☒ Yes ☐ No
*Explain: Changes will be required in our new Salesforce CCRM system in order to align with the new classes, and support charging of the new fees. This has been anticipated as part of the CCRM project and would be considered in the future to be ongoing work.*

d) on Chapters: ☒ Yes ☒ No
*Explain: Those choosing to end their relationship with the College, in classes where there was historically a Chapter fee, results in revenue loss for Chapters. However, Chapters stand to gain revenue as a result of an expanded practicing category, where in specific previous 'Life' members will pay both a national and Chapter fee. Closing the NMMP category also benefits Chapters as NMMPs do not pay a Chapter fee. Further, the fees in the table above affect National revenue only. Chapters set their own fees.*

e) Have other College groups – Committees, Sections, Departments, Chapters, etc., been informed/consulted for feedback re. this issue? ☒ Yes ☐ No
If yes, please specify who and what has been requested.
Member and External Relations, Professional Development and Practice Support, Information Technology Services, Academic Family Medicine and Corporate Services were consulted and worked on the backgrounder collaboratively. This was also raised at the CAED meeting.

**8. Date of submission:**

**9. Is there a timeline for the feedback or decision from the Board?**
☒ **Yes** ☐ **No** ***Timeline: June 2022***

**10. Submitted by:**

Mark Banbury, Executive Director, Information and Technology Services
Theresa Maguire-Garber, Executive Director, Corporate Services
Eric Mang, Executive Director, Member and External Relations

**11. Do the submitters have any real, perceived, or potential conflict of interest pertaining to the decision to be made on this topic on behalf of the organization?**
☐ **Yes** ☒ **No** ***If yes, please explain:***

***Appendix A: Class Definitions (current state)***



4.1.2.1a_Appendix_Member Classes.xlsx

This is **EXHIBIT "11"**
referred to in the Affidavit of
**ERIC MANG**
sworn before me this 15th day of October, 2024



A Commissioner, etc.
**Nathan Lean - LSO #68801A**



**From:** Sarah Scott <sks@cfpc.ca>
**Sent:** Monday, August 29, 2022 7:38 AM
**To:** Dies, Emily <emily.dies@blakes.com>
**Cc:** Sarah Scott <sks@cfpc.ca>
**Subject:** For Tuesday at 1:00 - CFPC Bylaw amendments

Hi Emily,

I hope you had a great weekend - another beautiful weather one!

To inform our meeting tomorrow, please find 2 attachments. Please start with 'Objectives…docx'.

Looking forward to your help as this is not our area of expertise!

See you tomorrow,
Sarah

Sarah Scott
Director, Governance & Strategic Planning/Directrice, Gouvernance et planification stratégique
Office of the Executive Director and Chief Executive Officer/ Bureau de la Directrice générale et chef de la direction
The College of Family Physicians of Canada/Le Collège des Médecins de Famille du Canada
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THE COLLEGE OF FAMILY PHYSICIANS OF CANADA
LE COLLÈGE DES MÉDECINS DE FAMILLE DU CANADA
TM/MC

## Objectives for meeting August 30, 2022; Emily Dies and Sarah Scott:

1. To confirm appropriateness of track changes in the Bylaw embedded below (and attached), along with comments for rationale.



2.1b_By-law with proposed amendmen

2. To develop the necessary resolutions for the following:
    a. **Board approval of the Bylaw amendments**.
        i. The Board has approved all the changes separately. We need (a) resolution(s) for the Board to approve the Bylaw amendments (Sept. 14th) being shared with Members for approval at the Annual Meeting (Nov. 2nd).
    b. **Member approval of the changes to Member classes**. (Stand-alone item on Nov. 2, 2022, Annual Meeting agenda)
    c. **Member approval of the Bylaw amendments**. (Separate item on Nov. 2, 2022, Annual Meeting agenda)
        i. Question: It is our understanding that the Members don't vote specifically on the Non-Member Mainpro+ Participant category, however this is part of the Bylaw amendments requiring Member approval. Do you have advice on how to approach this? Should it be included when sharing the proposed member class changes to Members or only when sharing the Bylaw amendments for Member approval?
3. To determine if there's a resolution that will permit all 10 CFPC Chapters to amend their Bylaws accordingly, related to the member classes, without requiring the CFPC Board to review and approve each one separately.

**Timeframe:** As close as possible to September 1st, the Bylaw amendments and resolution will be circulated to the Board for consideration. I apologize, Emily, not ideal. If this is not possible, perhaps the Bylaw amendments and a more generic resolution can be shared with the Board – e.g. : **That** the Board approve the proposed by-law amendments dated X, for member consideration at the November 2, 2022 Annual Meeting of Members.

Below are very draft resolutions that may (or may not!) get us started.

## Part 1: Resolution for Board Approval

The amendments **relate to:**

1. **Updating member classes** (Special Resolution requiring approval by 2/3 of voting members attending the Annual Meeting of Members)

2. **Updating other sections** (Ordinary Resolution requiring approval by the majority of voting members attending the Annual Meeting of Members)

- Non-Member Mainpro+ Participant Category (placement TBC)
- trademarking the CFPC logo (effective January 2022)
- updating the financial year (as approved by Members in November 2020)

As a corporation regulated by the Canada Not-for-profit Corporations Act *(*Act), a special resolution of the members is required to make any amendment to the by-laws regarding member classes (section 197[1], Act), specifically parts (d) creating a new class of members; (e) changing a condition required for being a member; and (f) adding, changing or removing any rights and conditions of such class.

It is considered necessary and in the best interests of the Corporation to make changes to By-law No. 1 to permit harmonizing member classes to ensure equity amongst member classes, welcoming associates as members, simplifying the number of classes as we embark upon a new CFPC Customer Relationship Management project, and aligning classes based on the type of member rather than historical definitions that are no longer relevant.

The member class related amendments will be shared with Members for consideration at the time of the November 2, 2022, Annual Meeting of Members (AMM). There, the amendments will be proposed for member confirmation, with or without changes by members. If a quorum of 50 members exists and at least two-thirds (2/3) of the voting members attending the AMM approve recommended changes to member classes, the amendments will be confirmed and remain effective.

An ordinary resolution is required to approve changes to the Non-Member Mainpro+ Participant Category, related to trademarking, and updating financial year. The amendments will be effective until the time of the November 2, 2022, Annual Meeting of Members (AMM). There, the amendments will be proposed for member confirmation, with or without changes by members. If a quorum of 50 members exists and the majority of the voting members attending the AMM approve the recommended changes, the amendments will be confirmed and remain effective.

**Amendments to By-law No. 1**

**Be it resolved**

**That** By-law No. 1, be amended as follows in *By-law amendments with proposed amendments:*

i) The replacement of the Membership classes in section 3.4 (Chapter Membership) with Practising, Non-Practising, and Learners.

ii) The deletion of the existing section 9.1 [Members with Mainpro+ program requirements] in its entirety and substituting in its place the following:

**9.1 Practising Members** are required to participate in the Maintenance of Proficiency (MAINPRO+®) program as approved by the Board of Directors.

iii) The deletion of the existing section 9.2 [Non-Member Mainpro Participants] in its entirety and substituting in its place the following:

**9.2 Non-Member Mainpro+ Participants**

A **Non-Member Mainpro+ Participant (NMMP)** is a non-voting category where the individual is:

- A physician who chooses not to be a member of the College, but wishes to avail themselves of the Maintenance of Proficiency (Mainpro+) program to meet mandatory CPD requirements of external bodies (e.g., provincial licensing authorities)

NMMPs:

- Pay a fee to participate in the Mainpro+ program as approved by the Board
- Belong to the National College only for reporting CPD
- Do not belong to a Chapter

Note: This category is closed to new applicants effective January 1, 2023. Those in the NMMP category prior to January 1, 2023, are eligible to remain in this category until discontinuation or attrition closes this category

iv) The insertion of the word "(Practising)" immediately after "Voting Membership" and the words "(Non-Practising, Learners, and Associates)" immediately after "Non-Voting Membership" in section 10.6 [Membership Classes];

v) The deletion of the existing section 10.7 [Voting Members] in its entirety and substituting in its place the following:

A **Practising class member** is a voting member in good standing who is:

- A licensed physician in good standing, engaged in the practise of family medicine including patient care, teaching, research, and/or administrative practice including members in their first year of practise
- Engaged in a primary practice or specialty other than family medicine who holds certification from the Royal College of Physicians and Surgeons of Canada, or another certifying body recognized by the College

Practising class members are required to:

- Pay annual National and Chapter fees as set by the National and Chapter Boards
- Fulfill CPD requirements as determined by the Board
- Belong to both the National College and a Chapter
  Note: Chapter fees and participation are required by Practising class members, with the exception of members practising in the Territories or outside of Canada.

vi) The deletion of the existing section 10.8 [Non-Voting Members] in its entirety and substituting in its place the following:

a) A **Non-Practising class member** is a non-voting member in good standing who is:

- No longer actively engaged in providing medical care to patients, nor actively involved in any other medical or medically related field or endeavour
- An individual of distinction and not a family physician, who has made outstanding contributions to family medicine
- A member of the public with a role on the CFPC Board and/or its Committees

Non-Practising class members:

- Do not pay annual National or Chapter fees
- Do not fulfill CPD requirements
- Belong to both the National College and a Chapter

b) A **Learner class member** is a non-voting member in good standing who is:

- A physician enrolled as a resident in an approved postgraduate training program in family medicine
- A physician who was previously a practising family physician of the College and is now enrolled as a resident in an approved postgraduate training program in a medical discipline other than family medicine
- An international medical graduate (IMG) who is enrolled in a Canadian provincial ministry of health- and/or university-approved assessment/training program leading to the attainment of a license to practise in Canada
- An individual enrolled in a Canadian university faculty of medicine undergraduate program leading to the MD degree who has an interest in family medicine

Learner class members:

- Do not pay annual National or Chapter fees

- Do not fulfill CPD requirements, with the exception of a resident who may voluntarily register CPD
- Belong to both the National College and a Chapter

c) An **Associate class member** is a non-voting member in good standing who is:

- A health care professional or other who works in collaboration with family physicians in clinical practice or academic departments of family medicine

Associates class members:

- Pay annual National fees as set by the Board
- Do not fulfill CPD requirements
- Do not belong to a Chapter nor pay annual Chapter fees

**Further that** the change of the end date of the financial year in paragraph 2.1 from May to February, as approved by Members at the 2021 Meeting of Members;

**And Further** that the replacement of the word "six (6)" with "nine (9)" in section 11.1 [Annual Meetings], as approved by Members at the 2021 Meeting of Members.

## Part 2: Resolutions for Member Approval

### i) Member approval of member class changes

**Member Classes**

**Be it resolved**

**That** effective January 1, 2023, the College of Family Physicians of Canada's current 11 member classes be reduced to four, as follows:

| | |
|---|---|
| **Practising Class**<br><br>(includes First Year Practising (FYP)) | A Practising class member is a voting member in good standing who is:<br><br>• A licensed physician in good standing, engaged in the practise of family medicine including patient care, teaching, research, and/or administrative practice including members in their first year of practise<br>• Engaged in a primary practice or specialty other than family medicine who holds certification from the Royal College of Physicians and Surgeons of Canada, or another certifying body recognized by the College<br>Practising class members are required to:<br><br>• Pay annual National and Chapter fees as set by the National and Chapter Boards |

| | |
|---|---|
| | • Fulfill CPD requirements as determined by the Board<br>• Belong to both the National College and a Chapter<br>Note: Chapter fees and participation are required by Practising class members, with the exception of members practising in the Territories or outside of Canada. |
| **Non-Practising Class** | A Non-Practising class member is a non-voting member in good standing who is:<br><br>• No longer actively engaged in providing medical care to patients, nor actively involved in any other medical or medically related field or endeavour<br>• An individual of distinction and not a family physician, who has made outstanding contributions to family medicine<br>• A member of the public with a role on the CFPC Board and/or its Committees<br>Non-Practising class members:<br><br>• Do not pay annual National or Chapter fees<br>• Do not fulfill CPD requirements<br>• Belong to both the National College and a Chapter |
| **Learner Class** | A Learner class member is a non-voting member in good standing who is:<br><br>• A physician enrolled as a resident in an approved postgraduate training program in family medicine<br>• A physician who was previously a practising family physician of the College and is now enrolled as a resident in an approved postgraduate training program in a medical discipline other than family medicine<br>• An international medical graduate (IMG) who is enrolled in a Canadian provincial ministry of health- and/or university-approved assessment/training program leading to the attainment of a license to practise in Canada<br>• An individual enrolled in a Canadian university faculty of medicine undergraduate program leading to the MD degree who has an interest in family medicine<br>Learner class members:<br><br>• Do not pay annual National or Chapter fees<br>• Do not fulfill CPD requirements, with the exception of a resident who may voluntarily register CPD<br>• Belong to both the National College and a Chapter |

| | |
|---|---|
| **Associate Class** | An Associate class member is a non-voting member in good standing who is:<br><br>• A health care professional or other who works in collaboration with family physicians in clinical practice or academic departments of family medicine<br>Associates class members:<br><br>• Pay annual National fees as set by the Board<br>• Do not fulfill CPD requirements<br>• Do not belong to a Chapter nor pay annual Chapter fees |

**Further That** effective January 1, 2023, the College of Family Physicians of Canada's Non-Member Mainpro+ Participant category be as follows:

| | |
|---|---|
| **Non-Member Mainpro+ Participant (NMMP) Category** | A Non-Member Mainpro+ Participant (NMMP) is a non-voting category where the individual is:<br><br>• A physician who chooses not to be a member of the College, but wishes to avail themselves of the Maintenance of Proficiency (Mainpro+) program to meet mandatory CPD requirements of external bodies (e.g., provincial licensing authorities)<br>NMMPs:<br><br>• Pay a fee to participate in the Mainpro+ program as approved by the Board<br>• Belong to the National College only for reporting CPD<br>• Do not belong to a Chapter<br>Note: This category is closed to new applicants effective January 1, 2023. Those in the NMMP category prior to January 1, 2023, are eligible to remain in this category until discontinuation or attrition closes this category. |

### ii) Member approval of Bylaw amendments

The amendments **relate to:**

**Resolution #1: Updating member classes** (Special Resolution requiring approval by 2/3 of voting members attending the Annual Meeting of Members - see Memo #X with rationale and details for recommended changes to member classes)

**Resolution #2: Updating other sections** (Ordinary Resolution requiring approval by the majority of voting members attending the Annual Meeting of Members)

1. trademarking the CFPC logo (effective January 2022)
2. updating the financial year (as approved by Members in November 2020)

As a corporation regulated by the Canada Not-for-profit Corporations Act *(*Act), a special resolution of the members is required to make any amendment to the by-laws regarding member classes (section 197[1], Act), specifically parts (d) creating a new class of members; (e) changing a condition required for being a member; and (f) adding, changing or removing any rights and conditions of such class.

It is considered necessary and in the best interests of the Corporation to make changes to By-law No. 1 to permit harmonizing member classes to ensure equity amongst member classes, welcoming associates as members, simplifying the number of classes as we embark upon a new CFPC Customer Relationship Management project, and aligning classes based on the type of member rather than historical definitions that are no longer relevant. The Board approved the necessary amendments on September 14, 2022.

The amendments are effective until the time of the November 2, 2022, Annual Meeting of Members (AMM). There, the amendments will be proposed for member confirmation, with or without changes by members. If a quorum of 50 members exists and at least two-thirds (2/3) of the voting members attending the AMM approve recommended changes to member classes, the amendments will be confirmed and remain effective.

An ordinary resolution is required to approve changes related to trademarking, and updating financial year. The amendments are effective until the time of the November 2, 2022, Annual Meeting of Members (AMM). There, the amendments will be proposed for member confirmation, with or without changes by members. If a quorum of 50 members exists and the majority of the voting members attending the AMM approve the recommended changes, the amendments will be confirmed and remain effective.

If the amendments are confirmed by members, a confirmation date will be inserted and the new By-law No. 1 will be filed with Corporations Canada.

1. **<u>Special Resolution</u>**

**Amendments to By-law No. 1 to update member classes**

**Be it resolved**

**That** By-law No. 1, as amended in the form approved by the Board and presented to members of the Corporation for approval, whose amendments are as follows:

vii) The replacement of the Membership classes in section 3.4 (Chapter Membership) with Practising, Non-Practising, and Learners.

viii) The deletion of the existing section 9.1 [Members with Mainpro+ program requirements] in its entirety and substituting in its place the following:

**9.1 Practising Members** are required to participate in the Maintenance of Proficiency (MAINPRO+®) program as approved by the Board of Directors.

ix) The deletion of the existing section 9.2 [Non-Member Mainpro Participants] in its entirety and substituting in its place the following:

**9.2 Non-Member Mainpro+ Participants**

A **Non-Member Mainpro+ Participant (NMMP)** is a non-voting category where the individual is:

- A physician who chooses not to be a member of the College, but wishes to avail themselves of the Maintenance of Proficiency (Mainpro+) program to meet mandatory CPD requirements of external bodies (e.g., provincial licensing authorities)

NMMPs:

- Pay a fee to participate in the Mainpro+ program as approved by the Board
- Belong to the National College only for reporting CPD
- Do not belong to a Chapter

Note: This category is closed to new applicants effective January 1, 2023. Those in the NMMP category prior to January 1, 2023, are eligible to remain in this category until discontinuation or attrition closes this category

x) The insertion of the word "(Practising)" immediately after "Voting Membership" and the words "(Non-Practising, Learners, and Associates)" immediately after "Non-Voting Membership" in section 10.6 [Membership Classes];

xi) The deletion of the existing section 10.7 [Voting Members] in its entirety and substituting in its place the following:

A **Practising class member** is a voting member in good standing who is:

- A licensed physician in good standing, engaged in the practise of family medicine including patient care, teaching, research, and/or administrative practice including members in their first year of practise

- Engaged in a primary practice or specialty other than family medicine who holds certification from the Royal College of Physicians and Surgeons of Canada, or another certifying body recognized by the College

Practising class members are required to:

- Pay annual National and Chapter fees as set by the National and Chapter Boards
- Fulfill CPD requirements as determined by the Board
- Belong to both the National College and a Chapter

  Note: Chapter fees and participation are required by Practising class members, with the exception of members practising in the Territories or outside of Canada.

xii) The deletion of the existing section 10.8 [Non-Voting Members] in its entirety and substituting in its place the following:

d) A **Non-Practising class member** is a non-voting member in good standing who is:

- No longer actively engaged in providing medical care to patients, nor actively involved in any other medical or medically related field or endeavour
- An individual of distinction and not a family physician, who has made outstanding contributions to family medicine
- A member of the public with a role on the CFPC Board and/or its Committees

Non-Practising class members:

- Do not pay annual National or Chapter fees
- Do not fulfill CPD requirements
- Belong to both the National College and a Chapter

e) A **Learner class member** is a non-voting member in good standing who is:

- A physician enrolled as a resident in an approved postgraduate training program in family medicine
- A physician who was previously a practising family physician of the College and is now enrolled as a resident in an approved postgraduate training program in a medical discipline other than family medicine
- An international medical graduate (IMG) who is enrolled in a Canadian provincial ministry of health- and/or university-approved assessment/training program leading to the attainment of a license to practise in Canada
- An individual enrolled in a Canadian university faculty of medicine undergraduate program leading to the MD degree who has an interest in family medicine

Learner class members:

- Do not pay annual National or Chapter fees
- Do not fulfill CPD requirements, with the exception of a resident who may voluntarily register CPD
- Belong to both the National College and a Chapter

f) An **Associate class member** is a non-voting member in good standing who is:

- A health care professional or other who works in collaboration with family physicians in clinical practice or academic departments of family medicine

Associates class members:

- Pay annual National fees as set by the Board
- Do not fulfill CPD requirements
- Do not belong to a Chapter nor pay annual Chapter fees

is hereby approved as the By-law No. 1 of the Corporation and By-law No. 1 of the Corporation in the form as it existed prior to the above amendments is hereby repealed.

**Further that** any of the officers and directors of the organization are hereby authorized and directed for and on behalf of the Corporation to execute and deliver all such documents and to do all such other acts and things as they may determine to be necessary or advisable to give effect to this Resolution.

**2. Ordinary Resolution**

**Additional Amendments to By-law No. 1**

**Be it resolved**

**That** By-law No. 1, be amended in the form approved by the Board and presented to members of the Corporation for approval, whose amendments are as follows:

i) The identification of the CFPC logo and name on the first page of the bylaws and in existing sub-sections 1.4 and 1.8, as listed with the Canadian Intellectual Property Office in effective January 2022;

ii) The change of the end date of the financial year in paragraph 2.1 from May to February, as approved by Members at the 2021 Meeting of Members;

iii) The replacement of the word “six (6)” with “nine (9)” in section 11.1 [Annual Meetings], as approved by Members at the 2021 Meeting of Members

**Further that** any of the officers and directors of the organization are hereby authorized and directed for and on behalf of the Corporation to execute and deliver all such documents and to do all such other acts and things as they may determine to be necessary or advisable to give effect to this Resolution.







**Commented [A1]:** The CFPC and logo trademark registration was submitted for Canadian Intellectual Property Office approval (January 2022).

By-law No. 1

A By-law relating generally to the transaction of the business and affairs of

**THE COLLEGE OF FAMILY PHYSICIANS OF CANADA/LE COLLÈGE DES MÉDECINS DE FAMILLE DU CANADA**

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# SECTION ONE – Interpretation

## Definitions

**1.1** **"Act"** means the *Canada Not-for-profit Corporations Act* [S.C. 2009, c.23], or any statute that may be substituted therefore, and the regulations to the Act, as from time to time amended.

**1.2** **"Administrator"** means the administrative head of a Chapter.

**1.3** **"Articles"** means the Articles of Continuance for the Corporation pursuant to the Act, and as may be amended from time to time by a special resolution of the Members.

**1.4** **"Board"** means the National Board of Directors of the College of Family Physicians of Canada™ (CFPC).

**1.5** **"By-law"** means this By-law and any By-law of the College in force and effect.

**1.6** **"Chapter"** means a provincial/territorial Corporation having the same purposes as the College and established in accordance with Section Three (3) of these By-laws.

**1.7** **"Committee"** unless otherwise specified means any Committee, subcommittee, working group, or task force of the Corporation.

**1.8** **"Corporation"** means the Corporation continued under the Act by the said certificate to which the Articles are attached and named, THE COLLEGE OF FAMILY PHYSICIANS OF CANADA™/ LE COLLÈGE DES MÉDECINS DE FAMILLE DU CANADA℠. The Corporation may also be referred to as the College in these By-laws.

**1.9** **"Director"** means an elected Member of the Board.

**1.10** **"Executive Committee"** means the Executive Committee of the Board, more specifically described in Section Seven of this By-law, and "Executive" means any Member of the Executive Committee of the College.

**1.11** **"Executive Director"** means the person appointed by the Board to act as the chief executive Officer of the College.

**1.12** **"In-Camera Meeting"** means a confidential Meeting of the Board or any of its Committees at which attendance is restricted to voting Directors/Committee Members plus others specifically invited by the Chair.

**1.13** "**Meeting of Members**" means an Annual Meeting of Members or a Special Meeting of Members.

**1.14** **"Member"** means a person assigned to one of the College's classes of membership.

**1.15 "Ordinary Resolution"** as defined in the Act means a resolution passed by a majority of the votes cast on that resolution.

**1.16 "Officer"** means a person elected to one of the offices established by the By-laws.

**1.17 "President"** means the Member elected as senior Officer and a designated spokesperson for the College.

**1.18 "Regions"** means the five (5) Regions of the College designated as follows:
1) British Columbia/Alberta, 2) Saskatchewan/Manitoba, 3) Ontario, 4) Québec, 5) Atlantic Canada.

**1.19 "Section"** means a group of College Members with common interests who form a Board-approved entity with an executive Committee representing them.

**1.20 "Special Meeting"** includes a Meeting of the Board or any class or classes of Members entitled to vote at an annual meeting other than a regularly scheduled Board meeting or annual meeting.

**1.21 "Special Resolution"** as defined in the Act means a resolution passed by not less than two-thirds of the votes cast on that resolution by the Members entitled to vote on such resolution at a Meeting of Members duly called for that purpose.

## Interpretation and By-law Publication Languages

### 1.22 Interpretation

In these By-laws where the context requires, words importing the singular include the plural and vice versa, and words importing gender include the masculine, feminine, and neuter genders.

### 1.23 By-law Publication Languages

The By-laws of the College shall be printed in English and French and both language versions shall be equally authoritative.

## General Provisions

### 1.24 Head Office

The Registered office of the College shall be located in Ontario.

### 1.25 Coat of Arms, Crest, Corporate Seal, and Logo

The College's Coat of Arms, Crest, Corporate Seal, and Logo shall each exist in a form approved by the Board. The custody of the Corporate Seal shall be entrusted to the Executive Director or designate to be affixed to documents as directed by the Executive, the Board, or the President.

### 1.26 Robes of Office

The College shall possess robes, hoods, chains of office, pins, and other items of regalia to identify and distinguish Members of the College as determined by the Board.

### 1.27 College Motto

The College's motto shall be: *Nostrum in Studiis Robur* – In Study Lies Our Strength.

### 1.28 Ethics

The Code of Ethics of the Canadian Medical Association (CMA) shall be adopted as the Code of Ethics of the College.

### 1.29 Equity and Diversity

The College and its Chapters, their Boards, Committees, Sections, their employees shall act in accordance with the College's policies on equity and diversity.

### 1.30 Official Languages

English and French shall be the official languages of the College. The Board shall establish policies to guide the use of the official languages.

### 1.31 Rules of Order and Meeting Procedure

All Board Meetings, Annual or Special Meetings of Members, and Committee Meetings shall follow Canadian Parliamentary procedure, as described in Bourinot's Rules of Order.

## By-laws/Amendments

### 1.32 Make, Amend, or Repeal By-laws

Subject to the Articles, the Board of Directors may by resolution, make, amend, or repeal any By-laws that regulate the activities or affairs of the College. Any such By-law, amendment, or repeal shall be effective from the date of the resolution of Directors until the next Meeting of Members where it may be confirmed, rejected, or amended by the Members by ordinary resolution. If the By-law, amendment or repeal is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed. The By-law, amendment, or repeal ceases to have effect if it is not submitted to the Members at the next Meeting of Members or if it is rejected by the Members at the meeting.

### 1.33 Special Resolution

Special resolutions apply to the following, as outlined in the Act: change the Corporation's name; change of the province in which the Corporation's registered office is situated; add, change, or remove any restriction on the activities that the Corporation may carry on; create a new class or group of Members; change a condition required for being a Member; change the designation of any class or group of Members or add, change, or remove any rights and conditions of any such class or group; divide any class or group of Members into two or more

classes or groups and fix the rights and conditions of each class or group; add, change, or remove a provision respecting the transfer of a membership; increase or decrease the number of—or the minimum or maximum number of—Directors fixed by the Articles; change the statement of the purpose of the Corporation; change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation; change the manner of giving notice to Members entitled to vote at a Meeting of Members; change the method of voting by Members not in attendance at a Meeting of Members; or add, change, or remove any other provision that is required by the Act to be set out in the Articles.

