

THE COLLEGE OF
FAMILY PHYSICIANS
OF CANADA



LE COLLÈGE DES
MÉDECINS DE FAMILLE
DU CANADA

Notice of the **2026 Annual Meeting of Members (AMM)** and **Information Circular.**

**October 28, 2026
7:00 p.m. to 9:00 p.m. (ET)**

Participants may access the secure Lumi platform using the unique control numbers sent by email to join the virtual meeting.

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Participating in the AMM

Join us on October 28, 2026, from 7:00 p.m. to 9:00 p.m. (ET), for the [CFPC's AMM](#).

At the meeting, voting members will be asked to:

- Receive the audited financial statements for the fiscal year ended February 28, 2026, and unaudited financial information for the period ended August 28, 2026
- Appoint or reappoint the CFPC's public accountant for the 2027/28 fiscal year
- Approve a special resolution regarding the timing of the 2027 AMM, as set out in the proposed resolution
- Approve maintaining the membership fees at their current levels
- Ratify the Board's authority to reduce membership fees for members experiencing financial hardship
- Vote and ratify the results of the director elections
- Elect the CFPC's officers for the positions identified in the meeting materials
- Approve amendments to By-law No. 1 intended to align its provisions with the requirements of the *Canada Not-for-profit Corporations Act* (CNCA). The proposed amendments and explanations of the changes are available in the [information circular](#).
- Consider and vote on six member-submitted proposals to amend By-law No. 1 and five Board-sponsored companion motions addressing the same subjects, for a total of 11 motions

In this package you will find:

- Letters from the [President](#) and [CEO](#) reporting on the past year.
- The [meeting agenda](#).
- An [information circular](#) with motions, background information, and instructions for voting.

If you cannot attend, appoint a proxy holder by October 25th at 11:59 p.m. (ET) by logging into Lumi's proxy platform using the credentials and instructions sent by email.

If you have questions about technical support, please contact support-ca@lumiglobal.com. For all other AMM and election matters, please contact amm@cfpc.ca.

President's Report

Dear colleagues,

This year I have had the privilege of meeting family physicians across Canada: in clinics and conference halls, at Chapter meetings, around Board tables, and in colleagues' homes. I have heard about the strain of trying to provide good care in systems that make it harder than it needs to be. I have also seen the ingenuity, generosity, and determination with which family physicians care for their patients and support one another.

Both parts of that story matter. We need to be honest about what is difficult, and we need to recognize what is working so that we can learn from it.



As your President, those conversations have shaped this year's work as I have brought what I have heard from members into the CFPC's decisions and advocacy. A professional College has several responsibilities. We advocate for the conditions that allow family physicians to provide the care they were trained to provide. We uphold the standards that define and sustain public trust in our profession. We remind people in Canada and decision makers why family medicine matters. And we make sure members have a real voice in the future of the CFPC.

The Board has spent this year looking closely at the CFPC itself: how we set priorities, steward our resources, uphold the standards of our profession, and remain accountable to the members we serve. This report is a chance to share that work with you.

CREATING CONDITIONS FOR CARE

Family physicians tell me often about the hours spent on forms, documentation, and searching for information that should already be available. That is time taken from patients, families, and our own lives.

Reducing administrative burden has been a central part of our federal advocacy. In meetings with parliamentarians and at our press conferences in Ottawa, the CFPC called for simpler Disability Tax Credit processes, support for physicians establishing new practices through the promised New Practice Fund, and investment in tools such [as AI scribes](#).

We welcomed federal measures made in response to our advocacy, intended to simplify parts of [the Disability Tax Credit certification process](#), but we also know that an announcement is not the same thing as change. The real test is whether a family physician experiences fewer forms, fewer delays, and fewer hours of uncompensated administrative work.

The CFPC [worked closely with Employment and Social Development Canada](#) (ESDC) to recognize the degree of administrative burden shouldered by family physicians.

We are delighted to announce that ESDC is increasing remuneration for family doctors who complete medical report forms for patients applying for Canada Pension Plan Disability (CPPD) benefits and is also working with us to improve the initial medical report form.

In recognition of the expertise, time, and effort required to complete the initial CPPD medical report, ESDC increased the remuneration for family doctors from \$85 to \$175.

We have also pressed for better connected health information. Patients should not have to repeat their stories at every point of care, and family physicians should not have to reconstruct those stories from faxes, portals, and incomplete records. Through [the Digital Health Interoperability Task Force](#), we are working with partners to advocate for systems that share information securely and make it useful at the point of care.

These issues are connected. If we want family physicians to provide comprehensive, continuous care, we must give them the time, information, and support to do it.

We have also spoken up when access to care is measured only by the [number of people attached to a practice](#). Attachment matters, but a number alone cannot describe the needs of a patient with complex illness, the value of a trusted relationship, or the work a team does to coordinate care over time.

Team-based care is essential to the future of family medicine. But it should strengthen the relationship between patients and their family physicians, expand what teams can accomplish, and [recognize the distinct expertise](#) and responsibility that every health professional brings.

The goal is not simply to move more people through a system. It is to build systems in which family physicians and their teams can provide the kind of care patients need and deserve.

LISTENING AND LEARNING TOGETHER

Family medicine in Canada is built on relationships.

We see that every day in our relationships with patients, families, colleagues, and communities. But relationships also matter within our profession. A national College must remain connected to the realities of practice across the country: urban and rural, remote and Northern, comprehensive and focused, early career and late career.

Listening has been one of the great privileges of this year. Through Chapter visits, town halls, [ePanel polls](#), emails, and conversations with members at different stages of their careers, I have heard what you value about family medicine, what worries you, and what you want from the CFPC.

I began [Common Ground](#) to share more of that work and explain the questions the College and our profession are grappling with. The [Family Medicine Matters Podcast](#) has offered another way to connect: by hearing from colleagues who are finding practical solutions in their communities. Their approaches

differ, but they remind us that family medicine has strengths to build on, even when the pressures are real.

The Board's visits to the North brought some of these questions into focus. In Yellowknife, we learned with Indigenous Elders and former Truth and Reconciliation Commissioner Marie Wilson. In Nunavut, we heard from physicians, health leaders, and communities about providing care across vast distances. Good national decisions require us to understand how differently care is delivered across Canada and to keep learning from the people closest to it.

A professional home also brings people together. The CFPC's Family Medicine Forum (FMF) in Winnipeg gave colleagues space to learn, present research, and reconnect. The [Physician Wellness Retreat](#) created space to reflect on what it takes to sustain ourselves in this work. [Canadian Family Physician](#), our education programs, and [the Foundation for Advancing Family Medicine](#) continued to support the scholarship, teaching, leadership, and service that move our profession forward.

The CFPC is responsible for standards, certification, education, and advocacy. But it is also responsible for helping sustain the community of family physicians who carry those responsibilities into clinics, hospitals, long-term care homes, emergency departments, remote communities, classrooms, and patients' homes every day.

These are ways the CFPC supports the people who practise family medicine, as well as the standards that guide us.

STRENGTHENING THE CFPC

Members have asked us to be clearer about how the CFPC makes decisions and how they can shape its direction. We have taken that seriously.

