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

TABLE OF CONTENTS

SECTION ONE	**INTERPRETATION**	
1.1 – 1.20	Definitions	1
1.21– 1.22	Interpretation Publication Languages	2
1.23 – 1.31	General Provisions	2
1.32 – 1.37	By-laws/Amendments	4
SECTION TWO	**AFFAIRS OF THE CORPORATION**	
2.1	Financial Year	6
2.2	Execution of Instruments	6
2.3	Banking Arrangements	6
2.4	Income and Property	6
2.5	Books of Account	6
2.6	External Audit	6
SECTION THREE	**CHAPTERS**	
3.1	Establishment/Approval of a Chapter	7
3.2	Province/Territory: Number of Members	7
3.3	Chapter Name	7
3.4	Chapter Membership	7
3.5	Paramountcy of National By-laws	7
SECTION FOUR	**BOARD OF DIRECTORS**	
4.1	Qualifications	8
4.2	Consent	8
4.3	Election of Directors in Rotation	8
4.4	Removal of Directors	8
4.5	Vacation of Office	8
4.6	Appointment of Additional Directors	8
4.7	Action by the Board	8
4.8	Meetings by Means of Electronic Communication	9
4.9	Calling of Meetings	9
4.10	Notice of Meeting	9
4.11	First Meeting of New Board	9
4.12	Adjourned Meeting	9
4.13	Chair	9
4.14	Quorum	10
4.15	Guests and Observers	10
4.16	Votes to Govern	10
4.17	Conflict of Interest	10
4.18	Remuneration and Expenses	10
4.19	Executive Committee	10
4.20	Board Powers	10
4.21	Agenda	10

4.22	Motions and Resolutions	10
4.23	Foundation for Advancing Family Medicine	11
SECTION FIVE	**ELECTION OF DIRECTORS**	
5.1	Elections	12
5.2	Member opportunity to apply for a Board Director position	12
5.3	Number of Nominations	12
5.4	Term of Board Directors	12
5.5	Conduct of Election	13
SECTION SIX	**OFFICERS**	
6.1	Appointment	14
6.2	Chair of the Board	14
6.3	President	14
6.4	Past President	14
6.5	President Elect	14
6.6	Honorary Secretary Treasurer	14
6.7	Executive Director	14
6.8	Powers and Duties of Officers	14
6.9	Term of Office	15
SECTION SEVEN	**COLLEGE COMMITTEES**	
7.1	Executive Committee	16
7.2	Committees of the Board	16
7.3	Transaction of Business	16
7.4	Quorum and Procedure	16
7.5	Sections	16
SECTION EIGHT	**INDEMNIFICATION: PROTECTION OF DIRECTORS, OFFICERS, AND OTHERS**	
8.1	Limitation of Liability	17
8.2	Indemnity	17
8.3	Advance of Costs	17
8.4	Limitation	17
8.5	Additional Circumstances	18
8.6	Insurance	18
SECTION NINE	**MAINPRO+® (MAINTENANCE OF CERTIFICATION) PROGRAM**	
9.1	Active, Affiliate and Sustaining members	19
9.2	Non-Member Mainpro Participants	19
9.3	Compliance	19
9.4	Credit Submission	19
9.5	Mainpro+ Activity Audit	19
SECTION TEN	**MEMBERSHIP**	
10.1	Granting and Maintenance of Membership	20

10.2	Members in Good Standing	20
10.3	Certification	20
10.4	Fellowship and Certificates of Special or Added Competence	20
10.5	Membership Fees	20
10.6	Membership Classes	21
10.7	Voting Members	21
10.8	Non-Voting Members	22
10.9	Corporation Employees and Membership	22
10.10	Suspension or Revocation of Membership/Special Designation	22
10.11	Medical Regulatory Authority Notice	23
10.12	Restoration of Membership/Special Designation	23
SECTION ELEVEN	**MEETINGS OF MEMBERS**	
11.1	Annual Meetings	24
11.2	Special Meetings	24
11.3	Member Requisition of Meetings	24
11.4	Meetings	24
11.5	Audited Report to Members	24
11.6	Participation in Meetings by Electronic Means	24
11.7	Notice of Meetings	24
11.8	Chair, Secretary, and Scrutineers	25
11.9	Persons Entitled to Be Present	25
11.10	Quorum	25
11.11	Right to Vote	25
11.12	Proxies	25
11.13	Votes to Govern	26
11.14	Show of Hands	26
11.15	Ballots	26
11.16	Casting Vote	26
11.17	Adjournment	27
SECTION TWELVE	**NOTICES**	
12.1	Method of Giving Notices	28
12.2	Computation of Time	28
12.3	Undelivered Notices	28
12.4	Omissions and Errors	28
12.5	Waiver of Notice	28
12.6	Resolutions Committee	29
SECTION THIRTEEN	**EFFECTIVE DATE AND REPEAL**	
13.1	Effective Date	30
13.2	Repeal of By-laws	30

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 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: Active, Life, 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. 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 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.

9.2 **Non-Member Mainpro Participants** 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. They pay a fee to participate in the Maintenance of Proficiency (MAINPRO+®) program as approved by the Board of Directors.

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 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.

10.7 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.
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.

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) 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. Meetings of Members shall be held in locations determined by the Board.

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 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.

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 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.

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.

This By-law is effective upon the issuance of a Certificate of Continuance of the Corporation by the federal Government under the *Canada Not-for-Profit Corporations Act* and approval of the By-law by Special Resolution of the Members.

ENACTED by the Directors of the Corporation this 18 day of December 2018.

APPROVED by the Members of the Corporation this 31 day of October 2019.