### 1.34 Amendments by the Membership

Any ten (10) or more voting Members in good standing may propose, in writing, an amendment to the By-laws by submitting the same to the Executive Director at least sixty (60) days prior to the meeting of the Members at which the same is to be considered.

### 1.35 Notice for Proposed Amendments

Notice of such a proposed amendment shall be communicated by the Executive Director to all Members, together with the time and place of the meeting, at least twenty one (21) days before the meeting at which the proposed amendment is to be considered.

### 1.36 Amendments and the By-laws Committee

Every proposal to amend the By-laws, shall be referred to the By-laws Committee which, in consultation with the proposer, shall amend any such proposal to the extent necessary to satisfy legal requirements and to ensure that any proposed amendment is not inconsistent with any other provision of the By-laws not intended to be amended.

### 1.37 Amendment and Board Referral

Any amendment originating by way of these By-laws shall be referred to the Board for its consideration, which may, in consultation with the By-laws Committee, make such revisions to the proposed amendment as it thinks advisable.

# SECTION TWO – Affairs of the Corporation

## 2.1 Financial Year

Until changed by the Board, the Financial Year of the Corporation shall end on the last day of ~~May~~ February in each year.

**Commented [A2]:** At the 2020 Annual Meeting, Members approved the following:
**Amendments to Fiscal Year and Calling of Annual Meetings of Members**
**That** the fiscal year of the College of Family Physicians of Canada be changed to March 1st to February 28th (29th in a leap year);
**Further that** this change be effective as of the 2023–2024 fiscal year (March 1, 2023, to February 29, 2024);
**And further that** financial statements be provided to members no later than August 31st following the fiscal year end;
**And further that** the length of time from the fiscal year end until the Annual Meeting of Members be changed from a maximum of six months to a maximum of nine months.

## 2.2 Execution of Instruments

Deeds, transfers, assignments, contracts, obligations, certificates, and other instruments may be signed on behalf of the Corporation by two persons, one of whom holds the office of President or Executive Director, and the other of whom holds one of the said offices or the office of Secretary Treasurer, or any other office created by By-law or by the Board. In addition, the Board or such two persons may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any signing Officer may affix the corporate seal, if any, to any instrument requiring the seal.

## 2.3 Banking Arrangements

The banking business of the Corporation, including the borrowing of money and the giving of security therefore, shall be transacted with such banks; trust companies; or other bodies, corporate or organizations, as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions, and delegations of powers as the Board may from time to time prescribe.

## 2.4 Income and Property

The income and property of the Corporation shall be applied solely towards the promotion of its objects as set forth in its Articles.

## 2.5 Books of Account

The Board shall cause to be kept books of account as are necessary to give a true picture of the state of the College Affairs and to explain its transactions.

## 2.6 External Audit

The books of account shall be audited annually by an external certified Public Accountant.

# SECTION THREE – Chapters

## 3.1 Establishment/Approval of a Chapter

A Chapter may only be established with the approval of the National Board.

## 3.2 Province/Territory: Number of Members

The National Board may establish a Chapter in each province/territory within Canada provided there are fifty (50) or more active College Members residing and/or practising in that jurisdiction. No more than one Chapter shall be approved for any province or territory.

## 3.3 Chapter Name

A Chapter shall be known as the (name of province/territory) Chapter of the College of Family Physicians of Canada. Each Chapter shall be legally incorporated within its own province/territory.

## 3.4 Chapter Membership

College Members in the following classes shall be Members of both the National College and the Chapter in the area in which they reside and/or practise: ~~Active, Life, Resident, Retired, Senior, Student, Sustaining; Chapter membership shall be optional for Members in the following classes: Affiliate Specialist, Associate, Honorary, Public.~~Practising, Non-Practising, and Learners.

**Commented [A3]:** Consistent with the new Member Classes being presented to Members for approval at the time of the Nov. 2, 2022 Annual Meeting of Members.

## 3.5 Paramountcy of National By-laws

Should there be any discrepancy between the Chapter By-laws and College By-laws, the National College By-laws will prevail provided that the National College By-law is not contrary to the incorporating statute, or any other laws, rules, or regulations in force in the Chapter's province/territory.

# SECTION FOUR – Board of Directors

## 4.1 Qualification

No person shall be qualified for election as a Director if such person is less than 18 years of age, has been declared incapable by a court in Canada or elsewhere, or has the status of a bankrupt. A Director may but need not be a Member.

## 4.2 Consent

No person shall hold office as a Director unless such person, if present at the Meeting of Members when the election took place, did not refuse to hold office as a Director or, if absent at such Meeting of Members, consented to hold office in writing before the election or within ten (10) days after the election, or acted as a Director after the election.

## 4.3 Election of Directors in Rotation

The Directors of the Corporation shall be elected and shall retire in rotation. Directors shall be elected to fill the positions of those directors whose term of office have expired and each Director so elected shall hold office until the third annual meeting after such election, except the four (4) Directors who are also officers of the Corporation who shall be entitled to serve for one year while holding such office. A Director shall not be eligible for re-election to the board after serving as a Director for two (2) consecutive three year terms, unless elected to an Officer position. Such Director shall, however, be eligible for re-election after ceasing to be a Director for one year from the effective date of the expiration of such Director's term.

## 4.4 Removal of Directors

Subject to the Act, the Members may by ordinary resolution passed at a Special Meeting of Members remove any Director from office and the vacancy created by such removal may be filled at the same Meeting of Members, failing which it may be filled by the Board. A Director shall be expected to attend at least 75% of regularly scheduled meetings of the Board and of each committee of which such director is a member, unless the Board is advised of a valid reason why a Director cannot attend, and each Director shall be bound by such rules of conduct and standards of performance for directors as the Board may from time to time prescribe. Failure to attend the prescribed number of meetings or to act in accordance with the rules of conduct or standards of performance for Directors of the Corporation may result in removal from the Board.

## 4.5 Vacation of Office

A Director ceases to hold office on death, on removal from office by the Members, on becoming disqualified for election as a Director, on receipt of his or her written resignation by the Corporation, or, if a time is specified in such resignation, at the time so specified, whichever

is later. Subject to the Act, a quorum of the Board may appoint a qualified individual to fill a vacancy in the Board for the unexpired term of their predecessor.

### 4.6 Appointment of Additional Directors

As set out in the Articles, the Directors may, within the maximum number permitted by the Articles, appoint one (1) or more additional Directors, who shall hold office for a term expiring not later than the close of the next Annual Meeting of Members, but the total number of Directors so appointed may not exceed one-third of the number of Directors elected at the previous Annual Meeting of Members.

### 4.7 Action by the Board

The Board shall manage, or supervise the management of, the activities and affairs of the Corporation. The powers of the Board may be exercised at a meeting at which a quorum is present or by resolution in writing signed by all the Directors entitled to vote on that resolution at a Meeting of the Board. If there is a vacancy in the Board, the remaining Directors may exercise all the powers of the Board so long as a quorum remains in office. Only the Board has the authority to submit to the Members any question or matter requiring the approval of Members: filling a vacancy among the Directors or in the office of Public Accountant or appoint additional Directors; issuing debt obligations except as authorized by the Directors; approving any financial statements; adopting, amending or repealing By-laws; or establishing contributions to be made, or dues to be paid, by Members.

### 4.8 Meeting by Means of Electronic Communication

Subject to the Act, if all the Directors of the Corporation consent generally or in respect of a particular meeting, a Director may participate in a Meeting of the Board or of a Committee of the Board by means of a telephonic, electronic or other communication facility, if the Corporation makes available such a communication facility, which facility permits all participants to communicate adequately with each other during the meeting and enables the votes to be gathered in a manner that permits their subsequent verification. A Director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all Meetings of the Board and of Committees.

### 4.9 Calling of Meetings

Meetings of the Board shall be held from time to time at such time and at such place as determined by the Board, or upon the call of the Chair of the Board.

### 4.10 Notice of Meeting

Notice of the time and place of each Meeting of the Board shall be given to each Director not less than forty-eight (48) hours before the time when the meeting is to be held if the notice is given personally, is delivered, or is communicated by telephone, facsimile, or other electronic

means. A notice of a meeting of Directors need not specify the purpose of or the business to be transacted at the meeting except where the Act requires such purpose or business to be specified, including, as required by the Act, any proposal to:

a) Submit to the Members any question or matter requiring approval of the Members
b) Fill a vacancy among the Directors or in the office of Public Accountant, or appoint additional Directors
c) Issue debt obligations except as authorized by the Board
d) Approve any annual financial statements
e) Adopt, amend or repeal By-laws
f) Establish contributions to be made or dues to be paid by Members.

### 4.11 First Meeting of New Board

Provided a quorum of Directors is present, each newly elected Board may without notice hold its first meeting immediately following the Meeting of Members at which such Board is elected.

### 4.12 Adjourned Meeting

Notice of an adjourned Meeting of the Board is not required if the time and place of the adjourned meeting are announced at the original meeting.

### 4.13 Chair

The Chair of any Meeting of the Board shall be the first mentioned of the following Officers as have been appointed and who is a Director and is present at the meeting: President, President-Elect, Past President. If no such Officer is present, the Directors present shall choose one of such Directors to be Chair.

### 4.14 Quorum

The quorum for the transaction of business at any Meeting of the Board shall consist of a majority of the Directors or such greater number of Directors as the Board may from time to time determine. No person shall act for an absent Director at a Meeting of the Board.

### 4.15 Guests and Observers

Guests and observers may attend Board Meetings at the discretion of the Chair but are not permitted to vote.

### 4.16 Votes to Govern

At all Meetings of the Board every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes the Chair of the meeting shall be entitled to a second or tie-breaking vote.

### 4.17 Conflict of Interest

A Director of the Corporation shall disclose to the Corporation, in the manner and to the extent provided by the Act, any interest that such Director has in a material contract or transaction,

whether made or proposed, with the Corporation, if such Director a) is a party to the contract or transaction, b) is a Director or an Officer, or an individual acting in a similar capacity, of a party to the contract or transaction, or c) has a material interest in a party to the contract or transaction. Such Director shall not vote on any resolution to approve the same except as provided by the Act.

### 4.18 Remuneration and Expenses

Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit from such position, provided that a Director may be reimbursed for reasonable expenses incurred in the performance of the Director's duties as such. A Director shall not be prohibited from receiving compensation for services provided to the Corporation in another capacity.

### 4.19 Executive Committee

The Executive Committee of the College shall serve as the Executive Committee of the Board. Between Meetings of the Board the Executive may act on behalf of the Board to the extent permitted by law.

### 4.20 Board Powers

The Board may from time to time establish or discontinue a Committee or Section, set and amend its terms of reference and vary its number and composition.

### 4.21 Agenda

The agenda of each Board meeting shall include reports from the Executive, committees of the Board and other business as determined by the Board.

### 4.22 Motions and Resolutions

A motion or resolution approved in writing, including electronically-transmitted text, so long as it is signed by all Directors, shall be as valid and effective as if it had been passed at a Meeting of the Board, duly called and constituted. Such resolution may be in two (2) or more counterparts, which together shall be deemed to constitute one (1) resolution in writing. Such resolution shall be filed with the minutes of the proceedings of the Board and shall be effective on the date stated thereon or on the latest date stated on any counterpart.

### 4.23 Foundation for Advancing Family Medicine Membership

Directors shall serve as the membership of the Foundation for Advancing Family Medicine of the College of Family Physicians of Canada.

# SECTION FIVE – Election of Directors

## 5.1 Elections

Elections for Directors and Officers shall be conducted electronically in the weeks leading up to the Annual Meeting of Members with the results announced at the Annual Meeting of Members.

## 5.2 Member opportunity to apply for a Board Director position

The Nominating Committee shall circulate a Call for Interest to all Members. It will outline the vacancies and indicate priority attributes, as determined by the Board and Nominating Committee, to sustain a balance of skills and experience on the Board and reflect the diversity of the profession.

The Nominating Committee shall review the applicants and propose one or more nominee per vacancy to the Board for approval. The Board will review the list of nominees provided by the Nominating Committee to determine, in its sole discretion, the list of nominees to be presented to the Members for consideration. The Board-approved nominees will be circulated electronically to the Members. Members will have at minimum two weeks to review the nominees. During this review phase, if Members feel the nominees for the Director-at-Large vacancies are not appropriate, they may identify themselves or other nominee(s), provide information about why they would be appropriate (the same information available for the Nominating Committee's nominees), and to be added to the final list of nominees that Members will vote on.

If no additional names are submitted during the review phase, the nominees approved by the Board will stand. If additional names are received, the additional nominees, if qualified, will be added to the list of nominees for consideration by the Members. The Members will vote and the nominees for the Director-at-Large vacancies receiving the most votes will be elected.

Where one nominee is proposed per vacancy, Members will be asked to vote to confirm that they support the nominee. A minimum of 100 Members must vote for the election to be valid. In the event the resolution to elect a nominee director for a vacancy on the Board is not passed by a majority of the electronic votes by the Members, the Directors shall fill the vacancy on the Board with the best qualified nominee and advise the Members of the Board's decision.

## 5.3 Number of Nominations

The President and Past-President positions will be acclaimed. One nomination will be put forward for each of the Honorary Secretary-Treasurer and President-Elect positions. One or more nomination will be put forward for vacancies in the 7 Director-at-Large positions.

### 5.4 Term for Board Directors

Board Directors shall assume the duties of their positions immediately following election at the Annual Meeting. For Directors-at-large it will be a term of three (3) years, renewable once. For Officers it will be a term of one (1 year). The exception for some of the Director-at-large terms will be at the time of the first election of the newly constituted board, in order to establish a stagger in end dates of Directors going forward.

### 5.5 Conduct of Election

The survey platform used shall permit invitations to all eligible Members to vote in their language of choice; ensure they can only vote once; include a completion time/date stamp; send reminders to non-respondents; maintain confidentiality.

## SECTION SIX – Officers

### 6.1 Appointment

The Officers of the College shall be those individuals elected at the Annual Meeting to the following offices: President, President Elect, Past President, Chair of the Board, Honorary Secretary Treasurer. The offices of President and Chair of the Board may be combined. The Board may specify the duties of and, in accordance with this By-law and subject to the Act, delegate to such Officers powers to manage the activities and affairs of the Corporation.

### 6.2 Chair of the Board

The Board may assign to the Chair any of the powers and duties that are by any provisions of this By-law assigned to the Executive Director.

### 6.3 President

The President shall be the senior Officer and a designated spokesperson for the College and, subject to the authority of the Board, shall have general supervision of the activities of the Corporation and such other powers and duties as the Board may specify. The President shall chair the Board of Directors and the Executive Committee.

### 6.4 Past President

The Past President shall be a designated spokesperson for the College and chair the forum.

### 6.5 President Elect

The President Elect shall be a designated spokesperson for the College. In the absence or disability of the President the President Elect shall perform the duties of the President. In the absence or disability of the Honorary Secretary Treasurer, the President Elect shall perform the duties of this Officer.

### 6.6 Honorary Secretary Treasurer

The Honorary Secretary Treasurer shall keep proper accounting records in compliance with the Act and shall be responsible for the deposit of money, the safekeeping of securities, and the disbursement of the funds of the Corporation. The Honorary Secretary Treasurer shall render to the Board whenever required an account of all transactions as Treasurer and of the financial position of the Corporation and shall have such other powers and duties as may be specified by the Board. The Honorary Secretary Treasurer shall enter or cause to be entered in records kept for that purpose minutes of all Board proceedings and shall give or cause to be given, as and when instructed, all notices to Members, Directors, Officers, and Public Accountants.

### 6.7 Executive Director

The Board may from time to time also appoint an Executive Director. If appointed, the Executive Director shall be the Chief Executive Officer and, subject to the authority of the

Board, shall have general supervision of the activities and affairs of the Corporation and such other powers and duties as the Board may specify.

### 6.8 Powers and Duties of Officers

The powers and duties of all Officers shall be such as the terms of their engagement call for or as the Board or (except for those whose powers and duties are to be specified only by the Board) the President may specify. The Board and (except as aforesaid) the President may, from time to time and subject to the provisions of the Act, vary, add to, or limit the powers and duties of any Officer.

### 6.9 Term of Office

The Board, in its discretion, may remove any Officer of the Corporation. Each Officer appointed by the Board shall hold office until a successor is appointed, the Officer resigns, or the Board removes the Officer, whichever occurs first.

# SECTION SEVEN – College Committees

## 7.1 Executive Committee

The Corporation shall have an Executive Committee comprised of the Past President; the President; the President Elect; the Secretary-Treasurer (all 1-year positions); and the Executive Director, who shall be non-voting.

## 7.2 Committees of the Board

The Board may appoint one (1) or more Committees of the Board, however designated, and delegate to any such Committee any of the powers of the Board except those which pertain to actions which, under the Act, a Committee of the Board has no authority to exercise. Rules of order are as outlined in 1.31. The Board may from time to time appoint such advisory bodies as it may deem advisable.

## 7.3 Transaction of Business

The powers of a Committee of the Board may be exercised by a meeting at which a quorum is present or by resolution in writing signed by all Members of such Committee who would have been entitled to vote on that resolution at a meeting of such Committee.

## 7.4 Quorum and Procedure

Unless otherwise determined by the Board, each Committee and advisory body shall have power to fix its quorum at not less than a majority of its Members, and to regulate its procedure.

## 7.5 Sections

The Board may establish Sections to address areas of major interest and/or involvement of College Members.

# SECTION EIGHT – Indemnification: Protection of Directors, Officers, and Others

## 8.1 Limitation of Liability

All Directors and Officers of the Corporation in exercising their powers and discharging their duties shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, and without limiting any defences available to a Director or an Officer under the Act or otherwise, no Director or Officer shall be liable for:

a) The acts, omissions, failures, neglects, or defaults of any other Director, Officer, or employee
b) Any loss, damage, or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation
c) The insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested
d) Any loss, damage, or expense arising from the bankruptcy, insolvency, or tortious acts of any person with whom any of the moneys, securities, or effects of the Corporation shall be deposited
e) Any loss, damage, or expense arising from any error of judgment or oversight on the part of such Director or Officer
f) Any other loss, damage, or expense arising from the execution of the duties of office or in relation thereto provided that nothing in this Section shall relieve any Director or Officer from the duty to act in accordance with the Act or from liability for any breach of the Act.

## 8.2 Indemnity

Subject to the Act, the Corporation shall indemnify a Director or Officer, a former Director or Officer, or another individual who acts or acted at the Corporation's request as a Director or Officer or in a similar capacity of another entity, and their heirs and legal representatives, against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative, or other proceeding in which the individual is involved because of that association with the Corporation or such other entity.

## 8.3 Advance of Costs

The Corporation shall advance moneys to a Director, Officer or other individual for the costs, charges, and expenses of a proceeding referred. The individual shall repay the moneys if the

individual does not fulfill the conditions of acting honestly and in good faith with a view to the best interests of the Corporation.

### 8.4 Limitation

The Corporation shall not indemnify an individual unless a) the individual acted honestly and in good faith with a view to the best interests of the Corporation, or, as the case may be, to the best interests of the other entity for which the individual acted as Director or Officer or in a similar capacity at the Corporation's request, and b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that the individual's conduct was lawful.

### 8.5 Additional Circumstances

The Corporation shall also indemnify an individual referred to in 8.2 in such other circumstances as the Act or law permits or requires. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law.

### 8.6 Insurance

Subject to the Act, the Corporation may purchase and maintain insurance for the benefit of Directors and Officers as the Board may from time to time determine.

# SECTION NINE – MAINPRO+® (Maintenance of Proficiency) Program

## 9.1 ~~Active~~ Practising Members ~~, Affiliate Specialists and Sustaining members~~

~~(requirement is for those who were placed in the Sustaining member class on January 1, 2005, or later)~~ are required to participate in the Maintenance of Proficiency (MAINPRO+®) program as approved by the Board of Directors.

9.1.1 Failure to complete the MAINPRO+ requirements may result in discontinuation of membership, which includes forfeiture of the privilege to use CFPC-related designations.

**Commented [A4]:** Consistent with the new Member Classes being presented to Members for approval at the time of the Nov. 2, 2022 Annual Meeting of Members.

## 9.2 Non-Member Mainpro+ Participants

A **Non-Member Mainpro+ Participant (NMMP)** is a non-voting category where the individual is:

- A physician who chooses not to be a member of the College, but wishes to avail themselves of the Maintenance of Proficiency (Mainpro+) program to meet mandatory CPD requirements of external bodies (e.g., provincial licensing authorities)

NMMPs:

- Pay a fee to participate in the Mainpro+ program as approved by the Board
- Belong to the National College only for reporting CPD
- Do not belong to a Chapter

Note: This category is closed to new applicants effective January 1, 2023. Those in the NMMP category prior to January 1, 2023, are eligible to remain in this category until discontinuation or attrition closes this category.~~are physicians who choose not to be members of the College, but wish to avail themselves of Mainpro+ to meet mandatory CPD requirements of external bodies e.g. provincial licensing authorities.~~

## 9.3 Compliance

In all cases, Members and Non-Member Mainpro Participants, the CFPC reserves the right to report on continuing professional development participation and compliance to the Medical Regulatory Authorities.

## 9.4 Credit submission

In the event that an activity is submitted and does not comply with Mainpro+ guidelines, the CFPC reserves the right to remove and/or modify that credit submission.

## 9.5 Mainpro+ Activity Audit

In the event of an activity audit, Mainpro+ users will be asked to provide proof of participation for all certified activities. In the event that proof cannot be provided or is deemed to be insufficient, CFPC staff may remove the undocumented credits from the users Mainpro+ account.

# SECTION TEN – Membership

## 10.1 Granting and Maintenance of Membership

The right to grant new and renewing memberships, assign Members to classes of membership, grant and award special designations, and remove any or all of the above shall remain at all times with the College.

## 10.2 Members in Good Standing

In order to remain a Member in good standing an individual must meet the requirements of the class of membership to which he or she has been assigned, including compliance with the requirements for certification and the maintenance of certification (including requirements for continuing professional development (CPD) and any other criteria as determined by the Board from time to time).

## 10.3 Certification

Certification in the College of Family Physicians of Canada (CCFP) may be granted to College Members who have:

a) Successfully completed residency training accredited by the Corporation **and** successfully completed the College's Certification Examination in Family Medicine or an approved equivalent
**OR**

b) Met the College's criteria for practice eligible candidates as determined by the Board
**OR**

c) Successfully completed discipline-specific training in family medicine in a jurisdiction other than Canada that has been approved by the College as comparable to accredited Canadian training in family medicine and who currently hold certification in good standing in family medicine or the equivalent qualification from a jurisdiction other than Canada which has been judged by the College to be comparable to Certification in the College of Family Physicians of Canada ("CCFP"), and been granted registration to practice in a Canadian province or territory.

Those Members who have earned Certification in the College of Family Physicians of Canada (CCFP) shall receive a certificate recognizing their achievement.

## 10.4 Fellowship and Certificates of Special or Added Competence

Other special designations, including Fellowship and Certificates of Special or Added Competence, may be granted by the College as determined by the Board. In order to maintain these special designations Members will be required to fulfil the College's CPD requirements and meet any other criteria as determined by the Board from time to time, consistent with these by-laws.

### 10.5 Membership Fees

Members shall pay annual College membership fees as determined annually by a majority vote of the Board. Such membership fees shall subsequently be ratified by a simple majority of the membership eligible to vote at the Annual Meeting. Membership fees shall be directed towards the cost of College programs and activities, as determined by the Board.

### 10.6 Membership Classes

There shall be two general classes of College Membership as determined by the Board: a class of Voting Membership (Practising) and a class of Non-Voting Membership (Non-Practising, Learners, and Associates). Voting Members are entitled to vote at the College's Annual Meeting. All Members, whether voting or non-voting, may participate on, vote on, and chair College Committees.

**Commented [A5]:** Consistent with the new Member Classes being presented to Members for approval at the time of the Nov. 2, 2022 Annual Meeting of Members.

### 10.7 Voting Members

~~The following Member classes of membership are Voting Members:~~

A **Practising class member** is a voting member in good standing who is:

- A licensed physician in good standing, engaged in the practise of family medicine including patient care, teaching, research, and/or administrative practice including members in their first year of practise
- Engaged in a primary practice or specialty other than family medicine who holds certification from the Royal College of Physicians and Surgeons of Canada, or another certifying body recognized by the College

Practising class members are required to:

- Pay annual National and Chapter fees as set by the National and Chapter Boards
- Fulfill CPD requirements as determined by the Board
- Belong to both the National College and a Chapter

Note: Chapter fees and participation are required by Practising class members, with the exception of members practising in the Territories or outside of Canada.

~~a) An Active Member shall be a licensed physician in good standing, engaged in the practice of family medicine; who pays annual fees as set by the Board, fulfills CPD requirements as determined from time to time by the Board, and belongs to both the College and a Chapter. (Some exceptions regarding Chapter membership exist, as outlined in Board policy.)~~

~~b) An Affiliate Specialist Member shall be a licensed physician in good standing whose primary practice is a specialty other than family medicine and who holds Certification from the Royal College of Physicians and Surgeons of Canada or another certifying body recognized by the College; who pays annual fees set by the Board and fulfills CPD requirements as determined from time to time by the Board, and who may or may not choose to belong to a Chapter in addition to belonging to the College.~~

c) A Life Member shall be an Active Member or a Retired Member, aged 70 or older and a CFPC member in good standing for the previous 10 years. His/her entitlements/privileges shall relate to Active or Retired status.

d) A Resident Member shall be a physician enrolled as a resident in an approved postgraduate training program in family medicine; or is a physician who was previously a Member of the College and is now enrolled as a resident in an approved postgraduate training program in a medical discipline other than family medicine; who pays an annual fee as set by the Board, fulfills CPD requirements as determined from time to time by the Board, and belongs to both the College and a Chapter.

e) A Retired Member shall be a physician who is no longer actively engaged in providing medical care to patients or actively involved in any other medical or medically related field of endeavour; who does not pay an annual fee, is not required to fulfill CPD requirements as determined from time to time by the Board, and belongs to both the College and a Chapter.

f) A Senior Member shall be a licensed physician who has reached 10 consecutive years of membership in good standing, immediately prior to reaching the age of 65 or older, who is actively engaged in providing medical care to patients, or who is active in another medical or medically related field of endeavour; who pays an annual fee as set by the Board, fulfills CPD requirements as determined from time to time by the Board, and belongs to both the College and a Chapter.

g) A Sustaining Member shall be a physician who is not actively engaged in providing medical care to patients, but who is actively engaged in another medical or medically related field of endeavour; who pays an annual fee as set by the Board, fulfills CPD requirements as determined from time to time by the Board, and belongs to both the College and a Chapter.

### 10.8 Non-Voting Members

Notwithstanding any other privileges, National Board Directors have the privilege to vote at the annual Meeting.

The following classes of membership are Non-Voting Members:

a) The class of Associate Member shall include other health professionals or others who work in collaboration with family physicians in clinical practice or academic departments of family medicine; who pay an annual fee as determined by the Board, and do not fulfill CPD requirements. An Associate Member may choose whether or not he or she wishes to become a Member of the Chapter in his/her province in addition to being a Member of the College.