This year, the Board directed a thorough, section-by-section review of the CFPC by-laws with legal advice. By-laws are not the first thing that comes to mind when we think about family medicine, but the rules that govern the CFPC matter because they determine how members participate, how decisions are made, and how the Board is held accountable.

Over many years, the by-laws have been amended in response to circumstances. That responsiveness has been a strength. But, as with any document that evolves over decades, the result is a patchwork of rules made at different times and for different reasons. Some provisions are now inconsistent with one another, some no longer reflect the practical realities of today's meeting environment, and some no longer align with the requirements of the CNCA.

The corrective amendments before members aim to make the by-laws clearer, more consistent, and compliant with the CNCA. They are one step in longer work to clarify responsibilities, improve transparency, and make member participation more meaningful.

The member-submitted proposals and Board companion motions before this AMM raise important questions about elections, transparency and participation on which colleagues may reasonably differ.

Members deserve clear explanations of the choices before them, thoughtful consideration of different views, and clarity about what an adopted motion will mean in practice. I hope we will discuss them with care and respect.

Compliance with the law is essential. But trust depends on more than compliance. Trust depends on how we exercise authority, how openly we communicate, and how seriously we take our responsibility to members.

The CFPC belongs to its members. Our job is to ensure that members can understand how it works, participate meaningfully in its governance, and have confidence that it is working on their behalf.

This year we also established the Family Medicine Excellence Board Committee to strengthen oversight of the CFPC's core work in standards, education, assessment, certification, and continuing professional development. These responsibilities matter to public trust. They are also part of our profession's commitment to defining and upholding excellence in family medicine. As pathways into family medicine evolve, patients should be able to trust that family physicians have demonstrated the same core competencies, whichever pathway brought them into practice.

Alongside this work, the Board has continued its responsibility for financial stewardship, supported Board development, and worked through organizational and leadership change. Some of that work is less visible to members. It is essential to building a College that can deliver on its commitments. The wider governance review is also clarifying the roles of the Board, management, Chapters, committees, and members so that decisions and accountability are easier to follow.

CHOOSING OUR DIRECTION

Family Medicine Forward, our strategic consultation, has brought close to 2,000 members and other participants into the conversation, along with leaders from more than 30 partner organizations. Thank you to everyone who took the time to answer a survey, join a discussion, or tell us something difficult that we needed to hear.

The CFPC exists because family physicians have chosen to define their profession together, uphold shared standards, and advocate for a better future. That is our common ground. This is about championing family physician excellence.

Our new purpose, **Championing Family Physician Excellence**, will guide the strategic plan. It speaks to the standards and education at the heart of the CFPC, and to our responsibility to advocate for the conditions in which family physicians can practise well. The Board has set the direction for the plan, which will be presented at FMF next month.

The test of a strategy will be in the choices that follow. We will need to focus our efforts, align resources with our priorities, and show members what progress we are making. Your participation in shaping the plan has been substantial; it must continue to inform how we carry it out.

As I approach the end of my year as President, I am grateful for the trust you have placed in me. I have seen how much family physicians give to their patients and communities, and how much they want this

profession and the CFPC to thrive. Across different practices and places, we share a commitment to excellent care and to shaping the future of family medicine together.

Thank you to our members, Chapters, volunteers, staff, fellow directors, and partners for the work you have done this year. It has been a privilege to serve as your President. I look forward to seeing what we build together from here. Until next time.

Sincerely,

Sarah Cook, MD, CCFP, FCFP, CCPE, CHE

Chief Executive Officer's Report

Dear members,

The CFPC's role is to champion family physician excellence.

That is a broad purpose, but it has to show up in practical ways. Members should see it in credible certification and high standards, essential learning, practice supports, effective advocacy, and meaningful opportunities to contribute to the profession's future. These are not separate activities. They fit together to help family physicians provide comprehensive care, sustain their practices, and build satisfying careers.

This year, we have focused on the services members rely on while also doing the work needed to improve value of membership.



SUPPORTING MEMBERS IN PRACTICE

Family physicians connect with the CFPC at many points in their careers: as students and residents, through certification and continuing professional development, as teachers and researchers, and when looking for practical support in day-to-day practice.

Throughout the year, *Practical Talks for Family Docs*, CFPCLearn, Self Learning™, Tools for Practice, and *Canadian Family Physician* continued to provide learning and medical evidence that members can use. These differing resources share a common goal: helping family physicians make informed decisions in real clinical settings.

Let's celebrate *Canadian Family Physician* as it now ranks sixth among 29 indexed primary health care journals, up from 12th last year. A focus on high-quality research, clinical experience, and practical insights by Canadian family physicians has strengthened the journal.

We also continued to support students and residents, including through complimentary access to online learning resources. This matters. Canada needs more physicians who choose family medicine in all its forms, but it also needs practice resources to help build sustainable careers.

The CFPC's core role is to set and uphold the standards for becoming and remaining a family physician. To strengthen this work, we integrated Academic Family Medicine and Professional Development and Practice Support into a unified division called **Professional Standards and Certification**, with members helping to select the new name. The intention is straightforward: to enable better connections in all levels of standards, accreditation, assessment, and certification, and to simplify and support the work of sustaining our profession.

Our ongoing work in accreditation, certification, and maintenance of competence also continued. In April 2026 we began the phased transition to the revised written Certification Examination in Family Medicine

with full implementation planned for 2027. The Equivalent Jurisdictional Pathway remained available to eligible physicians trained and certified in approved international jurisdictions.

KEEPING ADVOCACY PRACTICAL

Family physicians have been clear about what is making practice harder: paperwork that draws time away from patient care, health-information systems that fail to connect, growing demands on family practices, and real concerns about the future of family medicine.

The CFPC leadership stays connected with federal decision makers through a variety of channels including member-led letter writing campaigns, policy submissions on administrative burden, advocacy for digital health interoperability, demands for sustainable family practices, and supports for new family physicians. We also work with our Chapters in partnership to affect regional change. Ongoing, focused advocacy helps decision makers better understand the challenges family physicians face and the changes needed to address them.

Our work with ESDC on the CPPD medical report is one example. After sustained work with the CFPC, ESDC increased the payment for completing the initial CPPD medical report. ESDC is also working with us to redesign the form. This does not mean the problem is solved. Members will rightly judge the effectiveness of this work and that is the test we apply to our advocacy more broadly.

The same approach guides our work on federal disability forms, connected digital health records, AI-enabled documentation tools, and investment in family medicine for those who practise comprehensive care, as well as our focused practice members in emergency medicine, addictions, palliative care, and more.

The CFPC cannot make every decision that affects family practice. Governments, health authorities, and employers hold many of the key levers. But we can make sure that the realities of practice are heard and those who hold the levers of power are held accountable and that members' experiences inform our proposals.

Members were also clear throughout the consultations of our *Family Medicine Forward* strategic planning project: the CFPC must strengthen its advocacy. We heard you.

MAKING THE CFPC EASIER TO USE

Members should find the CFPC accessible and responsive.

This year, membership renewal included a brief survey for practising members and updated criteria for reduced-fee eligibility. Members continued to receive support through the member portal, live chat, email, and telephone. We are also working to make our tools and services easier to use. A simple process, a clear answer, or timely help with a question can make a real difference to a member's experience. Feedback from members help us understand where our systems are working and where they are not.

