

Motions for the 2026 CFPC AGM

MOTION 1: Direct Election of the President and Directors (ordinary resolution)

BE IT RESOLVED THAT, subject to the Act and the Articles, By-law No. 1 be amended, including sections 5.2, 5.3, and 6.1, to provide that:

(a) the President and every Director shall be elected by direct vote of the voting members; where more than one eligible candidate stands for a position, it shall be filled by ballot with the highest vote totals prevailing, and a sole eligible candidate may be declared elected;

(b) any voting member in good standing may become a candidate by self-nomination in a form limited to identity, eligibility, consent, and a candidate statement, and no committee, Board, officer, or employee may approve, reject, rank, score, interview, shortlist, screen, or otherwise limit the candidacy of any member meeting the eligibility requirements of the Act and the By-laws;

(c) nominations, voting, counting, and certification shall be administered by an independent third party retained for that purpose that is not otherwise a Director, Officer, employee, or legal counsel of the College;

(d) within seven days after voting closes, the administrator shall publish to members the votes received by each candidate, the total ballots cast, and the names of those elected;

(e) the first elections under this by-law shall occur no later than the 2027 Annual Meeting of Members, and every Director or Officer position that becomes vacant or whose term expires after adoption shall be filled only under this by-law, with interim appointments under the existing By-laws permitted pending that election;

(f) any provision of the By-laws or of any policy of the College inconsistent with this by-law is of no effect to the extent of the inconsistency; and

(g) the provisions adopted by this resolution may be amended, repealed, or suspended only by resolution of the members; the directors' power under subsection 152(1) of the Act does not apply to them; and if any part of this by-law is held invalid, the remainder continues in force.

MOTION 2: Publication of Board and Committee Minutes (ordinary resolution)

BE IT RESOLVED THAT, subject to the Act and the Articles, By-law No. 1 be amended to provide that:

(a) the minutes of every meeting of the Board and of every committee, task force, working group, or similar body established by or reporting to the Board shall be posted to the member portal (the members-only section of the College's website, or its successor) within thirty days after their approval; where minutes remain unapproved ninety days after the meeting, the draft minutes shall be posted, marked as drafts, and replaced within seven days after approval;

(b) every resolution in writing of the Board or of any body described in (a) shall be posted within thirty days after its effective date;

(c) redactions are permitted only for information subject to solicitor-client or litigation privilege, identifiable personal information protected by law, and information that applicable law or a court order requires be kept confidential;

(d) every redaction shall be recorded in a register accessible to all voting members stating the meeting date, the item redacted, the category of redaction, and its approximate length;

(e) no policy, terms of reference, or Board resolution may exempt any body described in (a) from this by-law;

(f) the Board shall report annually to members every instance in which publication occurred after the deadline, with reasons, and this by-law applies to all minutes and resolutions made after it comes into force; and

(g) the provisions adopted by this resolution may be amended, repealed, or suspended only by resolution of the members; the directors' power under subsection 152(1) of the Act does not apply to them; and if any part of this by-law is held invalid, the remainder continues in force.

MOTION 3: Advance Electronic Voting on Member Proposals (special resolution)

BE IT RESOLVED, as a special resolution, THAT, subject to the Act and the Articles, By-law No. 1 be amended to provide that:

(a) voting members may vote electronically on every member proposal during an advance voting period of not fewer than fourteen clear days ending at the commencement of voting on that proposal at the Annual Meeting of Members (the closing time), using the same secure electronic voting mechanism employed under section 5.1 for the election of Directors and Officers;

(b) every advance vote validly cast has the same force as a vote cast at the meeting, shall be included in the certified count, including at any adjournment or continuation of the meeting, and may be changed or revoked by the member at any time before the closing time; the most recent valid vote of a member supersedes that member's earlier advance vote or proxy;

(c) at the opening of the advance voting period, every voting member shall receive the full text of every member proposal and any statement submitted under the Act;

(d) once advance voting has commenced, the wording of a member proposal shall not be amended, substituted, or divided, except to correct a manifest clerical error with the submitting member's written consent, and it shall be put

to the meeting in the form distributed, without limiting procedural motions that do not alter its wording or effect;

(e) the voting system shall maintain an auditable record permitting independent verification of the certified results while preserving the anonymity of each member's vote; and

(f) the provisions adopted by this resolution may be amended, repealed, or suspended only by special resolution of the members; the directors' power under subsection 152(1) of the Act does not apply to them; and if any part of this by-law is held invalid, the remainder continues in force.