~~b) An Honorary Member shall be an individual of distinction, not a family physician in Canada, who has made an outstanding contribution to the discipline of family medicine, or the College of Family Physicians of Canada, or the health and well-being of the population in and outside of Canada. An Honorary Member is not required to pay annual fees or fulfill CPD requirements, and may choose whether or not to be a Member of the Chapter in his or her province in addition to being a Member of the College.~~

~~c) A Public Member shall be a Member of the public with a role on the CFPC Board and/or its Committees; who does not pay annual fees or fulfill CPD requirements, and who may or may not choose to become a Member of the Chapter in his or her province in addition to being a Member of the College.~~

~~d) A Student Member shall be an individual enrolled in a Canadian university faculty of medicine undergraduate program leading to the MD degree who formally indicates an interest in College membership; pays an annual fee as determined by the Board, and is not required to fulfill CPD requirements. Student Members belong to both the College and a Chapter.~~

**a)** A **Non-Practising class member** is a non-voting member in good standing who is:

- No longer actively engaged in providing medical care to patients, nor actively involved in any other medical or medically related field or endeavour
- An individual of distinction and not a family physician, who has made outstanding contributions to family medicine
- A member of the public with a role on the CFPC Board and/or its Committees

Non-Practising class members:

- Do not pay annual National or Chapter fees
- Do not fulfill CPD requirements
- Belong to both the National College and a Chapter

b) A **Learner class member** is a non-voting member in good standing who is:

- A physician enrolled as a resident in an approved postgraduate training program in family medicine
- A physician who was previously a practising family physician of the College and is now enrolled as a resident in an approved postgraduate training program in a medical discipline other than family medicine
- An international medical graduate (IMG) who is enrolled in a Canadian provincial ministry of health- and/or university-approved assessment/training program leading to the attainment of a license to practise in Canada
- An individual enrolled in a Canadian university faculty of medicine undergraduate program leading to the MD degree who has an interest in family medicine

Learner class members:

- Do not pay annual National or Chapter fees

- Do not fulfill CPD requirements, with the exception of a resident who may voluntarily register CPD
- Belong to both the National College and a Chapter

c) An **Associate class member** is a non-voting member in good standing who is:
- A health care professional or other who works in collaboration with family physicians in clinical practice or academic departments of family medicine

Associates class members:
- Pay annual National fees as set by the ~~by~~ Board
- Do not fulfill CPD requirements
- Do not belong to a Chapter nor pay annual Chapter fees

### 10.9 Corporation Employees and Membership

Family physicians who are employees of the Corporation, including its provincial Chapters, are eligible to be active Members but must declare an interest in matters before the Members that may relate to their employment.

### 10.10 Suspension or Revocation of Membership/Special Designation

Individuals who fail to comply with the College's membership requirements or special designation requirement, including those related to annual membership fees and/or continuing professional development and any other applicable criteria as determined by the Board:

a) shall have their College membership, Certification, Fellowship and any special designations suspended or revoked: and
b) shall lose the right to continue to use any College special designations until such rights have been reinstated by the College.

Individuals who fail to comply with the College's requirements for maintaining Certificates of Added Competence shall have their Certificate of Added Competence and its special designation suspended or revoked, but this does not affect the individual's membership status, Certification in The College of Family Physicians of Canada (CCFP), or Fellowship (FCFP).

### 10.11 Medical Regulatory Authority Notice

On receipt of notification from a medical regulatory authority of the suspension or revocation of the licence of a College Member, the College shall immediately suspend or revoke that Member's College membership and special designations and shall notify the Member of this action.

### 10.12 Restoration of Membership/Special Designations

A licensed physician in good standing whose College membership and/or special designations were suspended or revoked may apply for reinstatement of such membership and/or special designations. To have membership and/or special designations restored a physician must:

a) Submit the membership fee for the current year
b) Provide evidence of having carried out continuing professional development which meets the requirements of the College and any other applicable criteria as determined by the Board
c) In the case of a physician whose licence has been suspended or revoked by a medical regulatory authority, also provide evidence of such licence having been reinstated.

# SECTION ELEVEN – Meetings of Members

## 11.1 Annual Meetings

Subject to the Act, the Board shall call an Annual Meeting of Members a) not later than eighteen (18) months after the Corporation comes into existence, and b) subsequently, not later than fifteen (15) months after holding the last preceding Annual Meeting of Members but no later than ~~six (6)~~nine (9) months after the end of the Corporation's preceding financial year. The Annual Meeting of Members shall be held for the purpose of considering the financial statements and reports, electing Directors and Officers, appointing a Public Accountant, receiving Board Reports, and for the transaction of such other business as may properly be brought before the Meeting of Members.

**Commented [A6]:** At the 2020 Annual Meeting, Members approved this as part of the following motion:
**Amendments to Fiscal Year and Calling of Annual Meetings of Members**
**That** the fiscal year of the College of Family Physicians of Canada be changed to March 1st to February 28th (29th in a leap year);
**Further that** this change be effective as of the 2023–2024 fiscal year (March 1, 2023, to February 29, 2024);
**And further that** financial statements be provided to members no later than August 31st following the fiscal year end;
**And further that** the length of time from the fiscal year end until the Annual Meeting of Members be changed from a maximum of six months to a maximum of nine months.

## 11.2 Special Meetings

The Board shall have power to call a Special Meeting of Members at any time.

## 11.3 Member Requisition of Meetings

Members of the Corporation holding 5 per cent or more of the votes that may be cast at a Meeting of Members may requisition the Directors to call a Meeting of the Members for the purposes stated in the requisition.

## 11.4 Place of Meetings or Virtual Meetings

Meetings of Members shall be held in locations determined by the Board. If the Directors call a Meeting of Members under the Act, those Directors may determine that the meeting shall be held, in accordance with the Act, entirely by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

## 11.5 Audited Report to Members

A copy of the audited annual report must be sent out to Members no less than twenty-one (21) days before the Annual Meeting.

## 11.6 Participation in Meeting by Electronic Means

Any person entitled to attend a Meeting of Members may participate and vote in the Meeting of Members, in accordance with the Act, by means of a telephonic, electronic, or other communication facility, if the Corporation makes available such a communication facility, which facility permits all participants to communicate adequately with each other during the Meeting of Members, enables the votes to be gathered in a manner that permits their subsequent verification, and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member votes. A person participating in a Meeting of Members by such means is deemed for the purposes of the Act to be present at the Meeting of Members.

### 11.7 Notice of Meetings

Notice in writing of the time and place of each Meeting of Members shall be given not less than 21 days before the date of the Meeting of Members to each Director, to the Public Accountant, and to each Member who at the close of business on the day immediately preceding the day on which notice is given is entered in the register of Members of the Corporation. Notice of a Meeting of Members called for any purpose other than consideration of the financial statements and Public Accountant's report and Board's report, election of Directors, and reappointment of the incumbent Public Accountant shall state the general nature of the business to be transacted at the Meeting in sufficient detail to permit the Members to form a reasoned judgment thereon and shall state the text of any special resolution to be submitted to the Meeting of Members. Notice of a Meeting of Members adjourned for less than thirty-one (31) days is not required if the time and place of the adjourned Meeting of Members is announced at the original Meeting of Members.

### 11.8 Chair, Secretary, and Scrutineers

The Chair of any Meeting of Members shall be the first mentioned of such of the following Officers as have been appointed and who is present at the Meeting of Members: President, President-elect. If no such Officer is present within fifteen (15) minutes from the time fixed for holding the Meeting of Members, the persons present and entitled to vote shall choose one of their number to be Chair. If the Secretary of the Corporation is absent, the Chair shall appoint some person, who need not be a Member, to act as Secretary of the Meeting of Members. If desired, one or more scrutineers, who need not be Members, may be appointed by a resolution or by the chair with the consent of the Meeting of Members.

### 11.9 Persons Entitled to be Present

The only persons entitled to be present at a Meeting of Members shall be those entitled to vote at such Meeting of Members; the Directors; the Public Accountant of the Corporation; and others who, although not entitled to vote, are entitled or required under any provision of the Act or the Articles or By-laws to be present at the Meeting of Members. Any other person may be admitted only on the invitation of the Chair of the Meeting of Members or with consent of the Meeting of Members.

### 11.10 Quorum

The quorum for the transaction of business at any Meeting of Members shall be fifty (50) persons, each being a Member entitled to vote at a Meeting of Members or a duly appointed proxyholder or representative for a Member so entitled. If a quorum is present at the opening of any Meeting of Members, the Members present may proceed with the business of the Meeting of Members notwithstanding that a quorum is not present throughout the Meeting of Members. If a quorum is not present at the opening of any Meeting of Members, the Members

present may adjourn the Meeting of Members to a fixed time and place but may not transact any other business.

### 11.11 Right to Vote

Subject to the Act and the Articles, at any Meeting of Members every person shall be entitled to vote who is at the time of the Meeting of Members entered in the books of the Corporation as a Member of the Practising class. ~~following classes: Active, Affiliate Specialist, Life, Resident, Retired, Senior, Sustaining~~.

### 11.12 Proxies

Subject to the right of individual Members to be represented at a Meeting of Members, Members not in attendance may vote by appointing in writing a proxyholder, and one or more alternate proxyholders, who are not required to be Members, to attend and act at the Meeting of Members in the manner and to the extent authorized by the proxy and with the authority conferred by it, subject to the following requirements:

a) A proxy is valid only at the Meeting of Members in respect of which it is given or at a continuation of such Meeting of Members after an adjournment
b) A Member may revoke a proxy by depositing a proxy form in writing executed or, in Quebec, signed by the Member or by their agent or mandatary:
    i) At the registered office of the Corporation no later than the last business day preceding the day of the Meeting of Members at which the proxy is to be used, or the day of the continuation of such Meeting of Members after an adjournment of such Meeting of Members
    **OR**
    ii) With the chair of the Meeting of Members on the day of the Meeting of Members or the day of the continuation of such Meeting of Members after an adjournment of such Meeting of Members
    **AND**
c) A proxyholder or an alternate proxyholder has the same rights as the Member by whom they were appointed, including the right to speak at a Meeting of Members in respect of any matter, to vote by way of ballot at the Meeting of Members, to demand a ballot at the Meeting of Members and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one Member, to vote at the Meeting of Members by way of a show of hands.

### 11.13 Votes to Govern

Unless the Act, the Articles, or any By-law otherwise provide for approval by special resolution, at any Meeting of Members every question shall be determined by the majority of the votes duly cast on the question.

### 11.14 Show of Hands

Any question at a Meeting of Members shall be decided by a show of hands unless, after a show of hands, a ballot on such question is required or demanded. Upon a show of hands every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot on such question is so required or demanded, a declaration by the Chair of the Meeting of Members that the vote upon the question has been carried, carried by a particular majority, or not carried and an entry to that effect in the minutes of the Meeting of Members shall be *prima facie* evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of such question, and the result of the vote so taken shall be the decision of the Members upon such question.

### 11.15 Ballots

On any question proposed for consideration at a Meeting of Members, and whether or not a show of hands has been taken on such question, the Chair may require, or any Member who is present and are entitled to vote may demand, a ballot on such question. A ballot so required or demanded shall be taken in such manner as the Chair shall direct. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot. Upon a ballot each Member present in person or represented by proxy and entitled to vote shall have one vote and the result of the ballot shall be the decision of the Members upon such question.

### 11.16 Casting Vote

In the case of an equality of votes at any Annual or Special Meeting of the Members, whether by a show of hands or at a closed ballot, the person chairing the Meeting shall cast a second or tie-breaking vote.

### 11.17 Adjournment

The Chair at a Meeting of Members may, with the consent of the Meeting of Members and subject to such conditions as the Meeting of Members may decide, adjourn the Meeting of Members from time to time and from place to place.

# SECTION TWELVE: Notices

## 12.1 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered, or served) pursuant to the Act, the Articles, the By-laws, or otherwise to a Member, Director, Officer, or Member of a Committee of the Board or to the Public Accountant shall be sufficiently given:

a) If sent to the intended recipient by telephone, facsimile, or other electronic means to the intended recipient's recorded address for that purpose, provided that any notice given in the form of an electronic document shall be in accordance with Part 17 of the Act, Documents in Electronic or Other Form, during a period of twenty-one (21) to sixty (60) days before the meeting
b) By notice in a publication of the Corporation that is sent to all its Members twenty-one (21) to sixty (60) days before the day on which the meeting is held
c) By affixing the notice, no later than thirty (30) days before the Meeting, to a notice board where information about the Corporation's activities is regularly posted in a location that is frequented by the Members

A notice so sent by means of telephone, facsimile, or other electronic means shall be deemed to have been given when transmitted, dispatched, or delivered for dispatch. The secretary may change or cause to be changed the recorded address of any Member, Director, Officer, Public Accountant, or Member of a Committee of the Board in accordance with any information believed by the secretary to be reliable.

## 12.2 Computation of Time

In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the day of giving the notice shall be excluded and the day of the meeting or other event shall be included.

## 12.3 Undelivered Notices

If any notice given to a Member is returned on two consecutive occasions because the Member cannot be found, the Corporation shall not be required to give any further notices to such Member until informed in writing by the Member of a new address.

## 12.4 Omissions and Errors

The accidental omission to give any notice to any Member, Director, Officer, Public Accountant or Member of a Committee of the Board or the non-receipt of any notice by any such person or any error in any notice not affecting the substance of the notice shall not invalidate any action taken at any Meeting held pursuant to such notice or otherwise founded on such notice.

### 12.5 Waiver of Notice

Any Member, Director, Officer, Public Accountant or Member of a Committee of the Board, or any other person entitled to receive notice of a Meeting of Members or any other notice from the Corporation, may at any time waive any notice, or waive or abridge the time for any notice, required to be given to such person under the Act, the Articles, the By-laws, or otherwise. Any such waiver or abridgement, whether given before or after the Meeting of Members or other event of which notice is required to be given, shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a Meeting of Members or of the Board or a Committee of the Board which may be given in any manner.

### 12.6 Resolutions Committee

At all Annual or Special Meetings there shall be a Resolutions Committee appointed by the Chair. This Committee will be responsible for receiving all resolutions from the floor.

## SECTION THIRTEEN – Effective Date and Repeal

### 13.1 Effective Date

This By-law shall come into force when made by the Board in accordance with the Act and shall be effective until the next Meeting of Members where it may be confirmed, rejected, or amended by the Members by ordinary resolution. If the By-law is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed. This By-law ceases to have effect if it is not submitted to the Members at the next Meeting of Members or if it is rejected by the Members at the meeting.

### 13.2 Repeal of By-laws

All previous By-laws are repealed as of the coming into force of This By-law. Such repeal shall not affect the previous operation of any By-law so repealed, or affect the validity of any act done or right, privilege, obligation, or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any articles (as defined in the Act) or predecessor charter documents of the Corporation obtained pursuant to, any such By-law prior to its repeal. All Officers and persons acting under any By-law so repealed shall continue to act as if appointed under the provisions of This By-law and all resolutions of the Members or the Board or a Committee of the Board with continuing effect passed under any repealed By-law shall continue to be good and valid except to the extent inconsistent with This By-law and until amended or repealed.

ENACTED by the Directors of the Corporation this ~~1 day of September 2020~~ 14 day of September 2022.

APPROVED by the Members of the Corporation this ~~5 day of November 2020~~ 2 day of November 2022.

**Commented [A7]:** To be confirmed for both dates

This is **EXHIBIT "12"**
referred to in the Affidavit of
**ERIC MANG**
sworn before me this 15th day of October, 2024



A Commissioner, etc.
**Nathan Lean - LSO #68801A**

[redacted]

**From:** Dies, Emily <emily.dies@blakes.com>
**Sent:** Tuesday, September 27, 2022 1:04 PM
**To:** Sarah Scott <sks@cfpc.ca>
**Subject:** RE: For 3pm Monday: CFPC AMM

**[EXTERNAL EMAIL]** DO NOT CLICK links or attachments unless you recognize the sender and know the content is safe.

Hi Sarah,

Please see my revisions on each of the documents attached.

As you will see, my general approach has been to try to simplify the structure such that the text of the resolutions is in the agenda (this is what the chair person will read out for approval) and the memos provide additional context / information that can be referenced at the meeting.

Let me know if you want to walk through these – happy to do so. I appreciate that this has been a lot of work for you so want to make sure I am making it as easy for you as possible.

Thanks!

**Emily Dies** (she, her, hers)
Associate
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199 Bay Street, Suite 4000, Toronto ON M5L 1A9 (**Map**)
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**From:** Sarah Scott <sks@cfpc.ca>
**Sent:** Saturday, September 24, 2022 4:12 PM
**To:** Dies, Emily <emily.dies@blakes.com>
**Cc:** Sarah Scott <sks@cfpc.ca>
**Subject:** For 3pm Monday: CFPC AMM

External Email | Courrier électronique externe

Hi Emily,

For Monday, I would like to review:

- The draft AMM agenda
- The two 'Memos to Members' (5 and 6a) related to changing member classes and by-law/articles

As well as asking for your overall review, I've inserted some comments with specific questions for you.

I've also reattached By-law No. 1 with the amendments visible (Schedule A).

If members reject the reduction in member classes (agenda item 5), our recommended fee increase of 7% effective July 1, 2023 remains (agenda item 9b).

We are nervous about the member class and member fee recommendations and want to ensure we're solid on the contenct and process outlined in these 2 memos to members.

Thanks in advance and see you Monday at 3pm,
Sarah

Sarah Scott

Director, Governance & Strategic Planning/Directrice, Gouvernance et planification stratégique
Office of the Executive Director and Chief Executive Officer/ Bureau de la Directrice générale et chef de la direction
The College of Family Physicians of Canada/Le Collège des Médecins de Famille du Canada
Phone: 905-629-0900 or 1-800-387-6197 x 340
sscott@cfpc.ca
www.cfpc.ca

THE COLLEGE OF FAMILY PHYSICIANS OF CANADA
LE COLLÈGE DES MÉDECINS DE FAMILLE DU CANADA

**Annual Meeting of Members (AMM)**

**Wednesday, November 2, 2022: 7:00 p.m. to 8:30 p.m. (ET)**

**Commented [SS1]:** Proposed times in blue (the times are for internal purposes only)

**You must register at** https://reg.lumiengage.com/cfpc2022/**.**
**You will receive a confirmation email with personalized instructions on how to join the virtual AMM and vote. Observers will receive a separate link to join the AMM with no voting privileges.**

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**Dr. Brady Bouchard presiding**

| | Agenda | | Presenter |
|---|---|---|---|
| 1. | **Call to order** | | **B. Bouchard** |
| 2. | **2021–2022 Memorial Roll of CFPC members** | | **B. Bouchard** |

View the Memorial Roll

**Commented [SS2]:** Link to 2.0 (expected Oct 2/22; should not need translation)

| | | | |
|---|---|---|---|
| 3. | **Minutes of previous AMM** | | **B. Bouchard** |

**Minutes**
**Be it resolved that** the minutes of the CFPC Annual Meeting of Members held virtually on November 11, 2021, be approved.

View the minutes of the 2021 CFPC Annual Meeting of Members

**Commented [SS3]:** Link to 3.0 (Eng and French are both ready)

| | | | |
|---|---|---|---|
| 4. | **Report of the President and Chair of the Board** | | **B. Bouchard** |

Please see the CFPC annual report (insert link) and attend the State of the College Address at FMF on Wednesday, November 9th, at 8:45 a.m. (ET) in Hall F on the 800 level of the Metro Toronto Convention Centre.

| | | | |
|---|---|---|---|
| 5. | **Member Classes (Special Resolution)** | (7:10-7:35) | **B. Bouchard** |

**Member Classes**
**Be it resolved as a special resolution** that effective January 1, 2023, the College of Family Physicians of Canada have four classes of members;
**Further that** the classes of members be
(1) the Practising class members
(2) the Non-Practising class members

(3) the Learner class members
(4) the Associate class members;

**And further that** Practising class members be Voting Members and classes 2, 3, and 4 collectively be the "Non-Voting Members".

**And further that** the rights associated with each member class be as set out in Note 1 of the memo to members provided to the members in advance of this meeting.

**And further that** the articles of the Corporation be amended to delete the statement of the classes of members that the Corporation is authorized to establish in its entirety and replace it with the statement included in Note 2 of the memo to members provided to members in advance of this meeting.

Access memo to members about member classes
Webpage

**Commented [SS4]:** The draft Memo to members is attached (5). I'll review it with legal counsel.
It hyperlinks to the member class/fee webpage

6. **By-law amendments – Member Classes (Special Resolution)** (7:35-7:40) **B. Bouchard**

**Be it resolved as a special resolution** that the amendments to By-Law No. 1 in the form provided to the members in advance of the meeting, including related to alignment with the new member classes, be approved, and that the amended and restated By-Law No. 1 provided to the members in advance of the meeting be confirmed as a by-law of the Corporation.

**And be it further resolved that** any of the officers and directors of the Corporation are hereby authorized and directed for and on behalf of the Corporation to execute and deliver all such documents and to do all such other acts and things as they may determine to be necessary or advisable to give effect to this Resolution.

(please click on Memo below for the full text of the revisions)

Access memo to members about by-law amendments
Access By-law No. 1 with amendments visible

**Commented [SS5]:** The draft Memo to members is attached (6a). I'll review it with legal counsel.
It hyperlinks to the member class/fee webpage. For easy access, I suggest we also include the hyperlink to the member class/fee webpage here on the agenda too.

**Commented [DE6R5]:** Note that I've revised this so that the actual resolution is in the agenda, and the additional text is in the memos. I think this makes it cleaner for the purpose of approving the resolutions at the meeting and preparing minutes. Happy to discuss approach.

**Commented [SS7]:** Insert 6b (I have it in English and it's with Translation)

**Commented [SS8]:** Lawrence's report still needs to be developed. It does not get circulated

**Commented [SS9]:** Sarah to insert the election results into the speaking notes and finalize slides after Oct. 28th

7. **Report of the Executive Director and CEO** (7:40-7:50) **L. Loh**

**Commented [SS10]:** Insert hyperlink to the election nominees (hoping for anyone who reviews this agenda between Oct 13 and 27th that it reminds them to vote): https://www.cfpc.ca/en/about-us/board-nominations/board-nominees

8. **Report of the Nominating Committee** (7:50-7:53) **D. Cutts**

Hear the announcement of Board Director election results.

**Commented [SS11]:** Hyperlink (I think) https://www.cfpc.ca/en/secretary-treasurer-report.

9. **Report from the Honorary Secretary-Treasurer** (7:53-8:10) **M. Green**

Access the report of the Secretary-Treasurer
Access our new frequently asked questions about examination fees:
Certification Examination in Family Medicine
Examination of Added Competence in Emergency Medicine

**Commented [SS12]:** Hyperlinks to insert:
Certification Examination in Family Medicine
https://www.cfpc.ca/en/Fees-for-the-Certification-Examinations-Frequently-Asked-Questions

FR: https://www.cfpc.ca/fr/Frais-pour-l-Examens-de-certification-Foire-aux-questions

Examination of Added Competence in Emergency Medicine
https://www.cfpc.ca/en/fees-for-the-examination-of-added-competence-in-emergency-medicine

FR: https://www.cfpc.ca/fr/examen-de-competence-additionnelle-en-medecine-d-urgence-foire-aux-questions

a) **Audited financial statements for the year ended May 31, 2022**
View the financial statements

**Commented [SS13]:** FR & Eng hyperlinks coming from Sandeep by Sept 30th

**10. 2023–2024 Member fees (Ordinary Resolution)** **M. Green**

**2023–2024 Member fees**
**Be it resolved that** the member fees be increased as of 1st July 2023 by an amount equal to forecasted inflation of 7%.
If the four new member classes are approved by members effective 1st January 2023, the fees will be outlined as below:

| Member Class | 1st July 2023 Annual Fee (rounded to the nearest $5) |
|---|---|
| Practising<br>First Year Practising from Residency | $880<br>$440 (Represents 50% of the Practising Fee) |
| Associate | $220 (Represents 25% of the Practising Fee) |
| Learner | $0 |
| Non-Practising | $0 |

Webpage

**Commented [SS14]:** There isn't a Memo to Members about the fees.
I suggest we insert the hyperlink to the member class/fee webpage

**Commented [EM15R14]:** Agreed. Should have ample materials to link to.

**11. Auditors (Ordinary Resolution)** **M. Green**

**External auditors**
**Be it resolved that** Deloitte LLP, be appointed as the external auditors for the College for a period of three fiscal years 2022-2023, 2023-2024, 2024-2025, and for the CFPC Employee's Pension Plan for the fiscal period starting 2022-23 and until the plan is wound up, for a fee not exceeding the amount laid out in the proposal submitted by Deloitte, i.e. $150,200 and $10,000 (plus taxes and out of pocket costs) for the College and the Pension Plan respectively, with an option to further extend for a period of 2 years beyond 2024-2025, as needed.

**Commented [SS16]:** This resolution was updated at 5 pm Sept 23rd based on the Finance and Audit Committee meeting content

**12. Q & A – 20 minutes** (8:10-8:30) **C. Newton**

Questions from members

**13. Adjournment**

**If you are unable to attend the meeting** and want to submit your votes for inclusion in the results, please register before Tuesday, November 1, 2022, at 8:00 a.m. ET at https://reg.lumiengage.com/cfpc2022/.

THE COLLEGE OF FAMILY PHYSICIANS OF CANADA
LE COLLÈGE DES MÉDECINS DE FAMILLE DU CANADA
TM/MC

# Proposed simplification of CFPC™ member classes from eleven (11) to four (4)

**Date**: October 1, 2022

**To**: All members of the College of Family Physicians of Canada (CFPC)

**From**: Brady Bouchard, MBBS, CCFP, CISAM
Chair, CFPC Board of Directors

As a corporation regulated by the Canada Not-for-profit Corporations Act *(*Act), a special resolution of the members is required to make any amendment to the articles or by-laws regarding member classes (section 197[1], Act). Specifically sections 197(1)(d), (e), and (f) require a special resolution of the members to amend the by-laws to: create a new class of members; change a condition required for being a member; or add, change or remove any rights and conditions of a class.

It is considered necessary and in the best interests of the Corporation to simplify our member classes from eleven (11) member classes to four (4). Fewer member classes offer clarity and simplicity for members, a clear fee structure and benefits, and a reduction in internal administration. The Board approved the four member classes on September 14, 2022.

**Details about the proposed change in member classes.**

At the time of the November 2, 2022, Annual Meeting of Members (AMM), the member class changes will be proposed for member confirmation, with or without changes by members. If a quorum of 50 members exists and at least two-thirds (2/3) of the voting members attending the AMM approve the recommended changes to member classes, the changes will be confirmed and effective January 1, 2023.

**Special Resolution:**

The Special Resolution to be considered at the AMM is as follows:

**Member Classes**

**Commented [SS1]:** Emily - this content relates to by-law amendments and this resolution is about approving the changes in member classes (the step before approving by-law amendments). Is there something we can replace this with?