The Physician Wellness Retreat brought together 340 participants for programming on physical, mental, and financial well-being, as well as discussion of the systems changes needed to make family practice more sustainable.

The Foundation for Advancing Family Medicine (FAFM) continued to support research, resident awards, Indigenous family medicine learners, and family physicians serving rural and underserved communities. Across the CFPC and the FAFM, more than \$400,000 is awarded annually through grants, awards, and scholarships that support research, learning, and the future of family medicine. We celebrate family physicians, learners, teachers, researchers, and community leaders whose work reflects the breadth and value of family medicine including the Reg L. Perkin Award, which recognizes a Family Physician of the Year from each CFPC Chapter plus the three territories.

Preparations are also under way for FMF in Toronto this November. FMF remains one of the important ways family physicians come together to learn, share ideas, recognize excellence, and reconnect with colleagues from across the country.

We are also reviewing how staff, volunteers, committees, and leadership work together. What should be visible: clearer communication, better coordination, less duplication, and stronger follow-through on the commitments we make.

TURNING DIRECTION INTO STRATEGIC PROGRESS

Family Medicine Forward has included nearly 2,000 members and other participants in the CFPC's strategic consultation, alongside leaders from more than 30 partner organizations.

This work will help establish a clear, long-term direction for the CFPC while we continue to advance Board-approved priorities already in place to stabilize and strengthen the organization.

Thank you to everyone who completed a survey, attended a conversation, shared an idea, or told us directly where the CFPC needs to improve. The feedback has been thoughtful, candid, and helpful.

It has also made clear that members expect the CFPC to focus. There are many important issues facing family medicine. We cannot do everything, and we should not pretend that we can.

Management is now working with the Board's strategic direction to prepare the final plan. The next step is to turn that direction into practical priorities: what we will continue to do, what we need to improve, what new work is needed, and what resources will be required.

That means making choices. A strategy is only useful if it helps us decide where to put our time, people, and resources. It must be realistic about capacity. It must be clear about what success looks like.

Financial sustainability and prudence are part of that responsibility. They are not separate from member value. They are what allow us to sustain reliable services, uphold credible standards, support meaningful advocacy, and make commitments that members can trust.

IN CLOSING

Looking back over the past year, I see the commitment of passionate volunteers and dedicated staff across the country. I am proud of what we have accomplished together and grateful for the expertise, time, and care that so many people have contributed.

At the same time, we should be clear-eyed about the work ahead. Family physicians are dealing with substantial pressures, and members rightly expect the CFPC to make a practical difference.

Our task is to build on this year's progress with clear priorities, realistic commitments, and sustained attention to the things that will help family physicians provide the comprehensive care their patients and communities need.

That is how we will continue to champion family physician excellence.

Sincerely,

Michael Allan, MD, CCFP, FCFP

Meeting Agenda

Wednesday, October 28, 2026 | 7:00-9:00pm (ET) | Virtual meeting

SARAH COOK PRESIDING

1. Call to order, territorial acknowledgement, and opening remarks
2. Confirmation of quorum and [meeting norms](#)
3. Adoption of the agenda
4. Approval of [2025 AMM minutes](#)
5. President's report
6. Chief Executive Officer's Report
7. Honorary Secretary Treasurer's report
 - 7.1. Presentation of the [audited financial statements for the year ended February 28, 2026](#)
 - 7.2. Presentation of unaudited financial information for the period ended August 28, 2026
8. Appointment/reappointment of the public accountant for the 2027/28 fiscal year
9. Special resolution regarding the timing of the 2027 AMM
10. Membership fees
 - 10.1. Decision to maintain the current membership fee
 - 10.2. Ratification of the Board's authority to reduce members' fees in cases of financial hardship
11. 2026 Board Nominations
 - 11.1. Director-at-large elections result ratification
 - 11.2. Officer elections
12. By-law No. 1
 - 12.1. CNCA compliance amendments
 - 12.2. Member proposals
13. Question and answer period
14. Date and place of next meeting
15. Conclusion

Motions and background information can be found in the [Information Circular](#).

Information Circular

Approval of 2025 AMM minutes

The [minutes](#) of the 2025 AMM are posted on the CFPC's website.

Financial Statements

The CFPC's most recent fiscal year ended February 28, 2026, and in keeping with Subsection 172 (2) of the *Canada Not-for-profit Corporations Act* (CNCA), the [audited financial statements](#) were made available within six months of year end on the CFPC's website.

In compliance with the extension granted to hold its AMM at a later date, the CFPC will present its members at the AMM with unaudited quarterly financial statements for the most recent quarter, including year-to-date information.

Appointment of the Public Accountant

BE IT RESOLVED THAT Deloitte LLP be appointed as public accountant to audit the accounts of the CFPC for the 2027/28 fiscal year.

As a standard governance practice, the CFPC evaluates its external audit arrangements every three to five years through a request for proposals process to help ensure high-quality audit services, appropriate expertise, and value for the organization. The selected firm may be engaged for a three-year term, with an option to extend the engagement for up to two additional years.

In 2026 the CFPC conducted a request for proposals process for external audit services. Following a review of the proposals received against established evaluation criteria, the Board supported a recommendation from the Finance and Audit Committee that Deloitte LLP serve as the CFPC's public accountant for a three-year term, with an option to extend the engagement for up to two additional years. Although the external auditor may be selected for a multi-year term, members appoint the public accountant annually.

The Board recommends that members appoint Deloitte LLP as the CFPC's public accountant for the 2027/28 fiscal year. Deloitte brings extensive audit experience, a strong understanding of the CFPC's operations and governance environment, and continuity that supports an efficient and effective audit process. These factors were considered as part of the evaluation and recommendation process.

Special Resolution Regarding the Timing of the 2027 AMM

BE IT RESOLVED AS A SPECIAL RESOLUTION THAT the members of the College of Family Physicians of Canada support the authorization granted by the Deputy Director appointed under the Canada Not-for-profit Corporations Act to extend the time for calling the 2027 Annual Meeting of Members to no later than November 15th.

The CNCA normally requires the CFPC to hold its AMM within six months of its fiscal year-end. As the CFPC's fiscal year ends on February 28th, the AMM would ordinarily be required to take place no later than August 31st of each year.

In August 2024 the Deputy Director, appointed under the Act, authorized the CFPC to extend the time for calling its AMM for the financial years ending 2024 through 2028. This enables the CFPC to continue holding its AMM in the fall rather than during the summer months when member participation is likely to be lower. As a condition of the authorization, members must approve a special resolution at each AMM through 2027 confirming their support for its continued use of the exemption.

If the extension is supported, the CFPC will provide the members:

- Notice of the extension by August 31, 2027
- The CFPC's audited financial statements for the last financial year ended no later than August 31, 2027
- Unaudited financial information up to the most recent quarter at or before the 2027 AMM

Decision to Maintain the Current Membership Fees

BE IT RESOLVED THAT the decision of the Board not to modify the existing membership fees be ratified and confirmed.