MOTION 4: Year-Round Acceptance of Member Proposals (ordinary resolution)

BE IT RESOLVED THAT, subject to the Act and the Articles, By-law No. 1 be amended to provide that:

(a) the College shall accept member proposals at any time of year;

(b) a proposal received outside the submission period prescribed under the Act shall be held by the College and treated as submitted on the first day of the next prescribed period, and processed for the Annual Meeting to which that period applies;

(c) the College shall acknowledge each proposal in writing within ten business days, stating the date received and the meeting for which it will be processed;

(d) the submitting member may amend or withdraw the proposal at any time before the notice of the applicable Annual Meeting is issued, and no proposal shall be refused solely on the ground that it was received outside the prescribed submission period;

(e) the College shall not alter the wording of any proposal except with the submitting member's written consent or as required by law;

(f) the College shall maintain a register on the member portal (the members-only section of the College's website, or its successor) recording each proposal's receipt date, treated-as-submitted date, status, and disposition; and

(g) the provisions adopted by this resolution may be amended, repealed, or suspended only by resolution of the members; the directors' power under subsection 152(1) of the Act does not apply to them; and if any part of this by-law is held invalid, the remainder continues in force.

MOTION 5: Formal Response to Adopted Member Proposals (ordinary resolution)

BE IT RESOLVED THAT, subject to the Act and the Articles, By-law No. 1 be amended to provide that where a member proposal is adopted by two-thirds or more of the votes cast:

(a) within ninety days, the Board shall publish to members either (i) an implementation plan naming the actions, the offices responsible, and completion dates, or (ii) a statement of the reasons for declining to implement, signed by the Chair;

(b) where a plan is published, the Board shall report progress to members at intervals of no more than ninety days until implementation is complete;

(c) where a statement is published, the question "Shall the members accept the Board's statement declining implementation?" shall be a separate voting item at the next Annual Meeting of Members;

(d) if members decline to accept the statement, the proposal, in the form adopted, shall appear on the agenda of every subsequent Annual Meeting until a plan is published or a statement is accepted;

(e) every plan, report, and statement under this by-law shall remain permanently available on the member portal (the members-only section of the College's website, or its successor);

(f) nothing in this by-law requires the Board to act contrary to the Act, the Articles, or other applicable law, but it requires the Board to account publicly whenever it declines to implement; and

(g) the provisions adopted by this resolution may be amended, repealed, or suspended only by resolution of the members; the directors' power under subsection 152(1) of the Act does not apply to them; and if any part of this by-law is held invalid, the remainder continues in force.

MOTION 6: Annual Disclosure of Five Financial Figures (ordinary resolution)

BE IT RESOLVED THAT, subject to the Act and the Articles, By-law No. 1 be amended to provide that within one hundred twenty days after each fiscal year end, the College shall publish to the member portal (the members-only section of the College's website, or its successor), with prior-year comparatives, each figure reported on an accrual basis and reconcilable to the audited financial statements, and retain there permanently:

(a) total spending, as a single aggregate figure, on travel, accommodation, meals, meetings, and hospitality for Directors, Officers, and the ten employees with the highest total annual remuneration;

(b) total sponsorship revenue, identifying by name and amount every sponsor, together with its affiliates, contributing more than \$10,000 in money or in fair market value in kind;

(c) total spending on the development, operation, and marketing of College-owned CPD products;

(d) total fees paid to external consultants and professional service providers who are not employees, excluding amounts reported under (e);

(e) total fees paid to external legal counsel; and

(f) the provisions adopted by this resolution may be amended, repealed, or suspended only by resolution of the members; the directors' power under subsection 152(1) of the Act does not apply to them; and if any part of this by-law is held invalid, the remainder continues in force.