**Commented [DE2R1]:** The change to the member classes is done through the change to the articles and by-laws (they are the same thing). But for clarity I've made some revisions here

**Commented [SS3]:** Finalize this content to match the benefits we're including in the member class/fee FAQ content, for consistency

**Commented [EM4R3]:** Once those FAQ messages have been finalized, yes, will need to be inserted here.

**Commented [SS5]:** Hyperlink to the webpage on member classes (including the FAQ)

**Be it resolved as a special resolution** that effective January 1, 2023, the College of Family Physicians of Canada have four classes of members;
**Further That** the classes of members be
(1) the Practising class members
(2) the Non-Practising class members
(3) the Learner class members
(4) the Associate class members;
**And Further That** Practising class members be Voting Members and classes 2, 3, and 4 collectively be the "Non-Voting Members".
**And further that** the rights associated with each member class be as set out in Note 1 of the memo to members provided to the members in advance of this meeting.

**And further that** the articles of the Corporation be amended to delete the statement of the classes of members that the Corporation is authorized to establish in its entirety and replace it with the statement included in Note 2 of the memo to members provided to members in advance of this meeting.

**Commented [SS6]:** Emily - I'm proposing that the resolution (and what will be minuted) be from 'Member Classes to the end of the descriptions of the four classes. Is this appropriate?

We want to include the gist of the resolution on the agenda and on the screen during the meeting. Is it appropriate to include the shaded part for these uses?

**Note 1:** The rights associated with each proposed member class will be as follows:

| | |
|---|---|
| **Practising Class**<br><br>Includes First Year Practising (FYP) | A **Practising class member** is:<br>• A licensed physician in good standing, engaged in the practise of family medicine including patient care, teaching, research, and/or administrative practice including members in their first year of practise; or<br>• Engaged in a primary practice or specialty other than family medicine who holds certification from the Royal College of Physicians and Surgeons of Canada, or another certifying body recognized by the College.<br>Practising class members are required to:<br>• Pay annual Corporation membership fees and Chapter fees as set by the Board and the Chapter Boards;<br>• Fulfill CPD requirements as determined by the Board; and<br>• Be members of both the Corporation and a Chapter (with the exception of members practising in the territories or outside of Canada). |
| **Non-Practising Class** | A **Non-Practising class member** is a non-voting member in good standing who is:<br>• No longer actively engaged in providing medical care to patients, nor actively involved in any other medical or medically related field or endeavour; |

| | |
|---|---|
| | • An individual of distinction and not a family physician, who has made outstanding contributions to family medicine; or<br>• A member of the public with a role on the CFPC Board and/or its Committees.<br>Non-Practising class members:<br>• Are not required to pay annual Corporation or Chapter fees;<br>• Are not required to fulfill CPD requirements; and<br>• Are members of both the Corporation and a Chapter. |
| **Learner Class** | A **Learner class member** is a non-voting member in good standing who is:<br>• A physician enrolled as a resident in an approved postgraduate training program in family medicine;<br>• A physician who was previously a practising family physician of the College and is now enrolled as a resident in an approved postgraduate training program in a medical discipline other than family medicine;<br>• An international medical graduate (IMG) who is enrolled in a Canadian provincial ministry of health- and/or university-approved assessment/training program leading to the attainment of a license to practise in Canada; or<br>• An individual enrolled in a Canadian university faculty of medicine undergraduate program leading to the MD degree who has an interest in family medicine.<br>Learner class members:<br>• Are not required to pay annual Corporation or Chapter fees;<br>• Are not required to fulfill CPD requirements, with the exception of a resident who may voluntarily register CPD; and<br>• Are members of both the Corporation and a Chapter. |
| **Associate Class** | An **Associate class member** is a non-voting member in good standing who is:<br>• A health care professional or other who works in collaboration with family physicians in clinical practice or academic departments of family medicine.<br>Associate class members:<br>• Pay annual Corporation fees as set by the Board;<br>• Are not required to fulfill CPD requirements; and<br>• Are not required to belong to a Chapter nor pay annual Chapter fees. |

**Commented [SS7]:** Confirm this statement

**Note 2:** the articles of the Corporation will be amended to delete the statement of the classes of members that the Corporation is authorized to establish in its entirety and replace it with the following:

*The Corporation is authorized to establish four classes of members. The classes of members are (1) the Practicing Class Members, (2) the Non-Practicing Class Members, (3) the Learner Class Members, and (4) the Associate Class Members (classes 2, 3, and 4 being collectively the "Non-Voting Members").*

*The Practicing Class Members are entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.*

*The Non-Voting Members do not have the right to receive notice of, attend or vote at meetings of members, except to the extent mandated by the Act. The Non-Voting Members are not entitled to vote separately as a class or group on a proposal to amend the articles in the case of an amendment referred to in section 199(1)(a) or (e) of the Act.*

**Member questions**

College members are invited to review the proposed member class changes and submit any questions or comments to Sarah Scott, CFPC Director of Governance and Strategic Planning, at amm@cfpc.ca prior to the Annual Meeting of Members on November 2, 2022.

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# Proposed amendments to CFPC™ By-law No. 1 and Articles of the Corporation

**Date**: October 1, 2022

**To**: All members of the College of Family Physicians of Canada (CFPC)

**From**: Brady Bouchard, MBBS, CCFP, CISAM
Chair, CFPC Board of Directors

The amendments **relate to:**

**1. Updating member classes –** If members approve agenda Item 5, the proposed four member classes by Special Resolution* at the November 2nd, 2022, Annual Meeting of Members, then they will be asked to approve the related amendments to By-Law No. 1, by Special Resolution. See details for recommended changes to member classes.

*A Special Resolution requires approval by two-thirds of voting members attending the Annual Meeting of Members, where a quorum of 50 members exists

**2. Updating other sections of By-law No. 1 –**

By-Law No. 1 will also be amended to reflect the following:

a) trademarking the CFPC logo (effective January 2022)
b) updating the financial year (as approved by Members in November 2020)

As a corporation regulated by the Canada Not-for-profit Corporations Act *(*Act), a special resolution of the members is required to make any amendment to the by-laws regarding member classes (section 197[1], Act), specifically parts (d) creating a new class of members; (e) changing a condition required for being a member; and (f) adding, changing, or removing any rights and conditions of such class.

The Board approved the necessary amendments on September 14, 2022.

If the amendments are confirmed by members, a confirmation date will be inserted and the new By-law No. 1 will be adopted to amend and restate the existing By-Law No. 1.

13159635.2

**Commented [SS1]:** Hyperlink to webpage about proposed member class and fee changes

**Commented [DE2R1]:** Suggest also including a link to the other memo here for completeness

**Commented [SS3]:** Emily - I'm not including that these changes only require Ordinary Resolution but that we've chosen to include all the by-law amendments in one Special Resolution. Please let me know if we should say anything about this.

**Special Resolution:**

**The Amendments to By-Law No.1 will be as follows:**

i) The replacement of the Membership classes in section 3.4 [Chapter Membership] with Practising, Non-Practising, and Learners.

ii) The deletion of the existing section 9.1 [Members with Mainpro+ program requirements] in its entirety and substituting in its place the following:

**9.1 Practising Member Requirement**

Practising members are required to participate in the Maintenance of Proficiency (Mainpro+®) program as approved by the Board of Directors.

iii) The deletion of the existing section 9.2 [Non-Member Mainpro Participants] in its entirety and substituting in its place the following:

**9.2 Non-Member Mainpro+ Participants**

Non-Member Mainpro+ Participants (NMMP) are non-member physicians who:

- wish to avail themselves of the Maintenance of Proficiency (Mainpro+®) program to meet mandatory CPD requirements of external bodies (e.g., provincial licensing authorities).

NMMPs:

- Pay annual Corporation fees to participate in the Mainpro+ program set by the Board;
- Do not belong to a Chapter; and
- Do not have any right to receive notice of or vote in respect of meetings of members of the Corporation.

This category is closed to new applicants effective January 1, 2023. Those in the NMMP category prior to January 1, 2023, are eligible to remain in this category until discontinuation or attrition closes this category.

iv) The replacement of "In all cases," with "In the case of Members and Non-Member Mainpro+ Participants" in section 9.3 [Compliance]

v) The insertion of the words "for CPD" immediately following "submitted" in section 9.4 [Credit Submission]

**Commented [SS4]:** Emily - I'm proposing that the resolution (and what will be minuted) be from 'Amendments to By-Law No. 1' down to 'necessary or advisable to give effect to this Resolution' . Is this appropriate?

Similar to the lengthy Special Resolution to approve the member class changes, we would also like to include a shortened version of the resolution on the agenda and on the screen during the meeting.

Does this work?
**Be it resolved as a special resolution** that amendments to By-Law No. 1 and the Articles of the Corporation, including related to alignment with the new member classes, be approved.

On the agenda we'll say (please click on Memo below for the full resolution)

**Commented [DE5R4]:** Sarah - the changes to the member classes are covered in the other memo. To keep it clear which memo relates to which item, I don't think we need to repeat the chart here. This memo is just to describe in more detail the amendments to the by-laws. In terms of what is presented at the meeting, I have made certain revisions to the agenda such that you can just go through the agenda, and in the places where you want to refer to the memos you can put them on the screen if helpful, or just simply refer to the memos provided.

vi) The insertion of the words “applicable to their class of membership” following “Members shall pay the annual College fee” in section 10.5 [Membership Fees]

vii) The deletion of the existing section 10.6 [Membership Classes] in its entirety and substituting in its place the following:

**10.6 Membership Classes**

There shall be four classes of Membership as determined by the Board: a class of Practising members, a class of Non-Practising members, a class of Learner members, and a class of Associate members. The rights of each class of members are set out below. Only Practicing members have voting rights. Voting Members are entitled to vote at the College’s Annual Meeting of Members. All Members, whether voting or non-voting, may participate on, vote on, and chair College Committees.

viii) The deletion of the existing section 10.7 [Voting Members] in its entirety and substituting in its place the following:

**10.7 Voting Members**

A **Practising member** is:

- A licensed physician in good standing, engaged in the practise of family medicine including patient care, teaching, research, and/or administrative practice including members in their first year of practise; or
- Engaged in a primary practice or specialty other than family medicine who holds certification from the Royal College of Physicians and Surgeons of Canada, or another certifying body recognized by the College.

Practising members are required to:

- Pay annual Corporation membership fees and Chapter fees as set by the Board and the Chapter Boards;
- Fulfill CPD requirements as determined by the Board; and
- Be members of both the Corporation and a Chapter (with the exception of members practising in the territories or outside of Canada).

ix) The deletion of the existing section 10.8 [Non-Voting Members] in its entirety and substituting in its place the following:

**10.8 Non-Voting Members**

Notwithstanding any other privileges, National Board Directors have the privilege to vote at the annual Meeting.

The following classes of members, subject to the Act and the articles, shall not be entitled to receive notice of, attend, or vote at meetings of the members of the Corporation.

a) A **Non-Practising member** is a non-voting member in good standing who is:

- No longer actively engaged in providing medical care to patients, nor actively involved in any other medical or medically related field or endeavour;
- An individual of distinction and not a family physician, who has made outstanding contributions to family medicine; or
- A member of the public with a role on the CFPC Board and/or its Committees.

Non-Practising members:

- Are not required to pay annual Corporation or Chapter fees;
- Are not required to fulfill CPD requirements; and
- Are members of both the Corporation and a Chapter.

**Commented [SS6]:** confirm

b) A **Learner member** is a non-voting member in good standing who is:

- A physician enrolled as a resident in an approved postgraduate training program in family medicine;
- A physician who was previously a practising family physician of the College and is now enrolled as a resident in an approved postgraduate training program in a medical discipline other than family medicine;
- An international medical graduate (IMG) who is enrolled in a Canadian provincial ministry of health- and/or university-approved assessment/training program leading to the attainment of a license to practise in Canada; or
- An individual enrolled in a Canadian university faculty of medicine undergraduate program leading to the MD degree who has an interest in family medicine.

Learner members:

- Are not required to pay annual Corporation or Chapter fees;
- Are not required to fulfill CPD requirements, with the exception of a resident who may voluntarily register CPD; and
- Are members of both the Corporation and a Chapter.

c) An **Associate member** is a non-voting member in good standing who is:

- A health care professional or other who works in collaboration with family physicians in clinical practice or academic departments of family medicine.

Associate members:

- Pay annual Corporation fees as set by the Board;
- Are not required to fulfill CPD requirements; and
- Are not required to belong to a Chapter nor pay annual Chapter fees.

x) The deletion of the existing section 11.11 [Right to Vote] in its entirety and substituting in its place the following:

**11.11 Right to Vote**

Subject to the Act and the Articles, at any Meeting of Members every person shall be entitled to vote who is at the time of the Meeting of Members entered in the books of the Corporation as a Member of the Practising class.

xi) The identification of the CFPC logo on the first page of the by-law as listed with the Canadian Intellectual Property Office in effective January 2022;

xii) The change of the end date of the financial year in paragraph 2.1 from May to February, as approved by Members at the 2020 Meeting of Members;

xiii) The replacement of the word "six (6)" with "nine (9)" in section 11.1 [Annual Meetings], as approved by Members at the 2020 Meeting of Members.

**Member questions**

College members are invited to review the proposed by-law and submit any questions or comments to Sarah Scott, CFPC Director of Governance and Strategic Planning, at amm@cfpc.ca prior to the Annual Meeting of Members on November 2, 2022.

THE COLLEGE OF FAMILY PHYSICIANS OF CANADA
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**Annual Meeting of Members (AMM)**

**Wednesday, November 2, 2022: 7:00 p.m. to 8:30 p.m. (ET)**

[SS1]: Proposed times in blue (the times are for internal purposes only)

**You must register at** https://reg.lumiengage.com/cfpc2022/.
**You will receive a confirmation email with personalized instructions on how to join the virtual AMM and vote. Observers will receive a separate link to join the AMM with no voting privileges.**

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**Dr. Brady Bouchard presiding**

| | Agenda | | Presenter |
|---|---|---|---|
| 1. | **Call to order** | | **B. Bouchard** |
| 2. | **2021–2022 Memorial Roll of CFPC members** | | **B. Bouchard** |

View the Memorial Roll

[SS2]: Link to 2.0 (expected Oct 2/22; should not need translation)

| | | | |
|---|---|---|---|
| 3. | **Minutes of previous AMM** | | **B. Bouchard** |

**Minutes**
**Be it resolved that** the minutes of the CFPC Annual Meeting of Members held virtually on November 11, 2021, be approved.

View the minutes of the 2021 CFPC Annual Meeting of Members

[SS3]: Link to 3.0 (Eng and French are both ready)

| | | | |
|---|---|---|---|
| 4. | **Report of the President and Chair of the Board** | | **B. Bouchard** |

Please see the CFPC annual report (insert link) and attend the State of the College Address at FMF on Wednesday, November 9th, at 8:45 a.m. (ET) in Hall F on the 800 level of the Metro Toronto Convention Centre.

| | | | |
|---|---|---|---|
| 5. | **Member Classes (Special Resolution)** | (7:10-7:35) | **B. Bouchard** |

**Member Classes**
**Be it resolved as a special resolution** that effective January 1, 2023, the College of Family Physicians of Canada have four classes of members;
**Further that** the classes of members be
(1) the Practising class members
(2) the Non-Practising class members

(3) the Learner class members
(4) the Associate class members;

**And further that** Practising class members be Voting Members and classes 2, 3, and 4 collectively be the "Non-Voting Members".

**And further that** the rights associated with each member class be as set out in Note 1 of the memo to members provided to the members in advance of this meeting.

**And further that** the articles of the Corporation be amended to delete the statement of the classes of members that the Corporation is authorized to establish in its entirety and replace it with the statement included in Note 2 of the memo to members provided to members in advance of this meeting.

Access memo to members about member classes
Webpage

**6. By-law amendments – Member Classes (Special Resolution)** (7:35-7:40) **B. Bouchard**

**Be it resolved as a special resolution** that the amendments to By-Law No. 1 ~~and~~in the ~~Articles~~form provided to the members in advance of the ~~Corporation~~meeting, including related to alignment with the new member classes, be approved~~.~~, and that the amended and restated By-Law No. 1 provided to the members in advance of the meeting be confirmed as a by-law of the Corporation.

**And be it further resolved that** any of the officers and directors of the Corporation are hereby authorized and directed for and on behalf of the Corporation to execute and deliver all such documents and to do all such other acts and things as they may determine to be necessary or advisable to give effect to this Resolution.

(please click on Memo below for the full ~~resolution~~text of the revisions)

Access memo to members about by-law amendments
Access By-law No. 1 with amendments visible

**7. Report of the Executive Director and CEO** (7:40-7:50) **L. Loh**

**8. Report of the Nominating Committee** (7:50-7:53) **D. Cutts**

Hear the announcement of Board Director election results.

**9. Report from the Honorary Secretary-Treasurer** (7:53-8:10) **M. Green**

Access the report of the Secretary-Treasurer
Access our new frequently asked questions about examination fees:
Certification Examination in Family Medicine
Examination of Added Competence in Emergency Medicine

**a) Audited financial statements for the year ended May 31, 2022**
View the financial statements



**[SS4]:** The draft Memo to members is attached (5). I'll review it with legal counsel. It hyperlinks to the member class/fee webpage

**[SS5]:** The draft Memo to members is attached (6a). I'll review it with legal counsel. It hyperlinks to the member class/fee webpage. For easy access, I suggest we also include the hyperlink to the member class/fee webpage here on the agenda too.

**[DE6]:** Note that I've revised this so that the actual resolution is in the agenda, and the additional text is in the memos. I think this makes it cleaner for the purpose of approving the resolutions at the meeting and preparing minutes. Happy to discuss approach.

**[SS7]:** Insert 6b (I have it in English and it's with Translation)

**[SS8]:** Lawrence's report still needs to be developed. It does not get circulated

**[SS9]:** Sarah to insert the election results into the speaking notes and finalize slides after Oct. 28th

**[SS10]:** Insert hyperlink to the election nominees (hoping for anyone who reviews this agenda between Oct 13 and 27th that it reminds them to vote):

**[SS11]:** Hyperlink (I think)

**10. ~~b)~~ 2023–2024 Member fees (Ordinary Resolution)** 310 **M. Green**

**2023–2024 Member fees**

**Be it resolved that** the member fees be increased as of 1st July 2023 by an amount equal to forecasted inflation of 7%.

If the four new member classes are approved by members effective 1st January 2023, the fees will be outlined as below:

| Member Class | 1st July 2023 Annual Fee<br><br>(rounded to the nearest $5) |
|---|---|
| Practising<br><br>First Year Practising from Residency | $880<br><br>$440 (Represents 50% of the Practising Fee) |
| Associate | $220 (Represents 25% of the Practising Fee) |
| Learner | $0 |
| Non-Practising | $0 |

Webpage

**[SS14]:** There isn't a Memo to Members about the fees.
I suggest we insert the hyperlink to the member class/fee webpage

**[EM15]:** Agreed. Should have ample materials to link to.

**[SS16]:** This resolution was updated at 5 pm Sept 23rd based on the Finance and Audit Committee meeting content

**11. ~~c)~~ Auditors (Ordinary Resolution) M. Green**

**External auditors**

**Be it resolved that** Deloitte LLP, be appointed as the external auditors for the College for a period of three fiscal years 2022-2023, 2023-2024, 2024-2025, and for the CFPC Employee's Pension Plan for the fiscal period starting 2022-23 and until the plan is wound up, for a fee not exceeding the amount laid out in the proposal submitted by Deloitte, i.e. $150,200 and $10,000 (plus taxes and out of pocket costs) for the College and the Pension Plan respectively, with an option to further extend for a period of 2 years beyond 2024-2025, as needed.

**12. ~~10.~~ Q & A – 20 minutes** (8:10-8:30) **C. Newton**

Questions from members

**13.** ~~11.~~ **Adjournment**

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**If you are unable to attend the meeting** and want to submit your votes for inclusion in the results, please register before Tuesday, November 1, 2022, at 8:00 a.m. ET at https://reg.lumiengage.com/cfpc2022/.

Document comparison by Workshare 10.0 on Tuesday, September 27, 2022 1:00:16 PM

| Input: | 312 |
|---|---|
| Document 1 ID | PowerDocs://TOR_2024/13159620/1 |
| Description | TOR_2024-#13159620-v1-1-Agenda-AMM2022_DRAFT_(Blakes_Comments) |
| Document 2 ID | PowerDocs://TOR_2024/13159620/2 |
| Description | TOR_2024-#13159620-v2-1-Agenda-AMM2022_DRAFT_(Blakes_Comments) |
| Rendering set | Standard |

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| Inserted cell | |
| Deleted cell | |
| Moved cell | |
| Split/Merged cell | |
| Padding cell | |

| Statistics: | |
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| | Count |
| Insertions | 22 |
| Deletions | 12 |
| Moved from | 0 |
| Moved to | 0 |
| Style change | 0 |
| Format changed | 0 |
| Total changes | 34 |

THE COLLEGE OF FAMILY PHYSICIANS OF CANADA
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TM/MC

# Proposed simplification of CFPC™ member classes from eleven (11) to four (4)

**Date**: October 1, 2022

**To**: All members of the College of Family Physicians of Canada (CFPC)

**From**: Brady Bouchard, MBBS, CCFP, CISAM
Chair, CFPC Board of Directors

As a corporation regulated by the Canada Not-for-profit Corporations Act (Act), a special resolution of the members is required to make any amendment to the articles or by-laws regarding member classes (section 197[1], Act)~~, specifically parts (d) creating~~. Specifically sections 197(1)(d), (e), and (f) require a special resolution of the members to amend the by-laws to: create a new class of members; ~~(e) changing~~ change a condition required for being a member; ~~and (f) adding, changing~~or add, change or ~~removing~~remove any rights and conditions of ~~such~~a class.

It is considered necessary and in the best interests of the Corporation to simplify our member classes from eleven (11) member classes to four (4). Fewer member classes offer clarity and simplicity for members, a clear fee structure and benefits, and a reduction in internal administration. The Board approved the four member classes on September 14, 2022.

**Details about the proposed change in member classes.**

At the time of the November 2, 2022, Annual Meeting of Members (AMM), the member class changes will be proposed for member confirmation, with or without changes by members. If a quorum of 50 members exists and at least two-thirds (2/3) of the voting members attending the AMM approve the recommended changes to member classes, the changes will be confirmed and effective January 1, 2023.

## Special Resolution:

The Special Resolution to be considered at the AMM is as follows:

**Member Classes**



**[SS1]:** Emily - this content relates to by-law amendments and this resolution is about approving the changes in member classes (the step before approving by-law amendments). Is there something we can replace this with?

**[DE2]:** The change to the member classes is done through the change to the articles and by-laws (they are the same thing). But for clarity I've made some revisions here

**[SS3]:** Finalize this content to match the benefits we're including in the member class/fee FAQ content, for consistency

**[EM4]:** Once those FAQ messages have been finalized, yes, will need to be inserted here.

**[SS5]:** Hyperlink to the webpage on member classes (including the FAQ)

**Be it resolved as a special resolution** that effective January 1, 2023, the College of Family Physicians of Canada have four classes of members;

**Further That** the classes of members be

(1) the Practising class members

(2) the Non-Practising class members

(3) the Learner class members

(4) the Associate class members;

**And Further That** Practising class members be Voting Members and classes 2, 3, and 4 collectively be the "Non-Voting Members".

**[SS6]:** Emily - I'm proposing that the resolution (and what will be minuted) be from 'Member Classes to the end of the descriptions of the four classes. Is this appropriate?

We want to include the gist of the resolution on the agenda and on the screen during the meeting. Is it appropriate to include the shaded part for these uses?

**And further that** the rights associated with each member class be as set out in Note 1 of the memo to members provided to the members in advance of this meeting.

**And further that** the articles of the Corporation be amended to delete the statement of the classes of members that the Corporation is authorized to establish in its entirety and replace it with the statement included in Note 2 of the memo to members provided to members in advance of this meeting.

**Note 1:** The rights associated with each proposed member class will be as follows:

| | |
|---|---|
| **Practising Class**<br><br>Includes First Year Practising (FYP) | A **Practising class member** is:<br>• A licensed physician in good standing, engaged in the practise of family medicine including patient care, teaching, research, and/or administrative practice including members in their first year of practise; or<br>• Engaged in a primary practice or specialty other than family medicine who holds certification from the Royal College of Physicians and Surgeons of Canada, or another certifying body recognized by the College.<br>Practising class members are required to:<br>• Pay annual Corporation membership fees and Chapter fees as set by the Board and the Chapter Boards;<br>• Fulfill CPD requirements as determined by the Board; and<br>• Be members of both the Corporation and a Chapter (with the exception of members practising in the territories or outside of Canada). |
| **Non-Practising Class** | A **Non-Practising class member** is a non-voting member in good standing who is: |

| | |
|---|---|
| | • No longer actively engaged in providing medical care to patients, nor actively involved in any other medical or medically related field of endeavour;<br>• An individual of distinction and not a family physician, who has made outstanding contributions to family medicine; or<br>• A member of the public with a role on the CFPC Board and/or its Committees.<br>Non-Practising class members:<br>• Are not required to pay annual Corporation or Chapter fees;<br>• Are not required to fulfill CPD requirements; and<br>• Are members of both the Corporation and a Chapter. **[SS7]:** Confirm this statement |
| **Learner Class** | A **Learner class member** is a non-voting member in good standing who is:<br>• A physician enrolled as a resident in an approved postgraduate training program in family medicine;<br>• A physician who was previously a practising family physician of the College and is now enrolled as a resident in an approved postgraduate training program in a medical discipline other than family medicine;<br>• An international medical graduate (IMG) who is enrolled in a Canadian provincial ministry of health- and/or university-approved assessment/training program leading to the attainment of a license to practise in Canada; or<br>• An individual enrolled in a Canadian university faculty of medicine undergraduate program leading to the MD degree who has an interest in family medicine.<br>Learner class members:<br>• Are not required to pay annual Corporation or Chapter fees;<br>• Are not required to fulfill CPD requirements, with the exception of a resident who may voluntarily register CPD; and<br>• Are members of both the Corporation and a Chapter. |
| **Associate Class** | An **Associate class member** is a non-voting member in good standing who is:<br>• A health care professional or other who works in collaboration with family physicians in clinical practice or academic departments of family medicine.<br>Associate class members:<br>• Pay annual Corporation fees as set by the Board;<br>• Are not required to fulfill CPD requirements; and<br>• Are not required to belong to a Chapter nor pay annual Chapter fees. |

**Note 2:** the articles of the Corporation will be amended to delete the statement of the classes of members that the Corporation is authorized to establish in its entirety and replace it with the following:

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> *The Corporation is authorized to establish four classes of members. The classes of members are (1) the Practicing Class Members, (2) the Non-Practicing Class Members, (3) the Learner Class Members, and (4) the Associate Class Members (classes 2, 3, and 4 being collectively the "Non-Voting Members").*
>
> *The Practicing Class Members are entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.*
>
> *The Non-Voting Members do not have the right to receive notice of, attend or vote at meetings of members, except to the extent mandated by the Act. The Non-Voting Members are not entitled to vote separately as a class or group on a proposal to amend the articles in the case of an amendment referred to in section 199(1)(a) or (e) of the Act.*

**Member questions**

College members are invited to review the proposed member class changes and submit any questions or comments to Sarah Scott, CFPC Director of Governance and Strategic Planning, at amm@cfpc.ca prior to the Annual Meeting of Members on November 2, 2022.