CFPC By-law No. 1 (s. 10.5) requires that the Board determines the membership fees on an annual basis, and that the members ratify these fees at the AMM. The Board has confirmed by a majority vote that it is not recommending any changes to the current membership fees for the 2027 membership year.

The [current CFPC fee schedule](#) is posted on the CFPC website.

Ratification of the Board's Authority to Reduce Members' Fees in Cases of Financial Hardship

WHEREAS it has been a long-standing CFPC practice to grant membership fee reductions to members who are experiencing financial hardship;

AND WHEREAS under the CFPC's By-law No. 1, the members must ratify the membership fees;

AND WHEREAS the Board wishes to continue the practice and is seeking the members' ratification thereof;

BE IT RESOLVED THAT the Board's discretion to reduce the membership fees of members who are experiencing financial hardship is hereby ratified and confirmed.

The Board recommends that the members approve the motion so that the CFPC can continue offering reduced membership fees to eligible members experiencing financial hardship.

The CFPC has long offered reduced membership fees to eligible members in circumstances such as parental leave, disability, and part-time employment. A simplified self-service application process has increased access to reduced fees without changing the eligibility criteria.

Given the increased use of reduced fees and the by-law requirement that membership fees be determined on a class-wide basis, the motion asks members to ratify and confirm the Board's authority to continue providing reductions. The reduced fees are intended as temporary financial relief for eligible members and do not create a separate membership class or career-stage fee category.

Director-at-large elections

The Nominating Committee began its work in February 2026, conducting a comprehensive process to identify and assess candidates for the Board of Directors. Composed primarily of members, the Committee supports the Board in assessing its needs. In keeping with the College's commitment to transparency, member engagement, and good governance, it oversaw an open national call for nominations and a direct, member-driven election process.

Following its review, the Committee is recommending four nominees who emerged through the open nominations process. In developing its recommendations, the Committee considered the competencies, experience, leadership attributes, diversity of perspectives, and regional representation required to support the Board's stewardship of the College and its strategic priorities.

In addition to the candidates recommended by the Nominating Committee, an independent candidate has chosen to stand for election through the open nominations process. Members will therefore have the opportunity to consider all candidates when casting their votes and helping shape the future leadership of the College.

Voting will open on Wednesday, October 7, 2026, in conjunction with the notice of meeting, and close on Sunday, October 25, 2026, at 11:59 p.m. (ET).

The five (5) candidates for two (2) Director-at-Large positions are profiled on the [CFPC website](#).

To vote:

- Find your unique control number, sent to you via email on October 7th. This number is unique to you – please do not share it
- Access the secure [Electa platform](#)
- Enter your email on file and control number
- Follow the prompts to cast your votes

The results of the voting will be ratified and confirmed at the meeting with the following motion. The Directors will begin their three-year terms immediately following the 2026 AMM.

BE IT RESOLVED THAT the CFPC membership ratify and confirm the results of the election of Directors-at-Large, as reported at the Annual Meeting of Members.

The College extends its sincere appreciation to all individuals who participated in the nominations process. Their willingness to contribute their time, expertise, and leadership reflects the strength of member engagement and commitment to advancing family medicine across Canada.

The Nominating Committee is also recommending the reappointment of Dr. Meenakshi Natarajan for a second term. The results of the voting will be ratified and confirmed at the meeting with the following motion. Dr. Natarajan will begin her three-year term immediately following the 2026 AMM.

BE IT RESOLVED THAT Dr. Meenakshi Natarajan is hereby re-elected as a Director-at-Large of the College, in accordance with the recommendation of the Nominating Committee.

Officer elections

In accordance with the College's governance processes, the Nominating Committee also undertook its annual review of officer succession and leadership planning. The Committee considered the competencies, experience, leadership attributes, and succession requirements necessary to support the effective governance of the College and the advancement of its strategic priorities. The Committee's deliberations included consideration of the future leadership pathway associated with the officer roles and the long-term needs of the Board. These recommendations were subsequently reviewed and endorsed by the Board of Directors for presentation to the membership.

The proposed officer slate reflects a deliberate approach to leadership continuity, knowledge transfer, and organizational stewardship. The nominees bring significant experience as Board Directors and have demonstrated the skills and commitment necessary to serve in these important governance roles throughout their tenure on the Board. The Board is therefore pleased to recommend the following individuals for member confirmation:

- Dr. Helen Cuddihy as President-Elect
- Dr. Sarah Funnell as President
- Dr. Sarah Cook as Past President
- Dr. Avik Nath as Honorary Secretary-Treasurer

The proposed officers are profiled on the [CFPC website](#).

To vote:

- Find your unique control number, sent to you via email on October 7th. This number is unique to you – please do not share it
- Access the secure [Electa platform](#)
- Enter your email on file and control number
- Follow the prompts to cast your votes

Voting closes on October 25th, 2026, at 11:59 p.m. (ET). The results of the voting will be ratified and confirmed at the meeting with the following motion. The Officers will begin their one-year terms immediately following the 2026 AMM.

BE IT RESOLVED THAT the members elect and confirm the following individuals as officers of the College of Family Physicians of Canada:

- Dr. Helen Cuddihy as President-Elect;
- Dr. Sarah Funnell as President;
- Dr. Sarah Cook as Past President; and
- Dr. Avik Nath as Honorary Secretary-Treasurer.

CNCA compliance amendments to CFPC By-law No. 1

BE IT RESOLVED THAT the members confirm, as a single package, the amendments to CFPC By-law No. 1 adopted by the Board of Directors on July 22, 2026, and September 14, 2026, and set out in the meeting materials, to align the By-law with the Canada Not-for-profit Corporations Act.

As part of its responsibilities to oversee CFPC's governance system, the Board regularly reviews its policies. This year, the Board decided to review its by-laws, section-by-section, with advice received from our legal advisors, to make sure that the rules governing CFPC are clear and consistent with the law.

Over the years, our by-laws have been amended to address different needs and circumstances. That responsiveness has been a strength. But, as with any document that evolves over decades, the result is a patchwork of rules made at different times and for different reasons. Some provisions are now inconsistent with one another, some are outdated, and some no longer align with the requirements of the CNCA. The Board thoughtfully deliberated on the proposed amendments, considering their legal and governance implications before adopting them over the course of two meetings in July and September.

The proposed amendments are a package of corrective changes designed to address inconsistencies between the CFPC by-laws and applicable Canadian law. They are intended to improve clarity, ensure the by-laws align with federal legal requirements, protect member rights, and strengthen the validity of processes such as elections and member meetings. The amendments are presented as a package because they are intended to work together. Voting on them separately could leave inconsistencies in place or create new ones, whereas considering them as a whole helps ensure the by-laws remain coherent and legally consistent.

The amendments do not remove member rights or change the CFPC's membership classes, voting structure, members' authority over membership fees, or members' ability to participate in the governance of the College.

The Board asks members to confirm these amendments at the AMM as an important step toward a clearer, more coherent, and legally compliant governance framework for the CFPC. Please see the appendix for a [full explanation](#) of the revisions and a [redlined version of By-law No. 1](#).

Member proposals to CFPC By-law No. 1

INTRODUCTION

From June 13, 2026, to August 12, 2026, members entitled to vote at the AMM were welcome to submit a proposal to be considered for inclusion on the AMM agenda. This is a right granted to all voting members under the CNCA.

