

From: Pierre Lambert plambert@cfpc.ca
Subject: RE: Motions for the AGM
Date: August 12, 2026 at 5:01 PM
To: drmsgandhi@mac.com
Cc: Annual Member Meeting AMM@cfpc.ca

PL

Dear Dr. Gandhi,

I confirm that all six of your proposals, each with its accompanying statement in support, will be included in the notice of meeting for the 2026 Annual Meeting of Members as filed on July 18, 2026, in accordance with subsections 163(2) and 163(3) of the *Canada Not-for-profit Corporations Act*.

My message of July 31 was an invitation to discuss adjustments in advance of the August 12 filing deadline due to some inconsistencies with the law and the College's by-law. Unfortunately, you have declined that invitation, as you are entitled to do, and the College considers that matter closed.

So that there is no misunderstanding later, I should be clear that the inclusion of your proposals reflects the College's obligations under the Act and does not indicate the Board's agreement with them as submitted. The Board reserves its position on the legal effect and enforceability of the provisions each proposal contains, including their operation having regard to sections 124 and 148 of the Act.

Thank you again for your engagement with the College's governance.

Sincerely,

Pierre-P Lambert

ED, OCEO | DG, BCD
(514) 404-7791
plambert@cfpc.ca

From: Pierre Lambert
Sent: July 31, 2026 9:11 AM
To: 'drmsgandhi@mac.com' <drmsgandhi@mac.com>
Cc: Annual Member Meeting <AMM@cfpc.ca>
Subject: RE: Motions for the AGM

Dear Dr. Gandhi,

Thank you for the proposed motions you submitted for the 2026 Annual Meeting of Members (AMM). We appreciate your engagement and your interest in CFPC's governance.

As you know, any changes to our bylaw must be consistent with the *Canada Not-for-profit Corporations Act* (CNCA). It is with that lens that we have reviewed the motions carefully and note that, in their current form, each raises one or more issues of consistency with the CNCA. We also note that certain proposed amendments will require consequential changes to other by-law provisions not identified in your proposals, which is problematic. That said, we do not want to lose the intent of some of the motions; there are common grounds for us to move

want to lose the intent of some of the motions, there are common grounds for us to move forward together ahead of the August 12, 2026, which is the deadline for member proposals.

Let us work collaboratively with you on adjustments to the motions so that they support the ongoing optimization of the College's governance framework and member engagement. In order to address these current matters, we would need to have a positive response by August 5 so we can establish the next steps.

We also note that other members have submitted motions identical to yours. For reasons of efficiency and consistency, we will communicate with you and those members jointly, rather than on an individual basis, going forward. We trust this approach will be agreeable.

Thank you again for your engagement and for your willingness to contribute to CFPC's governance.

Sincerely,

Pierre-P. Lambert

Executive Director, Office of the Chief Executive Officer | Directeur général, Bureau du chef de la direction

The College of Family Physicians of Canada | Le Collège des médecins de famille du Canada
Foundation for Advancing Family Medicine | Fondation pour l'avancement de la médecine familiale
2630 Skymark Avenue, Suite 600
Mississauga, ON L4W 5A4
O: (905) 629-0900 x 411
C: (514) 404-7791
plambert@cfpc.ca
www.cfpc.ca

My working hours may differ from yours. This communication does not create any expectation of response outside your normal working hours.

If you are not the intended recipient, please notify the sender and delete this message.

From: Annual Member Meeting <AMM@cfpc.ca>

Sent: July 22, 2026 11:58 AM

To: drmsgandhi@mac.com; Annual Member Meeting <AMM@cfpc.ca>

Subject: RE: Motions for the AGM

July 22, 2026

Dr. Mohammad Suhail Gandhi
7442 Nottawasaga Side Road East, RR2
Collingwood, Ontario
Sent by email to: drmsgandhi@mac.com

Dear Dr. Gandhi,

Re: Acknowledgment of Receipt — Member Proposals Under Section 163 of the Canada Not-for-profit Corporations Act, 2026 Annual Meeting of Members

I am writing to confirm receipt of your email dated July 18, 2026, addressed to the Corporate Secretary and copied to CFPC Info. In your email, you submitted six member proposals under section 163 of the Canada Not-for-profit Corporations Act ("the Act") for the Annual Meeting of Members scheduled for October 28, 2026.