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THE COLLEGE OF FAMILY PHYSICIANS OF CANADA
LE COLLÈGE DES MÉDECINS DE FAMILLE DU CANADA
TM/MC

# Proposed amendments to CFPC™ By-law No. 1 and Articles of the Corporation

**Date**: October 1, 2022

**To**: All members of the College of Family Physicians of Canada (CFPC)

**From**: Brady Bouchard, MBBS, CCFP, CISAM
Chair, CFPC Board of Directors

The amendments **relate to:**

**1. Updating member classes –** If members approve agenda Item 5, the proposed four member classes by Special Resolution* at the November 2nd, 2022, Annual Meeting of Members, then they will be asked to approve the related amendments to By-Law No. 1, by Special Resolution. See details for recommended changes to member classes.

*A Special Resolution requires approval by two-thirds of voting members attending the Annual Meeting of Members, where a quorum of 50 members exists

**2. Updating other sections of By-law No. 1 –**

By-Law No. 1 will also be amended to reflect the following:

a) trademarking the CFPC logo (effective January 2022)
b) updating the financial year (as approved by Members in November 2020)

As a corporation regulated by the Canada Not-for-profit Corporations Act *(*Act), a special resolution of the members is required to make any amendment to the by-laws regarding member classes (section 197[1], Act), specifically parts (d) creating a new class of members; (e) changing a condition required for being a member; and (f) adding, changing, or removing any rights and conditions of such class.

The Board approved the necessary amendments on September 14, 2022.

**[SS1]:** Hyperlink to webpage about proposed member class and fee changes

**[DE2]:** Suggest also including a link to the other memo here for completeness

**[SS3]:** Emily - I'm not including that these changes only require Ordinary Resolution but that we've chosen to include all the by-law amendments in one Special Resolution. Please let me know if we should say anything about this.

If the amendments are confirmed by members, a confirmation date will be inserted and the new By-law No. 1 ~~and Articles~~ will be ~~filed with Corporations Canada~~adopted to amend and restate the existing By-Law No. 1.

**Special Resolution:**

**The Amendments to By-Law No. 1 ~~and the Articles of the Corporation to align with new member classes~~will be as follows:**

~~**Whereas** the directors of the Corporation have proposed that the existing classes of members be replaced with the classes of members set out below:~~

| | |
|---|---|
| ~~**Practising Class**~~<br><br>~~Includes First Year Practising (FYP)~~ | ~~A **Practising class member** is:~~<br>• ~~A licensed physician in good standing, engaged in the practise of fami medicine including patient care, teaching, research, and/or administrative practice including members in their first year of practi or~~<br>• ~~Engaged in a primary practice or specialty other than family medicine who holds certification from the Royal College of Physicians and Surg of Canada, or another certifying body recognized by the College.~~<br>~~Practising class members are required to:~~<br>• ~~Pay annual Corporation membership fees and Chapter fees as set by t Board and the Chapter Boards;~~<br>• ~~Fulfill CPD requirements as determined by the Board; and~~<br>• ~~Be members of both the Corporation and a Chapter (with the excepti of members practising in the territories or outside of Canada).~~ |
| ~~**Non-Practising Class**~~ | ~~A **Non-Practising class member** is a non-voting member in good standing who is:~~<br>• ~~No longer actively engaged in providing medical care to patients, nor actively involved in any other medical or medically related field or endeavour;~~<br>• ~~An individual of distinction and not a family physician, who has made outstanding contributions to family medicine; or~~<br>• ~~A member of the public with a role on the CFPC Board and/or its Committees.~~<br>~~Non-Practising class members:~~<br>• ~~Are not required to pay annual Corporation or Chapter fees;~~ |



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**[SS4]:** Emily - I'm proposing that the resolution (and what will be minuted) be from 'Amendments to By-Law No. 1' down to 'necessary or advisable to give effect to this Resolution' . Is this appropriate?

Similar to the lengthy Special Resolution to approve the member class changes, we would also like to include a shortened version of the resolution on the agenda and on the screen during the meeting.

Does this work? Be it resolved as a special resolution that amendments to By-Law No. 1 and the Articles of the Corporation, including related to alignment with the new member classes, be approved.

On the agenda we'll say (please click on Memo below for the full resolution)

**[DE5]:** Sarah - the changes to the member classes are covered in the other memo. To keep it clear which memo relates to which item, I don't think we need to repeat the chart here. This memo is just to describe in more detail the amendments to the by-laws. In terms of what is presented at the meeting, I have made certain revisions to the agenda such

| | |
|---|---|
| | • Are not required to fulfill CPD requirements; and<br>• Are members of both the Corporation and a Chapter. |
| **Learner Class** | A **Learner class member** is a non-voting member in good standing who is:<br>• A physician enrolled as a resident in an approved postgraduate training program in family medicine;<br>• A physician who was previously a practising family physician of the College and is now enrolled as a resident in an approved postgraduate training program in a medical discipline other than family medicine;<br>• An international medical graduate (IMG) who is enrolled in a Canadian provincial ministry of health- and/or university-approved assessment/training program leading to the attainment of a license to practise in Canada; or<br>• An individual enrolled in a Canadian university faculty of medicine undergraduate program leading to the MD degree who has an interest in family medicine.<br>Learner class members:<br>• Are not required to pay annual Corporation or Chapter fees;<br>• Are not required to fulfill CPD requirements, with the exception of a resident who may voluntarily register CPD; and<br>• Are members of both the Corporation and a Chapter. |
| **Associate Class** | An **Associate class member** is a non-voting member in good standing who is:<br>• A health care professional or other who works in collaboration with family physicians in clinical practice or academic departments of family medicine.<br>Associate class members:<br>• Pay annual Corporation fees as set by the Board;<br>• Are not required to fulfill CPD requirements; and<br>• Are not required to belong to a Chapter nor pay annual Chapter fees. |

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**[SS6]:** CONFIRM (Eric/Carol)

**And whereas** the directors have proposed that the Non-Member Mainpro+ Participant category be amended such that the rights are as follows:

| | |
|---|---|
| **Non-Member Mainpro+ Participant (NMMP) Category** | Non-Member Mainpro+ Participants (NMMP) are non-member physicians who:<br>• wish to avail themselves of the Maintenance of Proficiency (Mainpro+®) program to meet mandatory CPD requirements of external bodies (e.g., provincial licensing authorities).<br>NMMPs:<br>• Pay a fee to participate in the Mainpro+ program as approved by the Board;<br>• Do not belong to a Chapter;<br>• Do not have any right to receive notice of or vote in respect of meetings of members of the Corporation.<br>This category is closed to new applicants effective January 1, 2023. Those in the NMMP category prior to January 1, 2023, are eligible to remain in this category until discontinuation or attrition closes this category. |

**And whereas** the amendments to the classes of members will be implemented through an amendment and restatement of By-Law No. 1 of the Corporation, the text of which is set out in Schedule A hereto, and an amendment to the articles of continuance of the Corporation, the text of which is set out in resolution 1 hereto.

**Therefore:**

**Be it resolved as a special resolution that:**

1. The articles of the Corporation be amended to delete the statement of the classes of members that the Corporation is authorized to establish in its entirety and replace it with the following:

   The Corporation is authorized to establish four classes of members. The classes of members are (1) the Practising members, (2) the Non-Practising members, (3) the Learner members, and (4) the Associate members (classes 2, 3, and 4 being collectively the "Non-Voting Members").

   The Practising members are entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

~~The Non-Voting Members do not have the right to receive notice of, attend, or vote at meetings of members, except to the extent mandated by the Act. The Non-Voting Members are not entitled to vote separately as a class or group on a proposal to amend the articles in the case of an amendment referred to in section 199(1)(a) or (e) of the Act.~~

~~2. The following changes to By-Law No. 1 are hereby approved, and the amended and restated By-Law No. 1 attached as Schedule A hereto is hereby confirmed as a by-law of the Corporation:~~

i) The replacement of the Membership classes in section 3.4 [Chapter Membership] with Practising, Non-Practising, and Learners.

ii) The deletion of the existing section 9.1 [Members with Mainpro+ program requirements] in its entirety and substituting in its place the following:

**9.1 Practising Member Requirement**

Practising members are required to participate in the Maintenance of Proficiency (Mainpro+®) program as approved by the Board of Directors.

iii) The deletion of the existing section 9.2 [Non-Member Mainpro Participants] in its entirety and substituting in its place the following:

**9.2 Non-Member Mainpro+ Participants**

Non-Member Mainpro+ Participants (NMMP) are non-member physicians who:

- wish to avail themselves of the Maintenance of Proficiency (Mainpro+®) program to meet mandatory CPD requirements of external bodies (e.g., provincial licensing authorities).

NMMPs:

- Pay annual Corporation fees to participate in the Mainpro+ program set by the Board;
- Do not belong to a Chapter; and
- Do not have any right to receive notice of or vote in respect of meetings of members of the Corporation.

This category is closed to new applicants effective January 1, 2023. Those in the NMMP category prior to January 1, 2023, are eligible to remain in this category until discontinuation or attrition closes this category.

iv) The replacement of "In all cases," with "In the case of Members and Non-Member Mainpro+ Participants" in section 9.3 [Compliance]



v) The insertion of the words "for CPD" immediately following "submitted" in section 9.4 [Credit Submission]

vi) The insertion of the words "applicable to their class of membership" following "Members shall pay the annual College fee" in section 10.5 [Membership Fees]

vii) The deletion of the existing section 10.6 [Membership Classes] in its entirety and substituting in its place the following:

**10.6 Membership Classes**

There shall be four classes of Membership as determined by the Board: a class of Practising members, a class of Non-Practising members, a class of Learner members, and a class of Associate members. The rights of each class of members are set out below. Only Practicing members have voting rights. Voting Members are entitled to vote at the College's Annual Meeting of Members. All Members, whether voting or non-voting, may participate on, vote on, and chair College Committees.

viii) The deletion of the existing section 10.7 [Voting Members] in its entirety and substituting in its place the following:

**10.7 Voting Members**

A **Practising member** is:

- A licensed physician in good standing, engaged in the practise of family medicine including patient care, teaching, research, and/or administrative practice including members in their first year of practise; or
- Engaged in a primary practice or specialty other than family medicine who holds certification from the Royal College of Physicians and Surgeons of Canada, or another certifying body recognized by the College.

Practising members are required to:

- Pay annual Corporation membership fees and Chapter fees as set by the Board and the Chapter Boards;
- Fulfill CPD requirements as determined by the Board; and
- Be members of both the Corporation and a Chapter (with the exception of members practising in the territories or outside of Canada).

ix) The deletion of the existing section 10.8 [Non-Voting Members] in its entirety and substituting in its place the following: 324

**10.8 Non-Voting Members**

Notwithstanding any other privileges, National Board Directors have the privilege to vote at the annual Meeting.

The following classes of members, subject to the Act and the articles, shall not be entitled to receive notice of, attend, or vote at meetings of the members of the Corporation.

a) A **Non-Practising member** is a non-voting member in good standing who is:

- No longer actively engaged in providing medical care to patients, nor actively involved in any other medical or medically related field or endeavour;
- An individual of distinction and not a family physician, who has made outstanding contributions to family medicine; or
- A member of the public with a role on the CFPC Board and/or its Committees.

Non-Practising members:

- Are not required to pay annual Corporation or Chapter fees;
- Are not required to fulfill CPD requirements; and
- Are members of both the Corporation and a Chapter.

[SS7]: confirm

b) A **Learner member** is a non-voting member in good standing who is:

- A physician enrolled as a resident in an approved postgraduate training program in family medicine;
- A physician who was previously a practising family physician of the College and is now enrolled as a resident in an approved postgraduate training program in a medical discipline other than family medicine;
- An international medical graduate (IMG) who is enrolled in a Canadian provincial ministry of health- and/or university-approved assessment/training program leading to the attainment of a license to practise in Canada; or
- An individual enrolled in a Canadian university faculty of medicine undergraduate program leading to the MD degree who has an interest in family medicine.

Learner members:

- Are not required to pay annual Corporation or Chapter fees;
- Are not required to fulfill CPD requirements, with the exception of a resident who may voluntarily register CPD; and
- Are members of both the Corporation and a Chapter.

c) An **Associate member** is a non-voting member in good standing who is:

- A health care professional or other who works in collaboration with family physicians in clinical practice or academic departments of family medicine.



Associate members:

- Pay annual Corporation fees as set by the Board;
- Are not required to fulfill CPD requirements; and
- Are not required to belong to a Chapter nor pay annual Chapter fees.

x) The deletion of the existing section 11.11 [Right to Vote] in its entirety and substituting in its place the following:

**11.11 Right to Vote**

Subject to the Act and the Articles, at any Meeting of Members every person shall be entitled to vote who is at the time of the Meeting of Members entered in the books of the Corporation as a Member of the Practising class.

xi) The identification of the CFPC logo on the first page of the by-law as listed with the Canadian Intellectual Property Office in effective January 2022;

xii) The change of the end date of the financial year in paragraph 2.1 from May to February, as approved by Members at the 2020 Meeting of Members;

xiii) The replacement of the word "six (6)" with "nine (9)" in section 11.1 [Annual Meetings], as approved by Members at the 2020 Meeting of Members.

~~**And be it further resolved that** any of the officers and directors of the Corporation are hereby authorized and directed for and on behalf of the Corporation to execute and deliver all such documents and to do all such other acts and things as they may determine to be necessary or advisable to give effect to this Resolution.~~

**Member questions**

College members are invited to review the proposed by-law and submit any questions or comments to Sarah Scott, CFPC Director of Governance and Strategic Planning, at amm@cfpc.ca prior to the Annual Meeting of Members on November 2, 2022.



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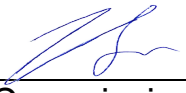
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This is **EXHIBIT "13"**
referred to in the Affidavit of
**ERIC MANG**
sworn before me this 15th day of October, 2024



A Commissioner, etc.
**Nathan Lean - LSO #68801A**

THE COLLEGE OF FAMILY PHYSICIANS OF CANADA
LE COLLÈGE DES MÉDECINS DE FAMILLE DU CANADA
TM/MC

# Proposed simplification of College of Family Physicians of Canada™ (CFPC) member classes from eleven (11) to four (4)

**Date**: October 1, 2022

**To**: All members of the College of Family Physicians of Canada™ (CFPC)

**From**: Brady Bouchard, MBBS, CCFP, CISAM
Chair, CFPC Board of Directors

As a corporation regulated by the Canada Not-for-profit Corporations Act *(*Act), a special resolution of the members is required to make any amendment to the articles or by-laws regarding member classes (section 197[1], Act). Specifically, sections 197(1)(d), (e), and (f) require a special resolution of the members to amend the by-laws to: create a new class of members; change a condition required for being a member; or add, change, or remove any rights and conditions of a class.

It is considered necessary and in the best interests of the Corporation to simplify our member classes from eleven (11) member classes to four (4). Fewer member classes offer clarity and simplicity for members, a clear fee structure and benefits, and a reduction in internal administration. The Board approved the four member classes on September 14, 2022.

**Details about the proposed change in member classes.**

At the time of the November 2, 2022, Annual Meeting of Members (AMM), the member class changes will be proposed for member confirmation, with or without changes by members. If a quorum of 50 members exists and at least two-thirds (2/3) of the voting members attending the AMM approve the recommended changes to member classes, the changes will be confirmed and effective January 1, 2023.

**Special Resolution:**

The Special Resolution to be considered at the AMM is as follows:







**Commented [A1]:** The CFPC and logo trademark registration was submitted for Canadian Intellectual Property Office approval (January 2022).

By-law No. 1

A By-law relating generally to the transaction of the business and affairs of

**THE COLLEGE OF FAMILY PHYSICIANS OF CANADA/LE COLLÈGE DES MÉDECINS DE FAMILLE DU CANADA**

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# SECTION ONE – Interpretation

## Definitions

**1.1** **"Act"** means the *Canada Not-for-profit Corporations Act* [S.C. 2009, c.23], or any statute that may be substituted therefore, and the regulations to the Act, as from time to time amended.

**1.2** **"Administrator"** means the administrative head of a Chapter.

**1.3** **"Articles"** means the Articles of Continuance for the Corporation pursuant to the Act, and as may be amended from time to time by a special resolution of the Members.

**1.4** **"Board"** means the National Board of Directors of the College of Family Physicians of Canada (CFPC).

**1.5** **"By-law"** means this By-law and any By-law of the College in force and effect.

**1.6** **"Chapter"** means a provincial/territorial Corporation having the same purposes as the College and established in accordance with Section Three (3) of these By-laws.

**1.7** **"Committee"** unless otherwise specified means any Committee, subcommittee, working group, or task force of the Corporation.

**1.8** **"Corporation"** means the Corporation continued under the Act by the said certificate to which the Articles are attached and named, THE COLLEGE OF FAMILY PHYSICIANS OF CANADA/ LE COLLÈGE DES MÉDECINS DE FAMILLE DU CANADA. The Corporation may also be referred to as the College in these By-laws.

**1.9** **"Director"** means an elected Member of the Board.

**1.10** **"Executive Committee"** means the Executive Committee of the Board, more specifically described in Section Seven of this By-law, and "Executive" means any Member of the Executive Committee of the College.

**1.11** **"Executive Director"** means the person appointed by the Board to act as the chief executive Officer of the College.

**1.12** **"In-Camera Meeting"** means a confidential Meeting of the Board or any of its Committees at which attendance is restricted to voting Directors/Committee Members plus others specifically invited by the Chair.

**1.13** "**Meeting of Members**" means an Annual Meeting of Members or a Special Meeting of Members.

**1.14** **"Member"** means a person assigned to one of the College's classes of membership.

**1.15 "Ordinary Resolution"** as defined in the Act means a resolution passed by a majority of the votes cast on that resolution.

**1.16 "Officer"** means a person elected to one of the offices established by the By-laws.

**1.17 "President"** means the Member elected as senior Officer and a designated spokesperson for the College.

**1.18 "Regions"** means the five (5) Regions of the College designated as follows:
1) British Columbia/Alberta, 2) Saskatchewan/Manitoba, 3) Ontario, 4) Québec, 5) Atlantic Canada.

**1.19 "Section"** means a group of College Members with common interests who form a Board-approved entity with an executive Committee representing them.

**1.20 "Special Meeting"** includes a Meeting of the Board or any class or classes of Members entitled to vote at an annual meeting other than a regularly scheduled Board meeting or annual meeting.

**1.21 "Special Resolution"** as defined in the Act means a resolution passed by not less than two-thirds of the votes cast on that resolution by the Members entitled to vote on such resolution at a Meeting of Members duly called for that purpose.

## Interpretation and By-law Publication Languages

### 1.22 Interpretation

In these By-laws where the context requires, words importing the singular include the plural and vice versa, and words importing gender include the masculine, feminine, and neuter genders.

### 1.23 By-law Publication Languages

The By-laws of the College shall be printed in English and French and both language versions shall be equally authoritative.

## General Provisions

### 1.24 Head Office

The Registered office of the College shall be located in Ontario.

### 1.25 Coat of Arms, Crest, Corporate Seal, and Logo

The College's Coat of Arms, Crest, Corporate Seal, and Logo shall each exist in a form approved by the Board. The custody of the Corporate Seal shall be entrusted to the Executive Director or designate to be affixed to documents as directed by the Executive, the Board, or the President.

### 1.26 Robes of Office

The College shall possess robes, hoods, chains of office, pins, and other items of regalia to identify and distinguish Members of the College as determined by the Board.

### 1.27 College Motto

The College's motto shall be: *Nostrum in Studiis Robur* – In Study Lies Our Strength.

### 1.28 Ethics

The Code of Ethics of the Canadian Medical Association (CMA) shall be adopted as the Code of Ethics of the College.

### 1.29 Equity and Diversity

The College and its Chapters, their Boards, Committees, Sections, their employees shall act in accordance with the College's policies on equity and diversity.

### 1.30 Official Languages

English and French shall be the official languages of the College. The Board shall establish policies to guide the use of the official languages.

### 1.31 Rules of Order and Meeting Procedure

All Board Meetings, Annual or Special Meetings of Members, and Committee Meetings shall follow Canadian Parliamentary procedure, as described in Bourinot's Rules of Order.

## By-laws/Amendments

### 1.32 Make, Amend, or Repeal By-laws

Subject to the Articles, the Board of Directors may by resolution, make, amend, or repeal any By-laws that regulate the activities or affairs of the College. Any such By-law, amendment, or repeal shall be effective from the date of the resolution of Directors until the next Meeting of Members where it may be confirmed, rejected, or amended by the Members by ordinary resolution. If the By-law, amendment or repeal is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed. The By-law, amendment, or repeal ceases to have effect if it is not submitted to the Members at the next Meeting of Members or if it is rejected by the Members at the meeting.

### 1.33 Special Resolution

Special resolutions apply to the following, as outlined in the Act: change the Corporation's name; change of the province in which the Corporation's registered office is situated; add, change, or remove any restriction on the activities that the Corporation may carry on; create a new class or group of Members; change a condition required for being a Member; change the designation of any class or group of Members or add, change, or remove any rights and conditions of any such class or group; divide any class or group of Members into two or more

classes or groups and fix the rights and conditions of each class or group; add, change, or remove a provision respecting the transfer of a membership; increase or decrease the number of—or the minimum or maximum number of—Directors fixed by the Articles; change the statement of the purpose of the Corporation; change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation; change the manner of giving notice to Members entitled to vote at a Meeting of Members; change the method of voting by Members not in attendance at a Meeting of Members; or add, change, or remove any other provision that is required by the Act to be set out in the Articles.

### 1.34 Amendments by the Membership

Any ten (10) or more voting Members in good standing may propose, in writing, an amendment to the By-laws by submitting the same to the Executive Director at least sixty (60) days prior to the meeting of the Members at which the same is to be considered.

### 1.35 Notice for Proposed Amendments

Notice of such a proposed amendment shall be communicated by the Executive Director to all Members, together with the time and place of the meeting, at least twenty one (21) days before the meeting at which the proposed amendment is to be considered.

### 1.36 Amendments and the By-laws Committee

Every proposal to amend the By-laws, shall be referred to the By-laws Committee which, in consultation with the proposer, shall amend any such proposal to the extent necessary to satisfy legal requirements and to ensure that any proposed amendment is not inconsistent with any other provision of the By-laws not intended to be amended.

### 1.37 Amendment and Board Referral

Any amendment originating by way of these By-laws shall be referred to the Board for its consideration, which may, in consultation with the By-laws Committee, make such revisions to the proposed amendment as it thinks advisable.

# SECTION TWO – Affairs of the Corporation

## 2.1 Financial Year

Until changed by the Board, the Financial Year of the Corporation shall end on the last day of ~~May~~ February in each year.

**Commented [A2]:** At the 2020 Annual Meeting, Members approved the following:
**Amendments to Fiscal Year and Calling of Annual Meetings of Members**
**That** the fiscal year of the College of Family Physicians of Canada be changed to March 1st to February 28th (29th in a leap year);
**Further that** this change be effective as of the 2023–2024 fiscal year (March 1, 2023, to February 29, 2024);
**And further that** financial statements be provided to members no later than August 31st following the fiscal year end;
**And further that** the length of time from the fiscal year end until the Annual Meeting of Members be changed from a maximum of six months to a maximum of nine months.

## 2.2 Execution of Instruments

Deeds, transfers, assignments, contracts, obligations, certificates, and other instruments may be signed on behalf of the Corporation by two persons, one of whom holds the office of President or Executive Director, and the other of whom holds one of the said offices or the office of Secretary Treasurer, or any other office created by By-law or by the Board. In addition, the Board or such two persons may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any signing Officer may affix the corporate seal, if any, to any instrument requiring the seal.

## 2.3 Banking Arrangements

The banking business of the Corporation, including the borrowing of money and the giving of security therefore, shall be transacted with such banks; trust companies; or other bodies, corporate or organizations, as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions, and delegations of powers as the Board may from time to time prescribe.

## 2.4 Income and Property

The income and property of the Corporation shall be applied solely towards the promotion of its objects as set forth in its Articles.

## 2.5 Books of Account

The Board shall cause to be kept books of account as are necessary to give a true picture of the state of the College Affairs and to explain its transactions.

## 2.6 External Audit

The books of account shall be audited annually by an external certified Public Accountant.

# SECTION THREE – Chapters

## 3.1 Establishment/Approval of a Chapter

A Chapter may only be established with the approval of the National Board.

## 3.2 Province/Territory: Number of Members

The National Board may establish a Chapter in each province/territory within Canada provided there are fifty (50) or more active College Members residing and/or practising in that jurisdiction. No more than one Chapter shall be approved for any province or territory.

## 3.3 Chapter Name

A Chapter shall be known as the (name of province/territory) Chapter of the College of Family Physicians of Canada. Each Chapter shall be legally incorporated within its own province/territory.

## 3.4 Chapter Membership

College Members in the following classes shall be Members of both the National College and the Chapter in the area in which they reside and/or practise: ~~Active, Life, Resident, Retired, Senior, Student, Sustaining; Chapter membership shall be optional for Members in the following classes: Affiliate Specialist, Associate, Honorary, Public.~~Practising, Non-Practising, and Learners.

**Commented [A3]:** Consistent with the new Member Classes being presented to Members for approval at the time of the Nov. 2, 2022 Annual Meeting of Members.

## 3.5 Paramountcy of National By-laws

Should there be any discrepancy between the Chapter By-laws and College By-laws, the National College By-laws will prevail provided that the National College By-law is not contrary to the incorporating statute, or any other laws, rules, or regulations in force in the Chapter's province/territory.

## SECTION FOUR – Board of Directors

### 4.1 Qualification

No person shall be qualified for election as a Director if such person is less than 18 years of age, has been declared incapable by a court in Canada or elsewhere, or has the status of a bankrupt. A Director may but need not be a Member.

### 4.2 Consent

No person shall hold office as a Director unless such person, if present at the Meeting of Members when the election took place, did not refuse to hold office as a Director or, if absent at such Meeting of Members, consented to hold office in writing before the election or within ten (10) days after the election, or acted as a Director after the election.

### 4.3 Election of Directors in Rotation

The Directors of the Corporation shall be elected and shall retire in rotation. Directors shall be elected to fill the positions of those directors whose term of office have expired and each Director so elected shall hold office until the third annual meeting after such election, except the four (4) Directors who are also officers of the Corporation who shall be entitled to serve for one year while holding such office. A Director shall not be eligible for re-election to the board after serving as a Director for two (2) consecutive three year terms, unless elected to an Officer position. Such Director shall, however, be eligible for re-election after ceasing to be a Director for one year from the effective date of the expiration of such Director's term.

### 4.4 Removal of Directors

Subject to the Act, the Members may by ordinary resolution passed at a Special Meeting of Members remove any Director from office and the vacancy created by such removal may be filled at the same Meeting of Members, failing which it may be filled by the Board. A Director shall be expected to attend at least 75% of regularly scheduled meetings of the Board and of each committee of which such director is a member, unless the Board is advised of a valid reason why a Director cannot attend, and each Director shall be bound by such rules of conduct and standards of performance for directors as the Board may from time to time prescribe. Failure to attend the prescribed number of meetings or to act in accordance with the rules of conduct or standards of performance for Directors of the Corporation may result in removal from the Board.