Thank you to the three (3) members who brought forward six (6) proposals with the objectives of improving member participation, transparency, and accountability. They have contributed meaningfully to the Board's ongoing discussions about the future of the CFPC's governance.

Upon receiving the proposals, management invited the members to work collaboratively to address certain noted concerns with the proposals. The members declined, opting for the proposals to be presented to the membership as originally submitted.

CFPC BOARD RECOMMENDATIONS

The Board has reviewed the proposals and agrees with many of their underlying objectives. Its concern, however, is that as drafted the member proposed provisions may not be capable of achieving those objectives or being lawfully and effectively implemented. To ensure that the members' proposed provisions achieve those objectives in practice, are financially sustainable and justifiable in terms of cost implementation, and can be adopted and implemented lawfully, clearly and effectively, the Board is presenting five alternative motions for the memberships' consideration.

For member proposals 1, 2, 3, 5, and 6, the Board recommends voting against the member proposal and in favour of the corresponding alternative. For proposal 4, the Board recommends voting against the member proposal and support an administrative approach instead of an alternative member by-law motion.

Topic	Board recommendation on member proposal	Board recommendation on alternative
Direct election of the President and directors	Against member proposal 1	In favour of alternative 1
Publication of Board and committee minutes	Against member proposal 2	Governance communications policy approach
Integrated advance electronic voting	Against member proposal 3	In favour of alternative 3
Member proposal intake	Against member proposal 4	No alternative member motion; statutory framework and administrative dialogue
Formal response to adopted proposals	Against member proposal 5	In favour of alternative 5
Annual aggregate financial disclosure	Against member proposal 6	In favour of alternative 6

HOW THE MOTIONS INTERACT

Members are asked to vote on the six (6) member and five (5) Board motions being presented. Each motion is a separate decision:

- If a member proposal is adopted and the corresponding alternative does not pass, the CFPC will make best efforts to implement the member proposals' lawful and severable provisions. Based on legal advice the CFPC has received, however, certain provisions in each proposal appear to be invalid or unenforceable, conflict with the Board's statutory duties, omit necessary conforming amendments, or be inconsistent with the Act, the Articles, or By-law No. 1. The CFPC may therefore need court direction before implementation, which could be costly and time-consuming. The Board is explaining this possibility so members understand that adoption may not lead to immediate implementation of every provision, as written.
- If only the alternative is adopted, its provisions would be capable of immediate implementation
- If both a member proposal and its corresponding alternative are approved, the alternative motion will supersede and replace the member proposal
- If neither motion is adopted, the existing by-law framework continues subject to any other amendments adopted at the meeting

Member motion #1 - Direct election of the President and directors

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.

MEMBERS' RATIONALE

Dr. Greg Dubord

- *"The College's President wrote this month that the CFPC "is the collective expression of the profession choosing to define itself." Under current sections 5.2 and 5.3, the Nominating Committee proposes nominees, the Board determines the final list "in its sole discretion," and the President is acclaimed. Members vote only on candidates the Board has approved in advance. This proposal replaces pre-approval with open candidacy: any qualified member may stand, and*

an independent administrator certifies the results. In June 2026, Ontario Medical Association members adopted a binding all-eligible-candidates ballot requirement. A profession defines itself only if its members choose who governs the body that defines it. This amendment uses the electronic voting already conducted under section 5.1, and requires the first elections no later than the 2027 Annual Meeting of Members.”

Dr. Mohammad Suhail Gandhi

- *“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.”*

Dr. Paul Daniel Conte

- *“The rationale for these motions is pretty straightforward. I have been very concerned with missteps in the recent past by the CFPC that have caused significant rancour amongst the membership. They have demonstrated that the CFPC is out of touch with its members and were voted down at AGM's. Though I have been encouraged with recent initiatives to reach out to members and am encouraged by changes in the CFPC's overall attitude, I believe that these motions will lead to the CFPC being more accountable to the members that fund it and more responsive to members. Passage of these motions will go a long way to restoring member's respect of and faith in the CFPC.”*
- *“The CFPC is a member funded organization and members should have the right and ability to choose who represents us as president and on the Board of Directors.”*

WHAT MEMBERS ARE DECIDING

Member proposal 1 and the alternative below address access to Board candidacy, the role of the Nominating Committee, independent election administration, and how election results take effect. The Board recommends that members pursue the underlying objectives through the proposed alternative by voting against member proposal 1 and in favour of the alternative.

Alternative to Member motion #1

BE IT RESOLVED THAT sections 5.1 to 5.3 of By-law No. 1 be replaced with the following, and any prior resolutions relating to the Direct Election of the President and Directors are superseded and replaced:

1. Elections. Voting for the election of Directors and Officers will be conducted electronically in accordance with this By-law. The voting period may commence before the Annual Meeting of Members and may remain open until a time determined by the Board. The results of the vote shall not take effect, and no candidate shall be declared elected, until the Members approve the election results by Ordinary Resolution at the Annual Meeting of Members.

2. Board-Recommended Candidates. An individual may become a Director candidate by responding to the Nominating Committee's call for interest and being nominated by the Nominating Committee. The Nominating Committee may identify and recommend prospective Director candidates to the Board, and shall nominate candidates for Officer positions for approval, in each case with reference to the Board-approved skills matrix, competencies, regional representation, succession needs and any other Board-approved criteria. Candidates approved by the Board shall be presented to the Members for election, with Director candidates identified as Board-recommended candidates.

3. Self-Nominated Candidates. As an alternate pathway to becoming a Director candidate, any Practicing Member in good standing who satisfies the eligibility requirements of the Act, the Articles and this By-law may apply to become a Director candidate by submitting, in the prescribed form and by the published deadline: (a) their name and contact information; (b) a signed attestation of eligibility; (c) a signed consent to hold office; (d) a candidate statement; and (e) such other information as may be reasonably required by the Corporation to determine the eligibility of a proposed candidate. The Corporation will have the power to determine if a nomination was made in accordance with these requirements but shall not exclude an eligible self-nominated candidate from the election on the basis of a merits or other value assessment. For greater certainty, an individual seeking election as a Director under this Section [3] may not, in that same election, stand for election as an Officer.

4. Independent Administration. Nomination intake, ballot administration, vote tabulation and certification of the direct vote described in Section 5.1 shall be carried out by an independent third-party election provider retained by the Corporation. The Board, the Nominating Committee and the Corporation's Officers and employees may perform those oversight and administrative functions required to ensure compliance with the Act, the Articles, this By-law and the approved election procedures. The election provider shall certify the results and provide its report thereon to the Chair and any appointed scrutineers.

5. Implementation. The first election under this section shall be held no later than the 2027 Annual Meeting of Members. The Board may approve election procedures consistent with this section and shall make any necessary administrative arrangements before nominations open.

BE IT FURTHER RESOLVED THAT the foregoing provisions shall replace sections 5.1 to 5.3 of By-law No. 1, and that the existing section 5.4, entitled "Term for Board Directors," and each subsequent section of Article Five shall be renumbered consecutively, with all affected cross-references updated accordingly.