Receipt details

Date received: July 18, 2026

Submitting member: Dr. Mohammad Suhail Gandhi

Number of proposals received: six (Proposals 1 through 6), each with an accompanying statement in support, as set out in your email

Assigned to: Pierre Lambert Office, Executive Director, Office of the Chief Executive Officer, College of Family Physicians of Canada, for review under section 163 of the Act and its Regulations

Review and next steps

Each proposal will be reviewed for compliance with section 163 of the Act and Part 8 of the Regulations, including the timing and word-count requirements. If the College determines that any proposal is not required to be included in the notice of meeting under subsection 163(6), you will be notified in writing of that decision and the reasons for it within the period prescribed by the Regulations following receipt of your submission, in accordance with subsection 163(8).

Where a proposal is included, it will be included together with its statement in support, subject to the prescribed word-count limit, and with your name and address as provided for the purpose of subsection 163(3).

I note the additional requests set out in your email regarding meeting procedure, including separate voting on each proposal, the form of vote tallying and certification, allocation of meeting time, treatment of proposals not reached before adjournment, consolidation of substantially similar proposals from other members, and review of any French translation. These requests have been noted. Matters of meeting procedure, notice content, and the conduct of voting are addressed in accordance with the Act, By-law No. 1, and the directions of the Chair, and will be communicated to members in the notice of meeting and related materials in due course. This letter should not be taken as confirming or declining any specific procedural request; the College reserves its position on those matters pending completion of its review. Should you have questions in the interim, please direct them to amm@cfpc.ca.

Yours truly,

Joan Bard Miller (she/her)

Corporate Secretary

The College of Family Physicians of Canada

2630 Skymark Avenue, Suite 600

Mississauga, ON L4W 5A4

MISSISSAUGA, ON L4W 5A4
www.cfpc.ca

E: jbardmiller@cfpc.ca
T: 905-629-0900 x444

My working hours may differ from yours. Please only reply during your regular work hours.

From: Sohail Gandhi <drmsgandhi@mac.com>
Sent: July 18, 2026 10:30 AM
To: Dorinda Lopes <dlopes@cfpc.ca>
Subject: Motions for the AGM

[EXTERNAL EMAIL] DO NOT CLICK links or attachments unless you recognize the sender and know the content is safe.

You don't often get email from drmsgandhi@mac.com. [Learn why this is important](#)

Dear Ms. Lopes,

I had sent the email below to Sarah Scott. There was an automatic bounce back message from her account that simply said: "I won't be checking emails. Please email Dorinda Lopes". I am therefore emailing you with this information. Given the situation, I request you immediately acknowledge receipt of my email, and let me know if you are the correct person to send this to, or if in fact, I need to send this to someone else. Thank you.

My full legal name is Mohammad Suhail Gandhi. My CFPC ID number is: 611647. My current mailing address is 7442 Nottawasaga Side Road East, RR2, Collingwood, Ontario. I'm currently in good standing as a member of the CFPC. Pursuant to section 163 of the Canada Not-for-profit Corporations Act, I submit the following six member proposals.

The rationale for these motions is pretty straightforward. I believe that these motions will strengthen the CFPC and make it more responsive to members' needs. Family Physicians deserve a strong, active, and vibrant College, and in order to do that, there must be a sense of engagement with the CFPC. By encouraging direct elections (motion 1), transparency (motion 2, 5 and 6), ease of engagement (motions 3 and 4), these motions will make the College a much more respected body in the eyes of physicians.

You will likely have similar motions from others, and if so, please consider me a seconder for those motions.

Please contact me immediately if there is a process issue that needs to be addressed to allow these motions to stand at the 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.

Sohail Gandhi
drmsgandhi@mac.com

<https://iustanoldcountrydoctor.com>

<https://www.instagram.com/drmsgandhi>

Twitter: @drmsgandhi

“Out of all of my body parts, my eyeballs are in the best shape, because I roll them like 342 times a day” - Anon