### 4.5 Vacation of Office

A Director ceases to hold office on death, on removal from office by the Members, on becoming disqualified for election as a Director, on receipt of his or her written resignation by the Corporation, or, if a time is specified in such resignation, at the time so specified, whichever

is later. Subject to the Act, a quorum of the Board may appoint a qualified individual to fill a vacancy in the Board for the unexpired term of their predecessor.

### 4.6 Appointment of Additional Directors

As set out in the Articles, the Directors may, within the maximum number permitted by the Articles, appoint one (1) or more additional Directors, who shall hold office for a term expiring not later than the close of the next Annual Meeting of Members, but the total number of Directors so appointed may not exceed one-third of the number of Directors elected at the previous Annual Meeting of Members.

### 4.7 Action by the Board

The Board shall manage, or supervise the management of, the activities and affairs of the Corporation. The powers of the Board may be exercised at a meeting at which a quorum is present or by resolution in writing signed by all the Directors entitled to vote on that resolution at a Meeting of the Board. If there is a vacancy in the Board, the remaining Directors may exercise all the powers of the Board so long as a quorum remains in office. Only the Board has the authority to submit to the Members any question or matter requiring the approval of Members: filling a vacancy among the Directors or in the office of Public Accountant or appoint additional Directors; issuing debt obligations except as authorized by the Directors; approving any financial statements; adopting, amending or repealing By-laws; or establishing contributions to be made, or dues to be paid, by Members.

### 4.8 Meeting by Means of Electronic Communication

Subject to the Act, if all the Directors of the Corporation consent generally or in respect of a particular meeting, a Director may participate in a Meeting of the Board or of a Committee of the Board by means of a telephonic, electronic or other communication facility, if the Corporation makes available such a communication facility, which facility permits all participants to communicate adequately with each other during the meeting and enables the votes to be gathered in a manner that permits their subsequent verification. A Director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all Meetings of the Board and of Committees.

### 4.9 Calling of Meetings

Meetings of the Board shall be held from time to time at such time and at such place as determined by the Board, or upon the call of the Chair of the Board.

### 4.10 Notice of Meeting

Notice of the time and place of each Meeting of the Board shall be given to each Director not less than forty-eight (48) hours before the time when the meeting is to be held if the notice is given personally, is delivered, or is communicated by telephone, facsimile, or other electronic

means. A notice of a meeting of Directors need not specify the purpose of or the business to be transacted at the meeting except where the Act requires such purpose or business to be specified, including, as required by the Act, any proposal to:

a) Submit to the Members any question or matter requiring approval of the Members
b) Fill a vacancy among the Directors or in the office of Public Accountant, or appoint additional Directors
c) Issue debt obligations except as authorized by the Board
d) Approve any annual financial statements
e) Adopt, amend or repeal By-laws
f) Establish contributions to be made or dues to be paid by Members.

### 4.11 First Meeting of New Board

Provided a quorum of Directors is present, each newly elected Board may without notice hold its first meeting immediately following the Meeting of Members at which such Board is elected.

### 4.12 Adjourned Meeting

Notice of an adjourned Meeting of the Board is not required if the time and place of the adjourned meeting are announced at the original meeting.

### 4.13 Chair

The Chair of any Meeting of the Board shall be the first mentioned of the following Officers as have been appointed and who is a Director and is present at the meeting: President, President-Elect, Past President. If no such Officer is present, the Directors present shall choose one of such Directors to be Chair.

### 4.14 Quorum

The quorum for the transaction of business at any Meeting of the Board shall consist of a majority of the Directors or such greater number of Directors as the Board may from time to time determine. No person shall act for an absent Director at a Meeting of the Board.

### 4.15 Guests and Observers

Guests and observers may attend Board Meetings at the discretion of the Chair but are not permitted to vote.

### 4.16 Votes to Govern

At all Meetings of the Board every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes the Chair of the meeting shall be entitled to a second or tie-breaking vote.

### 4.17 Conflict of Interest

A Director of the Corporation shall disclose to the Corporation, in the manner and to the extent provided by the Act, any interest that such Director has in a material contract or transaction,

whether made or proposed, with the Corporation, if such Director a) is a party to the contract or transaction, b) is a Director or an Officer, or an individual acting in a similar capacity, of a party to the contract or transaction, or c) has a material interest in a party to the contract or transaction. Such Director shall not vote on any resolution to approve the same except as provided by the Act.

### 4.18 Remuneration and Expenses

Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit from such position, provided that a Director may be reimbursed for reasonable expenses incurred in the performance of the Director's duties as such. A Director shall not be prohibited from receiving compensation for services provided to the Corporation in another capacity.

### 4.19 Executive Committee

The Executive Committee of the College shall serve as the Executive Committee of the Board. Between Meetings of the Board the Executive may act on behalf of the Board to the extent permitted by law.

### 4.20 Board Powers

The Board may from time to time establish or discontinue a Committee or Section, set and amend its terms of reference and vary its number and composition.

### 4.21 Agenda

The agenda of each Board meeting shall include reports from the Executive, committees of the Board and other business as determined by the Board.

### 4.22 Motions and Resolutions

A motion or resolution approved in writing, including electronically-transmitted text, so long as it is signed by all Directors, shall be as valid and effective as if it had been passed at a Meeting of the Board, duly called and constituted. Such resolution may be in two (2) or more counterparts, which together shall be deemed to constitute one (1) resolution in writing. Such resolution shall be filed with the minutes of the proceedings of the Board and shall be effective on the date stated thereon or on the latest date stated on any counterpart.

### 4.23 Foundation for Advancing Family Medicine Membership

Directors shall serve as the membership of the Foundation for Advancing Family Medicine of the College of Family Physicians of Canada.

# SECTION FIVE – Election of Directors

## 5.1 Elections

Elections for Directors and Officers shall be conducted electronically in the weeks leading up to the Annual Meeting of Members with the results announced at the Annual Meeting of Members.

## 5.2 Member opportunity to apply for a Board Director position

The Nominating Committee shall circulate a Call for Interest to all Members. It will outline the vacancies and indicate priority attributes, as determined by the Board and Nominating Committee, to sustain a balance of skills and experience on the Board and reflect the diversity of the profession.

The Nominating Committee shall review the applicants and propose one or more nominee per vacancy to the Board for approval. The Board will review the list of nominees provided by the Nominating Committee to determine, in its sole discretion, the list of nominees to be presented to the Members for consideration. The Board-approved nominees will be circulated electronically to the Members. Members will have at minimum two weeks to review the nominees. During this review phase, if Members feel the nominees for the Director-at-Large vacancies are not appropriate, they may identify themselves or other nominee(s), provide information about why they would be appropriate (the same information available for the Nominating Committee's nominees), and to be added to the final list of nominees that Members will vote on.

If no additional names are submitted during the review phase, the nominees approved by the Board will stand. If additional names are received, the additional nominees, if qualified, will be added to the list of nominees for consideration by the Members. The Members will vote and the nominees for the Director-at-Large vacancies receiving the most votes will be elected.

Where one nominee is proposed per vacancy, Members will be asked to vote to confirm that they support the nominee. A minimum of 100 Members must vote for the election to be valid. In the event the resolution to elect a nominee director for a vacancy on the Board is not passed by a majority of the electronic votes by the Members, the Directors shall fill the vacancy on the Board with the best qualified nominee and advise the Members of the Board's decision.

## 5.3 Number of Nominations

The President and Past-President positions will be acclaimed. One nomination will be put forward for each of the Honorary Secretary-Treasurer and President-Elect positions. One or more nomination will be put forward for vacancies in the 7 Director-at-Large positions.

### 5.4 Term for Board Directors

Board Directors shall assume the duties of their positions immediately following election at the Annual Meeting. For Directors-at-large it will be a term of three (3) years, renewable once. For Officers it will be a term of one (1 year). The exception for some of the Director-at-large terms will be at the time of the first election of the newly constituted board, in order to establish a stagger in end dates of Directors going forward.

### 5.5 Conduct of Election

The survey platform used shall permit invitations to all eligible Members to vote in their language of choice; ensure they can only vote once; include a completion time/date stamp; send reminders to non-respondents; maintain confidentiality.

## SECTION SIX – Officers

### 6.1 Appointment

The Officers of the College shall be those individuals elected at the Annual Meeting to the following offices: President, President Elect, Past President, Chair of the Board, Honorary Secretary Treasurer. The offices of President and Chair of the Board may be combined. The Board may specify the duties of and, in accordance with this By-law and subject to the Act, delegate to such Officers powers to manage the activities and affairs of the Corporation.

### 6.2 Chair of the Board

The Board may assign to the Chair any of the powers and duties that are by any provisions of this By-law assigned to the Executive Director.

### 6.3 President

The President shall be the senior Officer and a designated spokesperson for the College and, subject to the authority of the Board, shall have general supervision of the activities of the Corporation and such other powers and duties as the Board may specify. The President shall chair the Board of Directors and the Executive Committee.

### 6.4 Past President

The Past President shall be a designated spokesperson for the College and chair the forum.

### 6.5 President Elect

The President Elect shall be a designated spokesperson for the College. In the absence or disability of the President the President Elect shall perform the duties of the President. In the absence or disability of the Honorary Secretary Treasurer, the President Elect shall perform the duties of this Officer.

### 6.6 Honorary Secretary Treasurer

The Honorary Secretary Treasurer shall keep proper accounting records in compliance with the Act and shall be responsible for the deposit of money, the safekeeping of securities, and the disbursement of the funds of the Corporation. The Honorary Secretary Treasurer shall render to the Board whenever required an account of all transactions as Treasurer and of the financial position of the Corporation and shall have such other powers and duties as may be specified by the Board. The Honorary Secretary Treasurer shall enter or cause to be entered in records kept for that purpose minutes of all Board proceedings and shall give or cause to be given, as and when instructed, all notices to Members, Directors, Officers, and Public Accountants.

### 6.7 Executive Director

The Board may from time to time also appoint an Executive Director. If appointed, the Executive Director shall be the Chief Executive Officer and, subject to the authority of the

Board, shall have general supervision of the activities and affairs of the Corporation and such other powers and duties as the Board may specify.

### 6.8 Powers and Duties of Officers

The powers and duties of all Officers shall be such as the terms of their engagement call for or as the Board or (except for those whose powers and duties are to be specified only by the Board) the President may specify. The Board and (except as aforesaid) the President may, from time to time and subject to the provisions of the Act, vary, add to, or limit the powers and duties of any Officer.

### 6.9 Term of Office

The Board, in its discretion, may remove any Officer of the Corporation. Each Officer appointed by the Board shall hold office until a successor is appointed, the Officer resigns, or the Board removes the Officer, whichever occurs first.

# SECTION SEVEN – College Committees

## 7.1 Executive Committee

The Corporation shall have an Executive Committee comprised of the Past President; the President; the President Elect; the Secretary-Treasurer (all 1-year positions); and the Executive Director, who shall be non-voting.

## 7.2 Committees of the Board

The Board may appoint one (1) or more Committees of the Board, however designated, and delegate to any such Committee any of the powers of the Board except those which pertain to actions which, under the Act, a Committee of the Board has no authority to exercise. Rules of order are as outlined in 1.31. The Board may from time to time appoint such advisory bodies as it may deem advisable.

## 7.3 Transaction of Business

The powers of a Committee of the Board may be exercised by a meeting at which a quorum is present or by resolution in writing signed by all Members of such Committee who would have been entitled to vote on that resolution at a meeting of such Committee.

## 7.4 Quorum and Procedure

Unless otherwise determined by the Board, each Committee and advisory body shall have power to fix its quorum at not less than a majority of its Members, and to regulate its procedure.

## 7.5 Sections

The Board may establish Sections to address areas of major interest and/or involvement of College Members.

# SECTION EIGHT – Indemnification: Protection of Directors, Officers, and Others

## 8.1 Limitation of Liability

All Directors and Officers of the Corporation in exercising their powers and discharging their duties shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, and without limiting any defences available to a Director or an Officer under the Act or otherwise, no Director or Officer shall be liable for:

a) The acts, omissions, failures, neglects, or defaults of any other Director, Officer, or employee
b) Any loss, damage, or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation
c) The insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested
d) Any loss, damage, or expense arising from the bankruptcy, insolvency, or tortious acts of any person with whom any of the moneys, securities, or effects of the Corporation shall be deposited
e) Any loss, damage, or expense arising from any error of judgment or oversight on the part of such Director or Officer
f) Any other loss, damage, or expense arising from the execution of the duties of office or in relation thereto provided that nothing in this Section shall relieve any Director or Officer from the duty to act in accordance with the Act or from liability for any breach of the Act.

## 8.2 Indemnity

Subject to the Act, the Corporation shall indemnify a Director or Officer, a former Director or Officer, or another individual who acts or acted at the Corporation's request as a Director or Officer or in a similar capacity of another entity, and their heirs and legal representatives, against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative, or other proceeding in which the individual is involved because of that association with the Corporation or such other entity.

## 8.3 Advance of Costs

The Corporation shall advance moneys to a Director, Officer or other individual for the costs, charges, and expenses of a proceeding referred. The individual shall repay the moneys if the

individual does not fulfill the conditions of acting honestly and in good faith with a view to the best interests of the Corporation.

### 8.4 Limitation

The Corporation shall not indemnify an individual unless a) the individual acted honestly and in good faith with a view to the best interests of the Corporation, or, as the case may be, to the best interests of the other entity for which the individual acted as Director or Officer or in a similar capacity at the Corporation's request, and b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that the individual's conduct was lawful.

### 8.5 Additional Circumstances

The Corporation shall also indemnify an individual referred to in 8.2 in such other circumstances as the Act or law permits or requires. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law.

### 8.6 Insurance

Subject to the Act, the Corporation may purchase and maintain insurance for the benefit of Directors and Officers as the Board may from time to time determine.

# SECTION NINE – MAINPRO+® (Maintenance of Proficiency) Program

## 9.1 ~~Active~~ Practising Member Requirement.~~s, Affiliate Specialists and Sustaining members~~

~~(requirement is for those who were placed in the Sustaining member class on January 1, 2005, or later) a~~

Practicing members are required to participate in the Maintenance of Proficiency (Mainpro+®) program as approved by the Board of Directors.

9.1.1 ~~9.1.1~~ Failure to complete the Mainpro+® requirements may result in discontinuation of Practicing members' membership, which includes forfeiture of the privilege to use CFPC-related designations.

## 9.2 Non-Member Mainpro+ Participants

~~A~~ Non-Member Mainpro+ Participants (NMMPs) ~~is a non-voting category~~are non-member physicians who ~~where the individual is:~~

~~A physician who chooses not to be a member of the College, but~~ wishes to avail themselves of the Maintenance of Proficiency (Mainpro+®) program to meet mandatory continuing professional development (CPD) requirements of external bodies (e.g., provincial licensing authorities).

NMMPs:

- Pay annual Corporation fees to participate in the Mainpro+® program as ~~approved~~ set by the Board;
- Do not belong to a Chapter; and
- Do not have any right to receive notice of or vote in respect of meetings of members of the Corporation.

This category is closed to new applicants effective January 1, 2023. Those in the NMMP category prior to January 1, 2023, are eligible to remain in this category until discontinuation or attrition closes this category.~~are physicians who choose not to be members of the College, but wish to avail themselves of Mainpro+ to meet mandatory CPD requirements of external bodies e.g. provincial licensing authorities.~~

## 9.3 Compliance

~~In all cases,~~In the case of Members and Non-Member Mainpro+ Participants, the CFPC reserves the right to report on continuing professional development participation and compliance to the Medical Regulatory Authorities.

## 9.4 Credit submission

In the event that an activity is submitted for CPD and does not comply with Mainpro+® guidelines, the CFPC reserves the right to remove and/or modify that credit submission.

**Commented [A4]:** Consistent with the new Member Classes being presented to Members for approval at the time of the Nov. 2, 2022 Annual Meeting of Members.

### 9.5 Mainpro+ Activity Audit

In the event of an activity audit, Mainpro+® users will be asked to provide proof of participation for all certified activities. In the event that proof cannot be provided or is deemed to be insufficient, CFPC staff may remove the undocumented credits from the users Mainpro+ account.

# SECTION TEN – Membership

## 10.1 Granting and Maintenance of Membership

The right to grant new and renewing memberships, assign Members to classes of membership, grant and award special designations, and remove any or all of the above shall remain at all times with the College.

## 10.2 Members in Good Standing

In order to remain a Member in good standing an individual must meet the requirements of the class of membership to which he or she has been assigned, including compliance with the requirements for certification and the maintenance of certification (including requirements for continuing professional development (CPD) and any other criteria as determined by the Board from time to time).

## 10.3 Certification

Certification in the College of Family Physicians of Canada (CCFP) may be granted to College Members who have:

a) Successfully completed residency training accredited by the Corporation **and** successfully completed the College's Certification Examination in Family Medicine or an approved equivalent
**OR**

b) Met the College's criteria for practice eligible candidates as determined by the Board
**OR**

c) Successfully completed discipline-specific training in family medicine in a jurisdiction other than Canada that has been approved by the College as comparable to accredited Canadian training in family medicine and who currently hold certification in good standing in family medicine or the equivalent qualification from a jurisdiction other than Canada which has been judged by the College to be comparable to Certification in the College of Family Physicians of Canada ("CCFP"), and been granted registration to practice in a Canadian province or territory.

Those Members who have earned Certification in the College of Family Physicians of Canada (CCFP) shall receive a certificate recognizing their achievement.

## 10.4 Fellowship and Certificates of Special or Added Competence

Other special designations, including Fellowship and Certificates of Special or Added Competence, may be granted by the College as determined by the Board. In order to maintain these special designations Members will be required to fulfil the College's CPD requirements and meet any other criteria as determined by the Board from time to time, consistent with these by-laws.

### 10.5 Membership Fees

Members shall pay the annual College membership fees applicable to their class of membership, as determined annually by a majority vote of the Board. Such membership fees shall subsequently be ratified by a simple majority of the membership eligible to vote at the Annual Meeting. Membership fees shall be directed towards the cost of College programs and activities, as determined by the Board.

### 10.6 Membership Classes

There shall be ~~two general~~four classes of ~~College~~ Membership as determined by the Board: a class of ~~Voting Membership (Practising) and a class of Non-Voting Membership (Non-Practising, Learners, and Associates).~~Practising members, a class of Non-Practising members, a class of Learner members, and a class of Associate members. The rights of each class of members are set out below. Only Practicing members have voting rights. Voting Members are entitled to vote at the College's Annual Meeting. All Members, whether voting or non-voting, may participate on, vote on, and chair College Committees.

**Commented [A5]:** Consistent with the new Member Classes being presented to Members for approval at the time of the Nov. 2, 2022 Annual Meeting of Members.

~~**10.7 Voting Members**~~

~~The following Member classes of membership are Voting Members:~~

~~A **Practising lass member** is a voting member in good standing who is:~~

- ~~A licensed physician in good standing, engaged in the practise of family medicine including patient care, teaching, research, and/or administrative practice including members in their first year of practise~~
- ~~Engaged in a primary practice or specialty other than family medicine who holds certification from the Royal College of Physicians and Surgeons of Canada, or another certifying body recognized by the College~~

~~Practicing Class members are entitled to receive notice of, attend, and vote at all meetings of members and each such Practicing Class Member shall be entitled to one (1) vote at such meetings.~~

~~Practising class members are required to:~~

- ~~Pay annual NationalCorporation membership fees and Chapter fees as set by the NationalBoard and the Chapter Boards~~
- ~~Fulfill CPD requirements as determined by the Board and~~
- ~~Belong toBe members of both the National CollegeCorporation and a Chapter (with the exception of members practising in the Territories or outside of Canada).~~

~~Note: Chapter fees and participation are required by Practising class members, with the exception of members practising in the Territories or outside of Canada.~~

### 10.7 Voting Members

A **Practising member** is:

- A licensed physician in good standing, engaged in the practise of family medicine including patient care, teaching, research, and/or administrative practice including members in their first year of practise; or

- Engaged in a primary practice or specialty other than family medicine who holds certification from the Royal College of Physicians and Surgeons of Canada, or another certifying body recognized by the College.

Practicing Class members are entitled to receive notice of, attend, and vote at all meetings of members and each such Practicing Class Member shall be entitled to one (1) vote at such meetings.

Practising members are required to:

- Pay annual Corporation membership fees and Chapter fees as set by the Board and the Chapter Boards;
- Fulfill CPD requirements as determined by the Board; and
- Be members of both the Corporation and a Chapter (with the exception of members practising in the territories or outside of Canada).

~~a) An Active Member shall be a licensed physician in good standing, engaged in the practice of family medicine; who pays annual fees as set by the Board, fulfills CPD requirements as determined from time to time by the Board, and belongs to both the College and a Chapter. (Some exceptions regarding Chapter membership exist, as outlined in Board policy.)~~

~~b) An Affiliate Specialist Member shall be a licensed physician in good standing whose primary practice is a specialty other than family medicine and who holds Certification from the Royal College of Physicians and Surgeons of Canada or another certifying body recognized by the College; who pays annual fees set by the Board and fulfills CPD requirements as determined from time to time by the Board, and who may or may not choose to belong to a Chapter in addition to belonging to the College.~~

~~c) A Life Member shall be an Active Member or a Retired Member, aged 70 or older and a CFPC member in good standing for the previous 10 years. His/her entitlements/privileges shall relate to Active or Retired status.~~

~~d) A Resident Member shall be a physician enrolled as a resident in an approved postgraduate training program in family medicine; or is a physician who was previously a Member of the College and is now enrolled as a resident in an approved postgraduate training program in a medical discipline other than family medicine; who pays an annual fee as set by the Board, fulfills CPD requirements as determined from time to time by the Board, and belongs to both the College and a Chapter.~~

~~e) A Retired Member shall be a physician who is no longer actively engaged in providing medical care to patients or actively involved in any other medical or medically related field of endeavour; who does not pay an annual fee, is not required to fulfill CPD requirements as determined from time to time by the Board, and belongs to both the College and a Chapter.~~

~~f) A Senior Member shall be a licensed physician who has reached 10 consecutive years of membership in good standing, immediately prior to reaching the age of 65 or older, who is actively engaged in providing medical care to patients, or who is active in another~~

~~medical or medically related field of endeavour; who pays an annual fee as set by the Board, fulfills CPD requirements as determined from time to time by the Board, and belongs to both the College and a Chapter.~~

~~g) A Sustaining Member shall be a physician who is not actively engaged in providing medical care to patients, but who is actively engaged in another medical or medically related field of endeavour; who pays an annual fee as set by the Board, fulfills CPD requirements as determined from time to time by the Board, and belongs to both the College and a Chapter.~~

## 10.8 Non-Voting Members

Notwithstanding any other privileges, National Board Directors have the privilege to vote at the annual Meeting.

~~The following classes of membership are Non-Voting Members:~~

~~a) The class of Associate Member shall include other health professionals or others who work in collaboration with family physicians in clinical practice or academic departments of family medicine; who pay an annual fee as determined by the Board, and do not fulfill CPD requirements. An Associate Member may choose whether or not he or she wishes to become a Member of the Chapter in his/her province in addition to being a Member of the College.~~

~~b) An Honorary Member shall be an individual of distinction, not a family physician in Canada, who has made an outstanding contribution to the discipline of family medicine, or the College of Family Physicians of Canada, or the health and well-being of the population in and outside of Canada. An Honorary Member is not required to pay annual fees or fulfill CPD requirements, and may choose whether or not to be a Member of the Chapter in his or her province in addition to being a Member of the College.~~

~~c) A Public Member shall be a Member of the public with a role on the CFPC Board and/or its Committees; who does not pay annual fees or fulfill CPD requirements, and who may or may not choose to become a Member of the Chapter in his or her province in addition to being a Member of the College.~~

~~d) A Student Member shall be an individual enrolled in a Canadian university faculty of medicine undergraduate program leading to the MD degree who formally indicates an interest in College membership; pays an annual fee as determined by the Board, and is not required to fulfill CPD requirements. Student Members belong to both the College and a Chapter.~~

The following classes of members, subject to the Act and the articles, shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation.

**a)** A **Non-Practising member** is a non-voting member in good standing who is:

- No longer actively engaged in providing medical care to patients, nor actively involved in any other medical or medically related field or endeavour;
- An individual of distinction and not a family physician, who has made outstanding contributions to family medicine; or
- A member of the public with a role on the CFPC Board and/or its Committees.

Non-Practising members:

- Are not required to pay annual Corporation or Chapter fees;
- Are not required to fulfill CPD requirements; and
- Are members of both the Corporation and a Chapter.

b) A **Learner member** is a non-voting member in good standing who is:

- A physician enrolled as a resident in an approved postgraduate training program in family medicine;
- A physician who was previously a practising family physician of the College and is now enrolled as a resident in an approved postgraduate training program in a medical discipline other than family medicine;
- An international medical graduate (IMG) who is enrolled in a Canadian provincial ministry of health- and/or university-approved assessment/training program leading to the attainment of a license to practise in Canada; or
- An individual enrolled in a Canadian university faculty of medicine undergraduate program leading to the MD degree who has an interest in family medicine.

Learner members:

- Are not required to pay annual Corporation or Chapter fees;
- Are not required to fulfill CPD requirements, with the exception of a resident who may voluntarily register CPD; and
- Are members of both the Corporation and a Chapter.

c) **An Associate member** is a non-voting member in good standing who is:

- A health care professional or other who works in collaboration with family physicians in clinical practice or academic departments of family medicine.

Associate members:

- Pay annual Corporation fees as set by the Board;
- Are not required to fulfill CPD requirements; and
- Are not required to belong to a Chapter nor pay annual Chapter fees.

### 10.9 Corporation Employees and Membership

Family physicians who are employees of the Corporation, including its provincial Chapters, are eligible to be active Members but must declare an interest in matters before the Members that may relate to their employment.

### 10.10 Suspension or Revocation of Membership/Special Designation

Individuals who fail to comply with the College's membership requirements or special designation requirement, including those related to annual membership fees and/or continuing professional development and any other applicable criteria as determined by the Board:

a) shall have their College membership, Certification, Fellowship and any special designations suspended or revoked: and
b) shall lose the right to continue to use any College special designations until such rights have been reinstated by the College.

Individuals who fail to comply with the College's requirements for maintaining Certificates of Added Competence shall have their Certificate of Added Competence and its special designation suspended or revoked, but this does not affect the individual's membership status, Certification in The College of Family Physicians of Canada (CCFP), or Fellowship (FCFP).

### 10.11 Medical Regulatory Authority Notice

On receipt of notification from a medical regulatory authority of the suspension or revocation of the licence of a College Member, the College shall immediately suspend or revoke that Member's College membership and special designations and shall notify the Member of this action.

### 10.12 Restoration of Membership/Special Designations

A licensed physician in good standing whose College membership and/or special designations were suspended or revoked may apply for reinstatement of such membership and/or special designations. To have membership and/or special designations restored a physician must:

a) Submit the membership fee for the current year
b) Provide evidence of having carried out continuing professional development which meets the requirements of the College and any other applicable criteria as determined by the Board
c) In the case of a physician whose licence has been suspended or revoked by a medical regulatory authority, also provide evidence of such licence having been reinstated.