WHY THE BOARD RECOMMENDS THE ALTERNATIVE

The alternative advances greater member choice, open access, and independent administration without replacing the competency-based nominating and succession process with a wholly open election model. Members would directly elect directors from a ballot that may include both Board-recommended candidates and eligible self-nominated candidates.

For director nominees, the Nominating Committee pathway allows candidates to be identified and recommended by reference to the Board-approved skills matrix, competencies, regional representation, and succession needs. Its purpose is to help members elect a balanced Board with the collective capabilities needed to govern effectively.

At the same time, the alternative provides that every eligible Practising member may stand for election as a director through the self-nomination pathway. The College may verify eligibility and compliance with nomination requirements, but may not exclude an eligible self-nominated candidate based on merit or any other value assessment.

For officers, including the President, the Board considers the nominating pathway essential to informed leadership succession. Officers assume greater leadership and governance responsibilities, and readiness develops through Board service, demonstrated leadership, increasing responsibility, and organizational knowledge.

Officer candidacy, like appointing the President, would therefore remain within the nominating pathway of Board leadership. This preserves the Board's ability to assess candidates' readiness for leadership roles. Unlike the member proposal, it helps ensure that an Officer has prior knowledge of the College, the confidence of Board peers, and a demonstrated commitment to ethical leadership and sound governance.

Member motion #2 - Publication of Board and committee minutes

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.

MEMBERS' RATIONALE

Dr. Greg Dubord

- *“At the 2023 Annual Meeting of Members, a motion that Board and committee minutes be made accessible to members through a dedicated web portal was approved with 94.78 per cent support. The Board's July 17, 2024 Summary Report to Members states that, on advice, minutes would not be made available, and that meeting summaries would be provided instead. Summaries are written after the fact and cannot be verified against a record members never see. This amendment implements what members already approved, as a binding by-law rather than a resolution. It balances transparency with legitimate confidentiality: privileged advice, personal information, and legally confidential matters may be redacted, but every redaction is logged, so members can see how much was withheld and under which category. The draft-minutes rule*

ensures publication cannot be deferred indefinitely by deferring approval. Board and committee minutes already exist; posting them involves little cost. The governing record of a member corporation should be available to its members. This amendment answers yes, permanently, and only the members may reverse it."

Dr. Mohammad Suhail Gandhi

- *"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."*

Dr. Paul Daniel Conte

- *"The rationale for these motions is pretty straightforward. I have been very concerned with missteps in the recent past by the CFPC that have caused significant rancor amongst the membership. They have demonstrated that the CFPC is out of touch with its members and were voted down at AGM's. Though I have been encouraged with recent initiatives to reach out to members and am encouraged by changes in the CFPC's overall attitude, I believe that these motions will lead to the CFPC being more accountable to the members that fund it and more responsive to members. Passage of these motions will go a long way to restoring member's respect of and faith in the CFPC."*
- *"This motion addresses and improves upon a lack of transparency of Board and Committee activities to members. Members deserve to know the rationale employed by committees and the Board to make decisions on their behalf."*

WHAT MEMBERS ARE DECIDING

Member proposal 2 would require publication of Board and committee minutes and written resolutions under prescribed deadlines and redaction rules.

While the Board supports the objective of transparency and accountability, it does not support the blanket publication regime proposed by the members because it would apply across Board and committee deliberations and could materially impair the Corporation's ability to protect confidential, privileged, personal, commercial, strategic, regulatory, litigation, investigation, and personnel information.

Rather than proposing amendments to the By-laws, the Board recommends addressing these objectives by passing the following resolution, which provides greater flexibility to balance transparency with the Board's legal and fiduciary obligations:

Alternative to Member motion #2

BE IT RESOLVED THAT the Board reaffirms its commitment to transparent, decision-focused reporting to members and directs management to maintain a Board-approved governance communications policy that:

- (a) provides timely summaries of material Board decisions and their rationale where publication is lawful and in the best interests of the Corporation;
- (b) permits the Corporation to respond to specific and reasonable requests for governance information on a case-by-case basis;
- (c) protects solicitor-client and litigation privilege, personal information, confidential third-party information, commercial and negotiating interests, personnel matters, investigations, security and risk-management information, strategic deliberations and any other information that the Board determines in good faith should remain confidential in carrying out its duties; and
- (d) provides for periodic review of the policy's effectiveness, member value and resource implications.

BE IT FURTHER RESOLVED THAT this resolution is adopted in substitution for and shall supersede and replace the members' proposal respecting the Publication of Board and Committee Minutes, such that no separate action shall be required in respect of that proposal if this resolution is approved.

WHY THE BOARD RECOMMENDS THE ALTERNATIVE APPROACH

While transparency is important, the member-proposed mechanism could require disclosure in circumstances where the Board determines, in good faith, that publication would be inconsistent with its legal obligations or the best interest of the CFPC.

The CFPC already publishes quarterly Board meeting summaries. The Board recommends a governance communications policy that supports timely reporting on key decisions and responses to reasonable information requests while protecting confidentiality. It would provide a framework for explaining material decisions and their rationale where disclosure is lawful and in the CFPC's best interests.

Requests for Board minutes are rare—some years, none are received—and the CFPC responds in accordance with its legal obligations.

The member proposal would require substantial administrative changes, including publishing records from the Board and more than 40 committees and other bodies, some in draft form that may be incomplete or inaccurate. Reviewing, redacting, publishing, and maintaining these records would require significant and continuing staff, legal, privacy, technology, and administrative resources. The Board is concerned that the additional costs and demands would ultimately be borne by members and divert resources from programs, services, and other work undertaken on their behalf.

A decision-focused policy is intended to provide useful information while allowing the College to exercise judgment responsibly.

Member motion #3 – Integrated advance electronic voting

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.

MEMBERS' RATIONALE

Dr. Greg Dubord

- *"Members already vote electronically, in advance, for Directors and Officers under section 5.1. This amendment extends the identical mechanism to member proposals. At the Ontario Medical Association's 2026 annual meeting, 671 members voted on the first proposal and 364 on the fifth: nearly half the electorate was gone before the final question. The current format makes the franchise contingent on holding ninety consecutive weekday-evening minutes. Advance voting lets every voting member consider each proposal on their own schedule, with full texts in hand.*

Votes may be changed or revoked until voting closes, so no member is locked in before the debate, and the wording lock ensures a proposal cannot be altered after thousands of members have already voted on it. Because the Act treats the method of voting by members not in attendance as a fundamental matter, this amendment requires a special resolution: a two-thirds majority of votes cast. It uses infrastructure the College already operates, and only the members may reverse it."

Dr. Mohammad Suhail Gandhi

- *"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."*

Dr. Paul Daniel Conte

- *"The rationale for these motions is pretty straightforward. I have been very concerned with missteps in the recent past by the CFPC that have caused significant rancour amongst the membership. They have demonstrated that the CFPC is out of touch with its members and were voted down at AGM's. Though I have been encouraged with recent initiatives to reach out to members and am encouraged by changes in the CFPC's overall attitude, I believe that these motions will lead to the CFPC being more accountable to the members that fund it and more responsive to members. Passage of these motions will go a long way to restoring member's respect of and faith in the CFPC."*
- *"Passage of this motion will increase member engagement with the CFPC and increase/encourage voter/member participation at the Annual Meeting of Members CFPC Rationale."*

WHAT MEMBERS ARE DECIDING

Member proposal 3 and the alternative concern advance electronic voting. The Board recommends voting against the member proposal and in favour of the alternative, both of which are proposed as a special resolution. Neither the member proposal nor the alternative would change the voting framework or instructions for participation in the 2026 AMM.