# SECTION ELEVEN – Meetings of Members

## 11.1 Annual Meetings

Subject to the Act, the Board shall call an Annual Meeting of Members a) not later than eighteen (18) months after the Corporation comes into existence, and b) subsequently, not later than fifteen (15) months after holding the last preceding Annual Meeting of Members but no later than ~~six (6)~~nine (9) months after the end of the Corporation's preceding financial year. The Annual Meeting of Members shall be held for the purpose of considering the financial statements and reports, electing Directors and Officers, appointing a Public Accountant, receiving Board Reports, and for the transaction of such other business as may properly be brought before the Meeting of Members.

**Commented [A6]:** At the 2020 Annual Meeting, Members approved this as part of the following motion:
**Amendments to Fiscal Year and Calling of Annual Meetings of Members**
**That** the fiscal year of the College of Family Physicians of Canada be changed to March 1st to February 28th (29th in a leap year);
**Further that** this change be effective as of the 2023–2024 fiscal year (March 1, 2023, to February 29, 2024);
**And further that** financial statements be provided to members no later than August 31st following the fiscal year end;
**And further that** the length of time from the fiscal year end until the Annual Meeting of Members be changed from a maximum of six months to a maximum of nine months.

## 11.2 Special Meetings

The Board shall have power to call a Special Meeting of Members at any time.

## 11.3 Member Requisition of Meetings

Members of the Corporation holding 5 per cent or more of the votes that may be cast at a Meeting of Members may requisition the Directors to call a Meeting of the Members for the purposes stated in the requisition.

## 11.4 Place of Meetings or Virtual Meetings

Meetings of Members shall be held in locations determined by the Board. If the Directors call a Meeting of Members under the Act, those Directors may determine that the meeting shall be held, in accordance with the Act, entirely by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

## 11.5 Audited Report to Members

A copy of the audited annual report must be sent out to Members no less than twenty-one (21) days before the Annual Meeting.

## 11.6 Participation in Meeting by Electronic Means

Any person entitled to attend a Meeting of Members may participate and vote in the Meeting of Members, in accordance with the Act, by means of a telephonic, electronic, or other communication facility, if the Corporation makes available such a communication facility, which facility permits all participants to communicate adequately with each other during the Meeting of Members, enables the votes to be gathered in a manner that permits their subsequent verification, and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member votes. A person participating in a Meeting of Members by such means is deemed for the purposes of the Act to be present at the Meeting of Members.

### 11.7 Notice of Meetings

Notice in writing of the time and place of each Meeting of Members shall be given not less than 21 days before the date of the Meeting of Members to each Director, to the Public Accountant, and to each Member who at the close of business on the day immediately preceding the day on which notice is given is entered in the register of Members of the Corporation. Notice of a Meeting of Members called for any purpose other than consideration of the financial statements and Public Accountant's report and Board's report, election of Directors, and reappointment of the incumbent Public Accountant shall state the general nature of the business to be transacted at the Meeting in sufficient detail to permit the Members to form a reasoned judgment thereon and shall state the text of any special resolution to be submitted to the Meeting of Members. Notice of a Meeting of Members adjourned for less than thirty-one (31) days is not required if the time and place of the adjourned Meeting of Members is announced at the original Meeting of Members.

### 11.8 Chair, Secretary, and Scrutineers

The Chair of any Meeting of Members shall be the first mentioned of such of the following Officers as have been appointed and who is present at the Meeting of Members: President, President-elect. If no such Officer is present within fifteen (15) minutes from the time fixed for holding the Meeting of Members, the persons present and entitled to vote shall choose one of their number to be Chair. If the Secretary of the Corporation is absent, the Chair shall appoint some person, who need not be a Member, to act as Secretary of the Meeting of Members. If desired, one or more scrutineers, who need not be Members, may be appointed by a resolution or by the chair with the consent of the Meeting of Members.

### 11.9 Persons Entitled to be Present

The only persons entitled to be present at a Meeting of Members shall be those entitled to vote at such Meeting of Members; the Directors; the Public Accountant of the Corporation; and others who, although not entitled to vote, are entitled or required under any provision of the Act or the Articles or By-laws to be present at the Meeting of Members. Any other person may be admitted only on the invitation of the Chair of the Meeting of Members or with consent of the Meeting of Members.

### 11.10 Quorum

The quorum for the transaction of business at any Meeting of Members shall be fifty (50) persons, each being a Member entitled to vote at a Meeting of Members or a duly appointed proxyholder or representative for a Member so entitled. If a quorum is present at the opening of any Meeting of Members, the Members present may proceed with the business of the Meeting of Members notwithstanding that a quorum is not present throughout the Meeting of Members. If a quorum is not present at the opening of any Meeting of Members, the Members

present may adjourn the Meeting of Members to a fixed time and place but may not transact any other business.

### 11.11 Right to Vote

Subject to the Act and the Articles, at any Meeting of Members every person shall be entitled to vote who is at the time of the Meeting of Members entered in the books of the Corporation as a Member of the Practising class. ~~following classes: Active, Affiliate Specialist, Life, Resident, Retired, Senior, Sustaining~~.

### 11.12 Proxies

Subject to the right of individual Members to be represented at a Meeting of Members, Members not in attendance may vote by appointing in writing a proxyholder, and one or more alternate proxyholders, who are not required to be Members, to attend and act at the Meeting of Members in the manner and to the extent authorized by the proxy and with the authority conferred by it, subject to the following requirements:

a) A proxy is valid only at the Meeting of Members in respect of which it is given or at a continuation of such Meeting of Members after an adjournment
b) A Member may revoke a proxy by depositing a proxy form in writing executed or, in Quebec, signed by the Member or by their agent or mandatary:
    i) At the registered office of the Corporation no later than the last business day preceding the day of the Meeting of Members at which the proxy is to be used, or the day of the continuation of such Meeting of Members after an adjournment of such Meeting of Members
    **OR**
    ii) With the chair of the Meeting of Members on the day of the Meeting of Members or the day of the continuation of such Meeting of Members after an adjournment of such Meeting of Members
    **AND**
c) A proxyholder or an alternate proxyholder has the same rights as the Member by whom they were appointed, including the right to speak at a Meeting of Members in respect of any matter, to vote by way of ballot at the Meeting of Members, to demand a ballot at the Meeting of Members and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one Member, to vote at the Meeting of Members by way of a show of hands.

### 11.13 Votes to Govern

Unless the Act, the Articles, or any By-law otherwise provide for approval by special resolution, at any Meeting of Members every question shall be determined by the majority of the votes duly cast on the question.

### 11.14 Show of Hands

Any question at a Meeting of Members shall be decided by a show of hands unless, after a show of hands, a ballot on such question is required or demanded. Upon a show of hands every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot on such question is so required or demanded, a declaration by the Chair of the Meeting of Members that the vote upon the question has been carried, carried by a particular majority, or not carried and an entry to that effect in the minutes of the Meeting of Members shall be *prima facie* evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of such question, and the result of the vote so taken shall be the decision of the Members upon such question.

### 11.15 Ballots

On any question proposed for consideration at a Meeting of Members, and whether or not a show of hands has been taken on such question, the Chair may require, or any Member who is present and are entitled to vote may demand, a ballot on such question. A ballot so required or demanded shall be taken in such manner as the Chair shall direct. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot. Upon a ballot each Member present in person or represented by proxy and entitled to vote shall have one vote and the result of the ballot shall be the decision of the Members upon such question.

### 11.16 Casting Vote

In the case of an equality of votes at any Annual or Special Meeting of the Members, whether by a show of hands or at a closed ballot, the person chairing the Meeting shall cast a second or tie-breaking vote.

### 11.17 Adjournment

The Chair at a Meeting of Members may, with the consent of the Meeting of Members and subject to such conditions as the Meeting of Members may decide, adjourn the Meeting of Members from time to time and from place to place.

# SECTION TWELVE: Notices

## 12.1 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered, or served) pursuant to the Act, the Articles, the By-laws, or otherwise to a Member, Director, Officer, or Member of a Committee of the Board or to the Public Accountant shall be sufficiently given:

a) If sent to the intended recipient by telephone, facsimile, or other electronic means to the intended recipient's recorded address for that purpose, provided that any notice given in the form of an electronic document shall be in accordance with Part 17 of the Act, Documents in Electronic or Other Form, during a period of twenty-one (21) to sixty (60) days before the meeting
b) By notice in a publication of the Corporation that is sent to all its Members twenty-one (21) to sixty (60) days before the day on which the meeting is held
c) By affixing the notice, no later than thirty (30) days before the Meeting, to a notice board where information about the Corporation's activities is regularly posted in a location that is frequented by the Members

A notice so sent by means of telephone, facsimile, or other electronic means shall be deemed to have been given when transmitted, dispatched, or delivered for dispatch. The secretary may change or cause to be changed the recorded address of any Member, Director, Officer, Public Accountant, or Member of a Committee of the Board in accordance with any information believed by the secretary to be reliable.

## 12.2 Computation of Time

In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the day of giving the notice shall be excluded and the day of the meeting or other event shall be included.

## 12.3 Undelivered Notices

If any notice given to a Member is returned on two consecutive occasions because the Member cannot be found, the Corporation shall not be required to give any further notices to such Member until informed in writing by the Member of a new address.

## 12.4 Omissions and Errors

The accidental omission to give any notice to any Member, Director, Officer, Public Accountant or Member of a Committee of the Board or the non-receipt of any notice by any such person or any error in any notice not affecting the substance of the notice shall not invalidate any action taken at any Meeting held pursuant to such notice or otherwise founded on such notice.

### 12.5 Waiver of Notice

Any Member, Director, Officer, Public Accountant or Member of a Committee of the Board, or any other person entitled to receive notice of a Meeting of Members or any other notice from the Corporation, may at any time waive any notice, or waive or abridge the time for any notice, required to be given to such person under the Act, the Articles, the By-laws, or otherwise. Any such waiver or abridgement, whether given before or after the Meeting of Members or other event of which notice is required to be given, shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a Meeting of Members or of the Board or a Committee of the Board which may be given in any manner.

### 12.6 Resolutions Committee

At all Annual or Special Meetings there shall be a Resolutions Committee appointed by the Chair. This Committee will be responsible for receiving all resolutions from the floor.

## SECTION THIRTEEN – Effective Date and Repeal

### 13.1 Effective Date

This By-law shall come into force when made by the Board in accordance with the Act and shall be effective until the next Meeting of Members where it may be confirmed, rejected, or amended by the Members by ordinary resolution. If the By-law is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed. This By-law ceases to have effect if it is not submitted to the Members at the next Meeting of Members or if it is rejected by the Members at the meeting.

### 13.2 Repeal of By-laws

All previous By-laws are repealed as of the coming into force of This By-law. Such repeal shall not affect the previous operation of any By-law so repealed, or affect the validity of any act done or right, privilege, obligation, or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any articles (as defined in the Act) or predecessor charter documents of the Corporation obtained pursuant to, any such By-law prior to its repeal. All Officers and persons acting under any By-law so repealed shall continue to act as if appointed under the provisions of This By-law and all resolutions of the Members or the Board or a Committee of the Board with continuing effect passed under any repealed By-law shall continue to be good and valid except to the extent inconsistent with This By-law and until amended or repealed.

ENACTED by the Directors of the Corporation this ~~1 day of September 2020~~ 14 day of September 2022.

APPROVED by the Members of the Corporation this ~~5 day of November 2020~~ 2 day of November 2022.

**Commented [A7]:** Approval to be confirmed Nov. 2nd, 2022

THE COLLEGE OF FAMILY PHYSICIANS OF CANADA
LE COLLÈGE DES MÉDECINS DE FAMILLE DU CANADA
TM/MC

# Proposed amendments to College of Family Physicians of Canada™ (CFPC) By-law No. 1 and Articles of the Corporation

**Date**: October 1, 2022

**To**: All members of the College of Family Physicians of Canada™ (CFPC)

**From**: Brady Bouchard, MBBS, CCFP, CISAM
Chair, CFPC Board of Directors

The amendments **relate to:**

**1. Updating member classes –** If members approve agenda Item 5, the proposed four member classes by Special Resolution* at the November 2nd, 2022, Annual Meeting of Members, then they will be asked to approve the related amendments to By-Law No. 1, by Special Resolution.

See details for recommended changes to member classes.

See the Memo to members about the Special Resolution proposed for member classes.

*A Special Resolution requires approval by two-thirds of voting members attending the Annual Meeting of Members, where a quorum of 50 members exists.

**2. Updating other sections of By-law No. 1 –**

By-Law No. 1 will also be amended to reflect the following:

a) Trademarking the CFPC logo (effective January 2022)
b) Updating the financial year (as approved by members in November 2020)

As a corporation regulated by the Canada Not-for-profit Corporations Act *(*Act), a special resolution of the members is required to make any amendment to the by-laws regarding member classes (section 197[1], Act), specifically parts (d) creating a new class of members; (e) changing a condition required for being a member; and (f) adding, changing, or removing any rights and conditions of such class.

The Board approved the necessary amendments on September 14, 2022.

If the amendments are confirmed by members, a confirmation date will be inserted and the new By-law No. 1 will be adopted to amend and restate the existing By-law No. 1.

**Special Resolution:**

**The Amendments to By-Law No.1 will be as follows:**

i) The replacement of the Membership classes in section 3.4 [Chapter Membership] with Practising, Non-Practising, and Learners.

ii) The deletion of the existing section 9.1 [Members with Mainpro+ program requirements] in its entirety and substituting in its place the following:

**9.1 Practising Member Requirement**

Practising members are required to participate in the Maintenance of Proficiency (Mainpro+®) program as approved by the Board of Directors.

iii) The deletion of the existing section 9.2 [Non-Member Mainpro+ Participants] in its entirety and substituting in its place the following:

**9.2 Non-Member Mainpro+ Participants**

Non-Member Mainpro+ Participants (NMMP) are non-member physicians who:

- wish to avail themselves of the Maintenance of Proficiency (Mainpro+®) program to meet mandatory CPD requirements of external bodies (e.g., provincial licensing authorities).

NMMPs:

- Pay annual Corporation fees to participate in the Mainpro+® program set by the Board;
- Do not belong to a Chapter; and
- Do not have any right to receive notice of or vote in respect of meetings of members of the Corporation.

This category is closed to new applicants effective January 1, 2023. Those in the NMMP category prior to January 1, 2023, are eligible to remain in this category until discontinuation or attrition closes this category.

iv) The replacement of “In all cases,” with “In the case of Members and Non-Member Mainpro+ Participants” in section 9.3 [Compliance]

v) The insertion of the words “for CPD” immediately following “submitted” in section 9.4 [Credit Submission]

vi) The insertion of the words “applicable to their class of membership” following “Members shall pay the annual College fee” in section 10.5 [Membership Fees]

vii) The deletion of the existing section 10.6 [Membership Classes] in its entirety and substituting in its place the following:

**10.6 Membership Classes**

There shall be four classes of Membership as determined by the Board: a class of Practising members, a class of Non-Practising members, a class of Learner members, and a class of Associate members. The rights of each class of members are set out below. Only Practicing members have voting rights. Voting Members are entitled to vote at the College’s Annual Meeting of Members. All Members, whether voting or non-voting, may participate on, vote on, and chair College Committees.

viii) The deletion of the existing section 10.7 [Voting Members] in its entirety and substituting in its place the following:

**10.7 Voting Members**

A **Practising member** is:

- A licensed physician in good standing, engaged in the practise of family medicine including patient care, teaching, research, and/or administrative practice including members in their first year of practise; or
- Engaged in a primary practice or specialty other than family medicine who holds certification from the Royal College of Physicians and Surgeons of Canada, or another certifying body recognized by the College.

Practising members are required to:

- Pay annual Corporation membership fees and Chapter fees as set by the Board and the Chapter Boards;
- Fulfill CPD requirements as determined by the Board; and
- Be members of both the Corporation and a Chapter (with the exception of members practising in the territories or outside of Canada).

ix) The deletion of the existing section 10.8 [Non-Voting Members] in its entirety and substituting in its place the following:

**10.8 Non-Voting Members**

Notwithstanding any other privileges, National Board Directors have the privilege to vote at the annual Meeting.

The following classes of members, subject to the Act and the articles, shall not be entitled to receive notice of, attend, or vote at meetings of the members of the Corporation.

a) A **Non-Practising member** is a non-voting member in good standing who is:

- No longer actively engaged in providing medical care to patients, nor actively involved in any other medical or medically related field or endeavour;
- An individual of distinction and not a family physician, who has made outstanding contributions to family medicine; or
- A member of the public with a role on the CFPC Board and/or its Committees.

Non-Practising members:

- Are not required to pay annual Corporation or Chapter fees;
- Are not required to fulfill CPD requirements; and
- Are members of both the Corporation and a Chapter.

b) A **Learner member** is a non-voting member in good standing who is:

- A physician enrolled as a resident in an approved postgraduate training program in family medicine;
- A physician who was previously a practising family physician of the College and is now enrolled as a resident in an approved postgraduate training program in a medical discipline other than family medicine;
- An international medical graduate (IMG) who is enrolled in a Canadian provincial ministry of health- and/or university-approved assessment/training program leading to the attainment of a license to practise in Canada; or
- An individual enrolled in a Canadian university faculty of medicine undergraduate program leading to the MD degree who has an interest in family medicine.

Learner members:

- Are not required to pay annual Corporation or Chapter fees;
- Are not required to fulfill CPD requirements, with the exception of a resident who may voluntarily register CPD; and
- Are members of both the Corporation and a Chapter.

c) An **Associate member** is a non-voting member in good standing who is:

- A health care professional or other who works in collaboration with family physicians in clinical practice or academic departments of family medicine.

Associate members:

- Pay annual Corporation fees as set by the Board;
- Are not required to fulfill CPD requirements; and
- Are not required to belong to a Chapter nor pay annual Chapter fees.

x) The deletion of the existing section 11.11 [Right to Vote] in its entirety and substituting in its place the following:

**11.11 Right to Vote**

Subject to the Act and the Articles, at any Meeting of Members every person shall be entitled to vote who is at the time of the Meeting of Members entered in the books of the Corporation as a Member of the Practising class.

xi) The identification of the CFPC logo on the first page of the by-law as listed with the Canadian Intellectual Property Office in effective January 2022;

xii) The change of the end date of the financial year in paragraph 2.1 from May to February, as approved by Members at the 2020 Meeting of Members;

xiii) The replacement of the word “six (6)” with “nine (9)” in section 11.1 [Annual Meetings], as approved by Members at the 2020 Meeting of Members.

**And be it further resolved that** any of the officers and directors of the Corporation are hereby authorized and directed for and on behalf of the Corporation to execute and deliver all such documents and to do all such other acts and things as they may determine to be necessary or advisable to give effect to this Resolution.

**Member questions**

College members are invited to review the proposed by-law and submit any questions or comments to Sarah Scott, CFPC Director of Governance and Strategic Planning, at amm@cfpc.ca prior to the Annual Meeting of Members on November 2, 2022.

**Member Classes**

**Be it resolved as a special resolution** that effective January 1, 2023, the College of Family Physicians of Canada have four classes of members;

**Further that** the classes of members be:

(1) the Practising class members
(2) the Non-Practising class members
(3) the Learner class members
(4) the Associate class members

**And further that** Practising class members be Voting Members and classes 2, 3, and 4 collectively be the "Non-Voting Members".

**And further that** the rights associated with each member class be as set out in Note 1 of the memo to members provided to the members in advance of this meeting.

**And further that** the articles of the Corporation be amended to delete the statement of the classes of members that the Corporation is authorized to establish in its entirety and replace it with the statement included in Note 2 of the memo to members provided to members in advance of this meeting.

**Note 1:** The rights associated with each proposed member class will be as follows:

| | |
|---|---|
| **Practising Class**<br><br>Includes First Year Practising (FYP) | A **Practising class member** is:<br>• A licensed physician in good standing, engaged in the practise of family medicine including patient care, teaching, research, and/or administrative practice including members in their first year of practise; or<br>• Engaged in a primary practice or specialty other than family medicine who holds certification from the Royal College of Physicians and Surgeons of Canada, or another certifying body recognized by the College.<br>Practising class members are required to:<br>• Pay annual Corporation membership fees and Chapter fees as set by the Board and the Chapter Boards;<br>• Fulfill CPD requirements as determined by the Board; and<br>• Be members of both the Corporation and a Chapter (with the exception of members practising in the territories or outside of Canada). |
| **Non-Practising Class** | A **Non-Practising class member** is a non-voting member in good standing who is:<br>• No longer actively engaged in providing medical care to patients, nor actively involved in any other medical or medically related field or endeavour; |

| | |
|---|---|
| | • An individual of distinction and not a family physician, who has made outstanding contributions to family medicine; or<br>• A member of the public with a role on the CFPC Board and/or its Committees.<br>Non-Practising class members:<br>• Are not required to pay annual Corporation or Chapter fees;<br>• Are not required to fulfill CPD requirements; and<br>• Are members of both the Corporation and a Chapter. |
| **Learner Class** | A **Learner class member** is a non-voting member in good standing who is:<br>• A physician enrolled as a resident in an approved postgraduate training program in family medicine;<br>• A physician who was previously a practising family physician of the College and is now enrolled as a resident in an approved postgraduate training program in a medical discipline other than family medicine;<br>• An international medical graduate (IMG) who is enrolled in a Canadian provincial ministry of health- and/or university-approved assessment/training program leading to the attainment of a license to practise in Canada; or<br>• An individual enrolled in a Canadian university faculty of medicine undergraduate program leading to the MD degree who has an interest in family medicine.<br>Learner class members:<br>• Are not required to pay annual Corporation or Chapter fees;<br>• Are not required to fulfill CPD requirements, with the exception of a resident who may voluntarily register CPD; and<br>• Are members of both the Corporation and a Chapter. |
| **Associate Class** | An **Associate class member** is a non-voting member in good standing who is:<br>• A health care professional or other who works in collaboration with family physicians in clinical practice or academic departments of family medicine.<br>Associate class members:<br>• Pay annual Corporation fees as set by the Board;<br>• Are not required to fulfill CPD requirements; and<br>• Are not required to belong to a Chapter nor pay annual Chapter fees. |

**Note 2:** the articles of the Corporation will be amended to delete the statement of the classes of members that the Corporation is authorized to establish in its entirety and replace it with the following:

*The Corporation is authorized to establish four classes of members. The classes of members are (1) the Practising class members, (2) the Non-Practising class members, (3) the Learner class members, and (4) the Associate class members (classes 2, 3, and 4 being collectively the "Non-Voting Members").*

*The Practicing class members are entitled to receive notice of, attend, and vote at all meetings of the members of the Corporation.*

*The Non-Voting Members do not have the right to receive notice of, attend, or vote at meetings of members, except to the extent mandated by the Act. The Non-Voting Members are not entitled to vote separately as a class or group on a proposal to amend the articles in the case of an amendment referred to in section 199(1)(a) or (e) of the Act.*

**Member questions**

College members are invited to review the proposed member class changes and submit any questions or comments to Sarah Scott, CFPC Director of Governance and Strategic Planning, at amm@cfpc.ca prior to the Annual Meeting of Members on November 2, 2022.

This is **EXHIBIT "14"**
referred to in the Affidavit of
**ERIC MANG**
sworn before me this 15th day of October, 2024



A Commissioner, etc.
**Nathan Lean - LSO #68801A**

Financial statements of

# The College of Family Physicians of Canada

February 29, 2024

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# Independent Auditor's Report

To the Members of
The College of Family Physicians of Canada

## Opinion

We have audited the financial statements of The College of Family Physicians of Canada (the "College"), which comprise the statement of financial position as at February 29, 2024 and the statement of revenue and expenses, changes in members' equity and cash flows for the year ended, and a summary of significant accounting policies (collectively referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the College as at February 29, 2024, and the results of its operations and its cash flows for the year then ended in accordance with Canadian accounting standards for not-for-profit organizations.

## Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards ("Canadian GAAS"). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the College in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

## Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Canadian accounting standards for not-for-profit organizations, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the College's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the College or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the College's financial reporting process.

## Auditor's Responsibilities for the Audit of the Financial Statements



Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Canadian GAAS will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Canadian GAAS, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the College's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the College's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the College to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Deloitte LLP

Chartered Professional Accountants
Licensed Public Accountants
July 17, 2024

**The College of Family Physicians of Canada**

## Statement of financial position

As at February 29, 2024

| | Notes | 2024<br>$ | 2023<br>$ |
|---|---|---|---|
| **Assets** | | | |
| Current assets | | | |
| Cash | | **6,617,272** | 11,675,079 |
| Restricted cash | 2 | **112,150** | 102,619 |
| Short-term investments | | **8,000,000** | 7,000,000 |
| Accounts receivable | 12 | **2,418,455** | 961,358 |
| Prepaid expenses and other current assets | | **1,552,510** | 964,769 |
| | | **18,700,387** | 20,703,825 |
| Long-term investments | 3 | **31,060,286** | 30,595,796 |
| Capital assets | 4 | **6,205,107** | 6,383,947 |
| | | **55,965,780** | 57,683,568 |
| **Liabilities** | | | |
| Current liabilities | | | |
| Accounts payable and accrued liabilities | 10 | **7,446,018** | 4,089,728 |
| Funds held for external projects | 2 | **112,150** | 102,619 |
| Deferred revenue | 5 | **16,981,722** | 19,719,083 |
| | | **24,539,890** | 23,911,430 |
| Employee future benefits and employee future non-pension benefits | 6 | **3,053,600** | 2,913,900 |
| | | **27,593,490** | 26,825,330 |
| **Members' equity** | | | |
| Reserve fund | 8 | **28,372,290** | 30,858,238 |
| | | **55,965,780** | 57,683,568 |

The accompanying notes are an integral part of the financial statements.

## The College of Family Physicians of Canada

### Statement of revenue and expenses

Year ended February 29, 2024

| | Revenue $ | Expenses $ | 2024 Net $ | Revenue $ | Expenses $ | 2023 (9 months) Net $ |
|---|---|---|---|---|---|---|
| **Membership revenue** | **27,427,888** | **—** | **27,427,888** | 19,276,168 | — | 19,276,168 |
| **Certification and Assessment** | | | | | | |
| Family Medicine Exam | **6,358,170** | **9,440,810** | **(3,082,640)** | 1,078,017 | 4,022,855 | (2,944,838) |
| Certificate of Added Competence Plus Emergency Medicine Exam | **1,152,202** | **2,048,002** | **(895,800)** | 855,780 | 2,326,347 | (1,470,567) |
| Alternate Pathways plus Pearls CE | **1,289,290** | **622,352** | **666,938** | 727,359 | 447,845 | 279,514 |
| | **8,799,662** | **12,111,164** | **(3,311,502)** | 2,661,156 | 6,797,047 | (4,135,891) |
| **Self Funding Programs** | | | | | | |
| Family Medicine Forum | **3,734,971** | **3,167,011** | **567,960** | 3,036,332 | 4,326,891 | (1,290,559) |
| Non Member Mainpro+ Participants | **2,299,670** | **2,075,172** | **224,498** | 1,557,974 | 1,763,697 | (205,723) |
| Self Learning | **1,610,651** | **1,564,966** | **45,685** | 1,816,437 | 1,065,638 | 750,799 |
| Investment income | **3,045,393** | **—** | **3,045,393** | 449,838 | — | 449,838 |
| | **10,690,685** | **6,807,149** | **3,883,536** | 6,860,581 | 7,156,226 | (295,645) |
| **Programs Supported by Member Fees** | | | | | | |
| Continuing Professional Development | **410,016** | **8,148,055** | **(7,738,039)** | 283,534 | 5,226,372 | (4,942,838) |
| Canadian Family Physician Journal | **852,343** | **4,150,934** | **(3,298,591)** | 623,270 | 2,828,010 | (2,204,740) |
| Health Policy & Government Relations | **12 531** | **2,204,075** | **(2,191,544)** | — | 1,359,812 | (1,359,812) |
| Education | **24 427** | **5,097,802** | **(5,073,375)** | — | 3,241,239 | (3,241,239) |
| Accreditation | **—** | **2,400,218** | **(2,400,218)** | — | 1,507,827 | (1,507,827) |
| Research | **44,958** | **2,977,178** | **(2,932,220)** | 81,373 | 1,940,946 | (1,859,573) |
| Programs and Practice Support | **262,698** | **5,442,951** | **(5,180,253)** | 506,441 | 4,095,615 | (3,589,174) |
| Besrour Centre | **129,961** | **837,873** | **(707,912)** | 129,496 | 992,536 | (863,040) |
| Foundation for Advancing Family Medicine | **11,045** | **2,147,301** | **(2,136,256)** | 35,285 | 1,259,420 | (1,224,135) |
| | **1,747,979** | **33,406,387** | **(31,658,408)** | 1,659,399 | 22,451,777 | (20,792,378) |
| **Team Primary Care Project (Funded from FAFM)** | **17,886,516** | **16,408,278** | **1,478,238** | 2,881,700 | 2,510,069 | 371,631 |
| | **66,552,730** | **68,732,978** | **(2,180,248)** | 33,339,004 | 38,915,119 | (5,576,115) |

The accompanying notes are an integral part of the financial statements.

**The College of Family Physicians of Canada**

## Statement of changes in members' equity

Year ended February 29, 2024

| | Note | Invested in capital assets $ | Unrestricted $ | Reserve fund $ | 2024 Total $ | 2023 (9 months) Total $ |
|---|---|---|---|---|---|---|
| **Members' equity, beginning of year** | | **6,383,947** | **(6,383,947)** | **30,858,238** | **30,858,238** | 36,489,053 |
| Deficiency of revenue over expenses | | **(1,710,472)** | **1,710,472** | **(2,180,248)** | **(2,180,248)** | (5,576,115) |
| Remeasurements and other items | | **—** | **—** | **(305,700)** | **(305,700)** | (54,700) |
| Capital asset additions | | **1,531,632** | **(1,531,632)** | **—** | **—** | — |
| Transfers | | **—** | **—** | **—** | **—** | — |
| **Members' equity, end of year** | 8 | **6,205,107** | **(6,205,107)** | **28,372,290** | **28,372,290** | 30,858,238 |

The accompanying notes are an integral part of the financial statements.

**The College of Family Physicians of Canada**

**Statement of cash flows**

Year ended February 29, 2024

| | Note | 2024<br>$ | 2023<br>(9 months)<br>$ |
|---|---|---|---|
| **Operating activities** | | | |
| Deficiency of revenue over expenses | | **(2,180,248)** | (5,576,115) |
| Amortization | | **1,710,472** | 1,817,625 |
| Employee future benefits and employee future non-pension benefits (net of remeasurements and other items $(305,700) (($54,700) in 2023)) | | **(166,000)** | (244,800) |
| Change in unrealized loss (gain) on investments | | **(1,362,179)** | 4,907,842 |
| | | **(1,997,955)** | 904,552 |
| Change in non-cash operating working capital | 9 | **(1,416,378)** | 15,205,125 |
| | | **(3,414,333)** | 16,109,677 |
| **Investing activities** | | | |
| Purchase of capital assets | | **(1,531,632)** | (2,704,377) |
| Decrease (increase) in long-term investments | | **897,689** | (5,210,248) |
| Purchase of short-term investments | | **(1,000,000)** | (4,500,000) |
| | | **(1,633,943)** | (12,414,625) |
| (Decrease) increase in cash | | **(5,048,276)** | 3,695,052 |
| Cash, beginning of year | | **11,777,698** | 8,082,646 |
| **Cash, end of year** | | **6,729,422** | 11,777,698 |
| **Represented by** | | | |
| Cash | | **6,617,272** | 11,675,079 |
| Restricted cash | | **112,150** | 102,619 |
| | | **6,729,422** | 11,777,698 |
| **Supplemental cash flow information** | | | |
| Interest received | | **478,675** | 356,968 |

The accompanying notes are an integral part of the financial statements.

The College of Family Physicians of Canada (the "College"), founded in 1954, was incorporated in 1960 by Special Act of Parliament and, in 1968, was granted letters patent under the Canada Corporations Act and was continued under the Canada Not-for-Profit Corporations Act on June 1, 2014. The College was established to sustain and improve the professional qualifications of members of the medical profession who are engaged in family practice in Canada through education, research, and the publication of journals.

The College is a not-for-profit organization and, accordingly, is exempt from income taxes, provided certain requirements of the Income Tax Act (Canada) are met. The fiscal year end of the College changed in the prior period from May 31 to February 28/29

## 1. Significant accounting policies

*(a) Basis of presentation*

These financial statements have been prepared in accordance with Canadian accounting standards for not-for-profit organizations published by the Chartered Professional Accountants of Canada, using the deferral method of accounting for restricted contributions.

These financial statements do not include the results of operations and assets and liabilities of each of the provincial chapters of the College (the "Chapters").

*(b) Revenue*

Membership fees are billed annually to members with the effective date of July 1 as the renewal date. Any new members joining during the year are billed at a pro-rata fee from the date they joined to the next June 30. A similar approach is followed for Non-Member MainPro+ Participants (NMMPs). Deferred membership fees represent unearned funds received as membership fees. Revenue for Examinations, professional development, Family Medicine Forum and other are recognized as revenue in the year in which the related expenses are incurred.

*(c) Capital assets*

Capital assets are recorded at cost less accumulated amortization. Amortization is provided on the straight-line basis as follows:

| | |
|---|---|
| Furniture and fixtures | 15 years |
| Office equipment | 5 years |
| Computer equipment | 3 years |
| Software | 3-8 years |
| Leasehold improvements | Over term of lease |

For the purposes of financial reporting, the accounting treatment for capital assets is as follows: all movable and fixed equipment having a useful life in excess of one year and a unit or grand total cost in excess of $1,000; all leasehold improvements having a useful life in excess of one year and a total cost in excess of $20,000 and software development having a useful life in excess of one year and a cost in excess of $5,000 per project will be capitalized. Equipment costing less than $1,000 is amortized at 100% in the year of acquisition. Capital assets not ready for use are not amortized.

## 1. Significant accounting policies (continued)

*(d) Employee future benefits*

The cost of pension benefits earned by employees is actuarially determined using the most recently completed actuarial valuation prepared for funding purposes (but not one prepared using a solvency, wind-up, or similar valuation basis) for measuring its defined benefit plan obligations. A funding valuation is prepared in accordance with pension legislation and regulations, generally to determine required cash contributions to the plan.

The College recognizes:

- the defined benefit obligation, net of the fair value of any plan assets, adjusted for any valuation allowance, in the statement of financial position; and
- the costs of the plans for the year.

*(e) Financial instruments*

The College's financial assets are comprised of cash, restricted cash, short-term and long-term investments, accounts receivable, and accrued interest receivable. Financial liabilities are comprised of accounts payable and accrued liabilities and funds held for external projects.

Financial assets and financial liabilities are initially recognized at fair value when the College becomes a party to the contractual provisions of the financial instrument. Subsequently, all financial instruments are measured at amortized cost, except for equities quoted in active markets, which are carried at fair value. The College has elected to use the fair value option to measure all of its investments. Any subsequent changes in fair value are recorded in the statement of revenue and expenses.

Fair value of investments is determined as follows: fixed income and equity securities are valued at year-end quoted bid prices where available. Where quoted bid prices are not available, estimated fair values are calculated using comparable securities. Transaction costs are expensed as incurred.

*(f) Use of estimates*

The preparation of financial statements in accordance with Canadian accounting standards for not-for-profit organizations requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses. Actual results could differ from those estimates. Accounts requiring significant estimates and assumptions include allowance for doubtful accounts, accrued liabilities, deferred revenue, employee future benefits and employee future non-pension benefits, and amortization expense.

## 2. Restricted cash

Restricted cash includes amounts held in bank accounts and are restricted for eligible expenditures on external projects.

Amounts being held for external projects are as follows:

| | **2024 $** | 2023 $ |
|---|---|---|
| Coalition for Physician Learning & Practice Improvement ("CPLPI") | **78,895** | 76,782 |
| Association of Canadian Chairs in Family Medicine ("ACCFM") | **23,213** | 14,842 |
| Family Medicine National Education Administrators ("FMNEA") | **10,042** | 10,995 |
| | **112,150** | 102,619 |

## 3. Long-term investments

Long-term investments consist of the following:

| | **Market value $** | **2024 Cost $** | Market value $ | 2023 Cost $ |
|---|---|---|---|---|
| Fixed income | **14,967,877** | **16,041,397** | 15,525,583 | 16,966,404 |
| Equity portfolio | **16,092,409** | **13,075,452** | 15,070,213 | 13,048,134 |
| | **31,060,286** | **29,116,849** | 30,595,796 | 30,014,538 |

The College has investments in bonds and other government secured certificates with varying dates of maturity, as well as investments in equity instruments. These investments yield returns at rates ranging from 0.3% to 7.7% (0.3% to 6.1% in February 28, 2023 per annum).

The College holds securities, which are subject to market risk, interest rate risk, and cash flow risk. These risks will also impact future cash flow streams, including dividends, gains, and losses, and interest income.

The value of equities changes with stock market conditions, which are affected by general economic and market conditions. The value of securities will vary with developments within specific governments and corporations, which issue the security.

The value of fixed income securities will generally increase if interest rates decrease and decrease if interest rates increase. Changes in interest rates may also affect the value of equity securities. The College does not enter into any derivative instrument arrangements for hedging or for speculative purposes.

Further information on the fixed income securities is as set out below:

| | **Market value $** | **2024 Annual yield %** | Market value $ | 2023 Annual yield % |
|---|---|---|---|---|
| Term to maturity | | | | |
| One to three years | **5,617,310** | **3.38** | 6,375,411 | 2.76 |
| Greater than three years | **9,350,567** | **4.01** | 9,150,172 | 4.09 |
| | **14,967,877** | | 15,525,583 | |

## 4. Capital assets

| | Cost $ | Accumulated amortization $ | 2024 Net book value $ | 2023 Net book value $ |
|---|---|---|---|---|
| Computer equipment and software | **18,608,495** | **14,209,332** | **4,399,163** | 1,849,447 |
| Work in Progress | **1,620,305** | **—** | **1,620,305** | 4,295,686 |
| Leasehold improvements | **2,995,762** | **2,900,984** | **94,778** | 118,514 |
| Office equipment | **716,759** | **697,625** | **19,134** | 37,771 |
| Furniture and fixtures | **174,009** | **102,282** | **71,727** | 82,529 |
| | **24,115,330** | **17,910,223** | **6,205,107** | 6,383,947 |

## 5. Deferred revenue

The College defers revenue in certain cases, as these amounts have been paid in advance of the completion of the particular program, examination, or service to be provided. These amounts will be recorded as revenue when earned. Deferred revenue is comprised of the following:

| | 2024 $ | 2023 $ |
|---|---|---|
| Membership fees | **9,226,152** | 8,662,248 |
| Examination fees | **6,610,250** | 5,448,180 |
| Team Primary Care Project ("TPC") | **—** | 3,516,285 |
| Self learning program | **202,420** | 1,344,763 |
| Family Medicine Forum ("FMF") | **1,795** | 4,635 |
| Maintenance of proficiency ("Mainpro+") non-member | **769,638** | 664,222 |
| Pearls certification eligibility | **87,330** | 72,570 |
| Physician Wellness | **84,137** | — |
| Canadian Family Physician ("CFP") | **—** | 6,180 |
| | **16,981,722** | 19,719,083 |

## 6. Employee future benefits and employee future non-pension benefits

The College maintains a pension plan for certain employees, which provides benefits, the greater of a defined benefit or defined contribution plan. The College also offers certain employees other supplemental benefits in a non-funded plan. The defined benefit members approved a transfer of the registered pension plan to the College of Applied Arts and Technology ("CAAT") pension plan. As such, a curtailment has been accounted for, as disclosed below. The following significant actuarial assumptions were employed to determine the periodic pension expense and the accrued benefit obligation:

| | Registered pension plan | Supplemental benefits | 2024 Future non-pension benefits |
|---|---|---|---|
| Discount rate, beginning of year | **5.05%** | **5.05%** | **5.05%** |
| Discount rate, end of year | **5.05%** | **5.00%** | **5.05%** |
| Assumed rate of compensation increase | **3.25%** | **3.25%** | **—** |

## 6. Employee future benefits and employee future non-pension benefits (continued)

| | Registered pension plan | Supplemental benefits | 2023 Future non-pension benefits |
|---|---|---|---|
| Discount rate, beginning of year | 5.05% | 4.95% | 4.95% |
| Discount rate, end of year | 5.05% | 5.05% | 5.00% |
| Assumed rate of compensation increase | 3.25% | 3.25% | — |

| | **Registered pension plan $** | **Supplemental benefits $** | **Future non-pension benefits $** | **2024 Total $** |
|---|---|---|---|---|
| Accrued benefit obligation, beginning of year | **10,740,100** | **1,899,900** | **1,014,000** | **13,654,000** |
| Service cost | **1,277,900** | **41,800** | **244,582** | **1,564,282** |
| Interest cost | **526,200** | **93,300** | **—** | **619,500** |
| Benefits paid | **(642,400)** | **(121,500)** | **(135,582)** | **(899,482)** |
| Actuarial (gain) loss | **(39,000)** | **17,100** | **—** | **(21,900)** |
| Accrued benefit obligation, end of year | **11,862,800** | **1,930,600** | **1,123,000** | **14,916,400** |
| Fair value of assets, end of year | **13,558,500** | **—** | **—** | **13,558,500** |
| Valuation allowance | **1,695,700** | **—** | **—** | **1,695,700** |
| Employee future benefits liability, end of year | **—** | **(1,930,600)** | **(1,123,000)** | **(3,053,600)** |

| | Registered pension plan $ | Supplemental benefits $ | Future non-pension benefits $ | 2023 Total $ |
|---|---|---|---|---|
| Accrued benefit obligation, beginning of year | 10,705,200 | 2,056,000 | 1,048,000 | 13,809,200 |
| Service cost | 72,700 | 48,700 | 60,634 | 182,034 |
| Remeasurement,change in discount rate | — | (205,900) | — | (205,900) |
| Interest cost | 399,700 | 69,400 | — | 469,100 |
| Benefits paid | (449,100) | (57,700) | (94,634) | (601,434) |
| Transfer from defined contribution plan | — | — | — | — |
| Actuarial loss (gain) | 11,600 | (10,600) | — | 1,000 |
| Accrued benefit obligation, end of year | 10,740,100 | 1,899,900 | 1,014,000 | 13,654,000 |
| Fair value of assets, end of period | 12,215,100 | — | — | 12,215,100 |
| Valuation allowance | 1,475,000 | — | — | 1,475,000 |
| Employee future benefits liability, end of year | — | (1,899,900) | (1,014,000) | (2,913,900) |

## 6. Employee future benefits and employee future non-pension benefits (continued)

The amount recognized in the statement of revenue and expenses for the year ended February 29, 2024 for the defined benefit pension plan was an adjustment of $(6,449) (adjustment of $(14,166) for the year ended February 28, 2023), for the defined contribution plan was an expense of $0 (expense of $123,000 for the year ended February 28, 2023), and for the supplemental benefits was an expense of $135,106 (expense of $118,147 for the year ended February 28, 2023).

## 7. Lease commitments

Future minimum rental payments, including taxes and maintenance charges on office premises and office equipment required under operating leases that have terms in excess of one year, are as follows:

| | Equipment $ | Maintenance $ | Total $ |
|---|---|---|---|
| 2025 | 30,655 | 2,044,349 | 2,075,004 |
| 2026 | 29,052 | 2,158,045 | 2,187,097 |
| 2027 | 16,947 | 2,242,152 | 2,259,099 |
| 2028 | — | 2,279,194 | 2,279,194 |
| 2029 | — | 2,317,292 | 2,317,292 |
| Thereafter | — | 4,551,126 | 4,551,126 |
| | 76,654 | 15,592,158 | 15,668,812 |

## 8. Reserve fund

The reserve fund has been established to provide for unanticipated decreases in revenue or increases in administrative and operating costs of the College. These funds are administered by the College through the Executive Committee under policies established and approved by the Board of Directors.

| | **2024 $** | 2023 $ |
|---|---|---|
| Balance, beginning of year/period | **30,858,238** | 36,489,053 |
| Transfer from | | |
| Unrestricted fund | | |
| Deficiency of revenue over expenses before reserve transfers | **(2,180,248)** | (5,576,115) |
| Net transfer from reserve fund before the undernoted | **(2,180,248)** | (5,576,115) |
| Remeasurements and other items | **(305,700)** | (54,700) |
| Net transfer to reserve fund | **(2,485,948)** | (5,630,815) |
| Balance, end of year/period | **28,372,290** | 30,858,238 |

## 9. Change in non-cash operating working capital

| | 2024<br>$ | 2023<br>(9 months)<br>$ |
|---|---|---|
| Accounts payable and accrued liabilities | **3,356,290** | (447,612) |
| Funds held for external projects | **9,531** | 4,392 |
| Prepaid expenses and other current assets | **(587,741)** | 830,871 |
| Deferred revenue | **(2,737,361)** | 14,973,340 |
| Accounts receivable | **(1,457,097)** | (155,866) |
| | **(1,416,378)** | 15,205,125 |

## 10. Accounts payable and accrued liabilities

Accounts payable and accrued liabilities is nil (nil in 2023) with respect to government remittances.

## 11. Contingencies and guarantees

The College is exposed through various programs to possible litigations matters. Although the College is not currently involved in any new litigation, adequate provision has been made for these matters and, accordingly, their ultimate disposition is not expected to have a material effect on its operations or financial position.

The College has provided indemnities under lease agreements for the use of various operating facilities. Under the terms of these agreements, the College agrees to indemnify the counterparties for various items including, but not limited to, all liabilities, loss, suits, and damages arising during, on, or after the term of the agreement. The maximum amount of any potential future payment cannot be reasonably estimated.

Indemnity has been provided to all directors and/or officers, employees, volunteers, or members of any duly constituted committee of the College for various items including, but not limited to, all costs to settle suits or actions due to association with the College, subject to certain restrictions. The College has purchased directors' and officers' liability insurance to mitigate the cost of any potential future suits or actions. The term of the indemnification is not explicitly defined but is limited to the year over which the indemnified party served as a director, officer, employee, volunteer, or member of any committee of the College. The maximum amount of any potential future payment cannot be reasonably determined.

In the normal course of business, the College has entered into agreements that include indemnities in favor of third parties, marketing agreements, confidentiality agreements, engagement letters with advisors and consultants, outsourcing agreements, leasing contracts, information technology agreements, and service agreements. These indemnification agreements may require the College to compensate counterparties for losses incurred by the counterparties as a result of breaches in representation and regulations or as a result of litigation claims or statutory sanctions that may be suffered by the counterparty as a consequence of the transaction. The terms of these indemnities are not explicitly defined and the maximum amount of any potential reimbursement cannot be reasonably estimated.

The nature of these indemnification agreements prevents the College from making a reasonable estimate of the maximum exposure due to the difficulties in assessing the amount of liability, which stems from the unpredictability of future events and the unlimited coverage offered to counterparties.

Historically, the College has not made any significant payments under such or similar indemnification agreements, and therefore, no amount has been accrued in the financial statements with respect to these agreements.

## 12. Related party transactions

The College supports the financial requirements for the salaries and operating costs of The Foundation for Advancing Family Medicine ("FAFM"). The College has a separate and distinct Board of Directors, which makes requests to the FAFM for fundraising for the College's priorities; the FAFM reviews such requests for feasibility before approving and proceeding. The College has an economic interest in the FAFM, as the FAFM raises/solicits funds for various projects undertaken by the College.

The FAFM was established in 1994 and granted letters of patent under the Canada Corporations Act and it was continued under the Canada Not-for-profit Corporations Act on June 1, 2014. The FAFM mandate is to actively seek sources of funding in order to stimulate and support, at a high level, the science, art, and practice of family medicine. The FAFM is a registered charity organization and, accordingly, is exempt from income taxes, provided certain requirements of the Income Tax Act are met.

During the year ended February 29, 2024, the College contributed $1,403 ($11,500 for the year ended February 28, 2023) towards the Foundation's Awards program costs. In addition, the College incurred a net expense of $2,136,256 ($1,224,135 for the year ended February 28, 2023) for operational, administrative and shared expenses on behalf of the Foundation. Related party transactions are measured at the exchange amount. At February 29, 2024 the College has a receivable balance of $1,858,993 from FAFM ($376,045 at February 28, 2023).

## 13. Full cost accounting

*Allocation of centralized and shared expenses and revenues*

The College allocates its centralized and shared expenses and revenues on a functional basis to individual programs offered by the College to its members and others. The method is described in the Budget Principles that are reviewed by the Board of Directors on an annual basis. These allocations are done as a series of steps as follows:

*Step 1:*

FMF Expenses and Revenue related to special events held at FMF are allocated to the appropriate department. This includes direct costs related to those delegates that have been given complimentary status and direct costs related to award recipients who do not pay FMF Fees.

- The full cost of Complimentary/VIP attendees will be charged back to the applicable department.
- The full cost of the space at College Square will be charged back to the applicable department.
- The net deficit of events will be charged back to the applicable department responsible for interactions with the majority of attendees.

*Step 2:*

Design and development expenses and revenues related to Certification and Assessment are allocated to the following programs, using the ratio of individual direct program expenses and revenues to the total direct program expenses calculated after Step 1:

- Family Medicine Certification Examination
- Certificates of Added Competence (includes Emergency Medicine Examination)
- Alternative Pathways plus Pearls CE

## 13. Full cost accounting (continued)

*Allocation of centralized and shared expenses and revenues (continued)*

*Step 3:*

Continuing Professional Development expenses and revenues are allocated to the following programs, using the ratio of the number of Non-Member Mainpro+ Participants (NMMPs) as compared to the number of Members that must meet Mainpro+ requirements per licensing bodies and the requirements to maintain membership in the College:

- NMMPs
- Members' Continuing Professional Development expenses

*Step 4:*

Centralized and shared expenses and revenues are allocated between NMMPs and Members based upon the ratio of NMMPs to Members.

*Step 5:*

Centralized and shared expenses and revenues allocated in Step 4 to Members are further distributed to the following programs, using the ratio of individual direct program expenses and revenues to the total direct program expenses and revenues:

- Family Medicine Exam
- Certificate of Added Competence plus Emergency Medicine Exam
- Alternate Pathways plus Pearls CE
- FMF - Family Medicine Forum
- Non-Member Mainpro+ Participants
- Self-Learning
- Continuing Professional Development
- Canadian Family Physician Journal
- Health Policy & Government Relations
- Education
- Accreditation
- Research
- Programs and Practice Support
- Foundation for Advancing Family Medicine

## 13. Full cost accounting (continued)

*Allocation of centralized and shared expenses and revenues (continued)*

Centralized and shared expenses and revenues include:

- Governance and Strategy which combines:
  - Office of the CEO
  - Other Meetings and Events (exclusive of FMF)
- Membership Services which combines:
  - Marketing & Membership Services
  - Communications
- Corporate Services which combines:
  - Human Resources
  - Finance & Asset Management
- Information Technology - Infrastructure and Business Solutions Combined

The centralized and shared expenses have been allocated as follows:

| | **Certificate and Assessment $** | **Self Funding Programs $** | **Programs Supported by Member Fees $** | **2024 Total $** |
|---|---|---|---|---|
| Membership services | **1,429,029** | **1,050,877** | **3,941,710** | **6,421,616** |
| Governance and strategy | **613,160** | **450,905** | **1,691,287** | **2,755,352** |
| Corporate services | **1,270,679** | **934,430** | **3,504,931** | **5,710,040** |
| Information technology | **1,553,489** | **1,142,402** | **4,285,011** | **6,980,902** |
| Total | **4,866,357** | **3,578,614** | **13,422,939** | **21,867,910** |

| | Certificate and Assessment $ | Self Funding Programs $ | Programs Supported by Member Fees $ | 2023 (9 months) Total $ |
|---|---|---|---|---|
| Membership services | 948,321 | 1,313,310 | 3,123,751 | 5,385,382 |
| Governance and strategy | 320,138 | 443,353 | 1,054,528 | 1,818,019 |
| Corporate services | 543,412 | 752,560 | 1,789,990 | 3,085,962 |
| Information technology | 650,212 | 900,465 | 2,141,788 | 3,692,465 |
| Total | 2,462,083 | 3,409,688 | 8,110,057 | 13,981,828 |

## 13. Full cost accounting (continued)

*Allocation of centralized and shared expenses and revenues (continued)*

The centralized and shared revenues have been allocated as follows:

| | **Certificate and Assessment $** | **Self Funding Programs $** | **Programs Supported by Member Fees $** | **2024 Total $** |
|---|---|---|---|---|
| Membership services | **—** | **228,471** | **69,815** | **298,286** |
| Governance and strategy | **—** | **45,957** | **14,043** | **60,000** |
| Corporate services | **—** | **34,815** | **10,638** | **45,453** |
| Total | **—** | **309,243** | **94,496** | **403,739** |

| | Certificate and Assessment $ | Self Funding Programs $ | Programs Supported by Member Fees $ | 2023 (9 months) Total $ |
|---|---|---|---|---|
| Membership services | 61,950 | 159,709 | 38,631 | 260,290 |
| Governance and strategy | 28,560 | 73,630 | 17,809 | 119,999 |
| Corporate services | 12,512 | 32,257 | 7,802 | 52,571 |
| Total | 103,022 | 265,596 | 64,242 | 432,860 |

**In the matter of COLLEGE OF FAMILY PHYSICIANS OF CANADA**
Applicant

Court File No. CV-24-00096601-0000

***ONTARIO***
**SUPERIOR COURT OF JUSTICE**

PROCEEDING COMMENCED AT
OTTAWA

**AFFIDAVIT OF ERIC MANG**

**IN THE MATTER OF AN APPLICATION UNDER** Rules 14.05(3) (h) of the *Rules of Civil Procedure* and Section 288(4) of the *Canada Not-for-profit Corporations Act*, SC 2009, c 23)

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***ONTARIO***
**SUPERIOR COURT OF JUSTICE**

PROCEEDING COMMENCED AT
OTTAWA

**APPLICATION RECORD**

**IN THE MATTER OF AN APPLICATION UNDER** Rules 14.05(3) (h) of the *Rules of Civil Procedure* and Section 288(4) of the *Canada Not-for-profit Corporations Act*, SC 2009, c 23)

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