Alternative to Member motion #3

BE IT RESOLVED, as a special resolution, THAT section 11.12 of By-law No. 1 be replaced with the following, and any prior resolutions relating to Advanced Electronic Voting on Member Proposals are superseded and replaced:

1. **Absentee Voting by Electronic Ballot.** A Member who is entitled to vote at a Meeting of Members, but who will not be in attendance at such a meeting, may cast an advance electronic ballot on any question identified in the notice of meeting for which advance voting is made available, including a Member proposal.
2. **Effect on Quorum.** A Member who votes by advance electronic ballot shall not be deemed present for the purposes of determining quorum at a Meeting of Members.
3. **Verification and Anonymity.** The Corporation's electronic voting system shall permit subsequent verification of the votes and presentation of the tallied results to the Corporation without enabling the Corporation to identify how an individual Member voted.
4. **Voting Period and Instructions.** The voting period and instructions for voting by advance electronic ballot will be set forth in the notice of the Meeting of Members.
5. **Priority and revocation.** A member entitled to vote at a meeting may change or revoke an advance electronic ballot before the applicable closing time. If the member attends and votes on the matter at the Meeting of Members, that in-meeting vote supersedes any earlier advance electronic ballot on the same matter. Otherwise, the most recent valid voting instruction received before the applicable closing time governs.
6. **Amendments to Business.** Once advance voting on a question has commenced by electronic ballot, the text of the question for approval by the Members shall not be amended, substituted or divided at or prior to the Meeting of Members, except to correct an obvious error.

BE IT FURTHER RESOLVED THAT existing section 11.12 of By-law No. 1 be replaced by the foregoing provisions, to be numbered as sections 11.12 to 11.17; that the existing section 11.13 and each subsequent section of Article Eleven be renumbered consecutively; that all affected cross-references be updated accordingly; and that the section currently numbered 11.15 and entitled "Ballots" be amended by deleting the words "or represented by proxy."

WHY THE BOARD RECOMMENDS THE ALTERNATIVE

The alternative would give members who will not attend a meeting a direct and accessible way to vote electronically in advance on questions identified in the notice for which advance voting is made available, including member proposals. It would replace the existing proxy framework with an integrated electronic-ballot system.

The Board is concerned that the member proposal does not fully reconcile advance voting with the existing proxy system or clarify that advance voting is a means for members who do not attend the meeting to participate in the meeting vote. In certain years, the proposal could result in three separate voting platforms or processes: one for director elections, one for member proposals, and one for proxy voting.

The alternative is intended to make participation at members meetings and the treatment of voting instructions clear and straightforward for busy members.

Member motion #4 - Member proposal intake

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.

MEMBERS' RATIONALE

Dr. Greg Dubord

- *"Under the Act's regulations, member proposals for an annual meeting must arrive within a sixty-day window that opens roughly five months before the meeting. For the 2026 meeting that window runs June 13 to August 12, entirely within the summer, including periods when College*

offices are closed. A proposal arriving outside the window is currently refused without consideration of its merits. Nothing in the Act prevents the College from being more generous to its members than the statutory minimum. This amendment commits the College to accept proposals year-round: a proposal arriving early is simply held, treated as submitted on the first day of the next window, acknowledged in writing, and tracked on a members-only register until it is voted, withdrawn, or amended. Members gain a permanent, predictable path for bringing matters forward; the College retains the statutory calendar for processing them. The administrative cost is an acknowledgment letter and a web page. No member proposal need ever again be lost to a calendar technicality, and only the members may reverse this provision.”

Dr. Mohammad Suhail Gandhi

- *“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.”*

Dr. Paul Daniel Conte

- *“The rationale for these motions is pretty straightforward. I have been very concerned with missteps in the recent past by the CFPC that have caused significant rancour amongst the membership. They have demonstrated that the CFPC is out of touch with its members and were voted down at AGM’s. Though I have been encouraged with recent initiatives to reach out to members and am encouraged by changes in the CFPC’s overall attitude, I believe that these motions will lead to the CFPC being more accountable to the members that fund it and more responsive to members. Passage of these motions will go a long way to restoring member’s respect of and faith in the CFPC.”*
- *“This motion will encourage member engagement and participation in CFPC processes all year as opposed to in a limited and proscribed period of time before the Annual Meeting of Members.”*

WHAT MEMBERS ARE DECIDING

Member proposal 4 would create a year-round framework for receiving proposals, including provisions for handling submissions received outside the statutory submission period. The Board recommends voting against the member proposal and following the statutory framework alongside an administrative process for year-round dialogue. The Board is not recommending an alternative by-law amendment or Board policy.

WHY THE BOARD DOES NOT RECOMMEND THE MEMBER PROPOSAL

The CFPC supports constructive opportunities for members to discuss and develop potential proposals throughout the year. Members should be able to engage with the College before the formal submission period with the aim of working collaboratively on possible proposals.

The recommended approach is to preserve the statutory proposal rights established by the Act, with the CFPC confirming an administrative process for that engagement. This distinguishes the development of an idea from the formal submission of a proposal for a meeting of members. The Board recommends against the member proposal because a by-law cannot alter statutory deadlines or remove the CFPC's legal grounds for declining a proposal. The CFPC approach achieves the same practical outcome for business to be presented at an annual meeting of members, but through a more orderly administrative process and greater year-round member engagement.

WHAT THIS MEANS FOR MEMBERS

Members could discuss and develop ideas through the administrative process before the formal submission period. That dialogue would not, by itself, constitute submission of a statutory proposal, guarantee its inclusion in the notice, or remove the need to meet the applicable submission requirements.

The alternative approach supports collaboration without treating informal correspondence as a formal proposal. It does not authorize the College to rewrite a member's proposal without the proposer's agreement.

Motion #5 - Formal Board response to adopted member proposals

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.

MEMBERS' RATIONALE

Dr. Greg Dubord

- *"At the 2023 Annual Meeting of Members, a transparency motion was approved with 94.78 per cent support, and a motion directing both the cessation of the third-year training expansion and the establishment of a comprehensive, independent review committee was approved with roughly 91 per cent support. The Board's July 17, 2024 Summary Report to Members records that minutes would not be made available and that there was "no further need for an analysis of this direction." The members who voted had no formal avenue to respond. This amendment creates one. It does not compel the Board to implement anything: the Act reserves management to the directors, and clause (f) respects that. It compels an account. Within ninety days the Board either publishes an implementation plan with actions, offices, and dates, or publishes signed reasons for declining, which members then vote to accept or not. A declined statement returns the proposal to the agenda until the loop closes. Boards decide more carefully when they must*

explain themselves in writing to those they serve. The cost is a document and a ballot line, and only the members may reverse this provision.”

Dr. Mohammad Suhail Gandhi

- *“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.”*

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- *“This motion will make CFPC more responsive in a timely manner to motions that are strongly supported at the Annual Meeting of Members.”*

WHAT MEMBERS ARE DECIDING

Member proposal 5 and its corresponding alternative address how the Board responds when a member proposal receives substantial support at a member meeting. Members should receive a timely and meaningful response explaining what the Board will do following the adoption of a proposal. The alternative motion reflects that principle while preserving the Board's ability to fulfill its fiduciary and legal responsibilities and respond to changing circumstances. For these reasons, the Board recommends voting against the member proposal and in favour of the alternative.

Alternative to Member motion #5

BE IT RESOLVED THAT By-law No. 1 be amended as follows, and any prior resolutions relating to the Formal Board Response to Adopted Member Proposals are superseded and replaced:

1. Where a member proposal is adopted by at least two-thirds of the votes cast:

a) **Initial Response.** Within ninety (90) days after the Meeting of Members, the Board shall provide to members either: (i) an implementation plan describing the principal actions, accountable offices and anticipated milestones to implement the approved proposal; or (ii) a statement, approved by the Board and signed by the Chair, explaining why the Board has decided not to implement the proposal in whole or in part.

b) **Basis for Non-Implementation.** The Board may decline, defer or modify implementation of an approved proposal where it determines in good faith that such implementation would be unlawful, inconsistent with the Articles or By-laws, contrary to directors' duties, financially imprudent, operationally unworkable, inconsistent with other corporate priorities or not in the best interests of the Corporation.

c) **Progress Reporting.** If the Board adopts an implementation plan, it shall provide a progress report to the Members at least every six (6) months until the plan is completed, replaced or discontinued. The Board may revise or discontinue a plan where circumstances change, provided that it publishes a brief explanation of the material change and its basis for non-implementation.

d) **Limited Re-Tabling.** If the Board publishes a statement under paragraph a(ii), the statement and the original proposal shall be included once in the materials for the next Annual Meeting of Members for discussion and, if the Board determines it appropriate, a non-binding advisory vote.

e) **Access.** Materials published under this section shall remain reasonably accessible to Members in accordance with the Corporation's records-management practices.

BE IT FURTHER RESOLVED THAT the foregoing provision be enacted as a new final section of Article Eleven of By-Law No. 1, and that all affected numbering and cross-references be updated accordingly.

WHY THE BOARD RECOMMENDS THE ALTERNATIVE

The alternative motion requires the Board to provide an implementation plan or explain why a member proposal cannot be implemented in its proposed form. This gives members a clear response and a means of tracking follow-through. At the same time, it enables the Board to fulfill its legal duties, financial and operational constraints, and changing circumstances, while helping keep annual meeting business focused, efficient, and transparent, and avoids revisiting the same issues at successive annual meetings.

Motion #6 - Annual aggregate financial disclosure

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.

MEMBERS' RATIONALE

Dr. Greg Dubord:

- *"The College's audited statements for the year ended February 29, 2024 report total revenue of \$66.5 million, of which \$27.4 million was membership revenue. Those statements are properly prepared and publicly available, but they aggregate: a member reading them cannot determine what was spent on travel and hospitality, on external consultants, on outside counsel, or on the College's own CPD products, nor which sponsors contribute materially to the College's finances. This amendment defines five figures and requires their annual publication with prior-year comparatives. Because the categories are fixed in the by-law itself, they cannot drift or be renamed between years, and trends remain visible. The underlying transactions already exist in the College's records and can be compiled without disproportionate cost. Sponsor identification above \$10,000 aligns the College with the disclosure standards it rightly applies elsewhere in continuing professional development. Members who fund the College through membership dues can reasonably expect to see, in five numbers, how significant categories of that money are spent. Publication is permanent, the figures are auditable, and only the members may reverse this provision."*

Dr. Mohammad Suhail Gandhi

- *“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.”*

Dr. Paul Daniel Conte

- *“The rationale for these motions is pretty straightforward. I have been very concerned with missteps in the recent past by the CFPC that have caused significant rancour amongst the membership. They have demonstrated that the CFPC is out of touch with its members and were voted down at AGM's. Though I have been encouraged with recent initiatives to reach out to members and am encouraged by changes in the CFPC's overall attitude, I believe that these motions will lead to the CFPC being more accountable to the members that fund it and more responsive to members. Passage of these motions will go a long way to restoring member's respect of and faith in the CFPC.”*
- *“This motion increases financial transparency and accountability to members who fund the organization.”*

WHAT MEMBERS ARE DECIDING

Member proposal 6 and its corresponding alternative seek additional financial information for members. However, the alternative advances financial transparency through defined, aggregate reporting in the audited financial statements. The Board recommends voting against the member proposal and in favour of the alternative.

Alternative to Member motion #6

BE IT RESOLVED THAT By-law No. 1 be amended to provide as follows, and any prior resolutions relating to the Annual Disclosure of Five Financial Figures are superseded and replaced:

1. Annual report. Beginning with the first fiscal year commencing after this amendment comes into force, the Corporation shall publish in its annual audited financial statements approved by the Board the aggregate figures described in the sections immediately below. The figures shall be prepared in accordance with Canadian accounting standards for not-for-profit corporations and will include prior-year comparatives within the notes to the audited financial statements.

2. Aggregate categories. The annual report shall disclose:

- (a) total travel, accommodation, meals, meetings and hospitality expenditures of the Directors, Officers, and the employees within the Office of the Chief Executive Officer;
- (b) total direct and allocated costs of developing, operating and marketing Corporation-owned continuing professional development programs or products, together with the cost-allocation basis;
- (c) total fees paid to external legal counsel, consultants and other professional service providers who are not employees of the Corporation; and
- (d) total sponsorship and affinity agreement revenue, including the fair value of in-kind sponsorship where reasonably measurable.

3. Safeguards. The report shall not identify individual employees, Directors, Officers, sponsors, service providers, matters or transactions. The Board may aggregate, defer or omit information to the minimum extent reasonably necessary to avoid waiving privilege, disclosing personal information, breaching an enforceable contractual obligation, revealing commercially sensitive information, prejudicing litigation or negotiations, or permitting a reasonable inference about a privileged or confidential matter.

4. Methodology and Context. The Board shall approve and periodically review the definitions, allocation rules and explanatory context required to make the reported figures understandable and comparable. A methodology change may be made where reasonably required by accounting standards, organizational changes or improved reporting practice and shall be explained in the next report.

BE IT FURTHER RESOLVED THAT the foregoing provisions be enacted as sections 2.7 to 2.10 of By-law No. 1; and that all affected numbering and cross-references be updated accordingly.

RATIONALE FOR ALTERNATIVE MOTION

The CFPC agrees with the principle of the member proposal, but its alternative provides clearer financial information through consistent, aggregate reporting in the audited financial statements. It also safeguards privacy, legal privilege, contractual obligations, and commercially sensitive information—protections absent from the member proposal—and addresses the resulting risks.

Sponsorship revenue would be reported as a total rather than by individual sponsor and contribution amount, as the member proposal requests. This provides transparency while reducing the risk that disclosure of confidential financial terms discourages sponsorship or affects sponsors' negotiations with other organizations. The member proposal ignores risks that this alternative motion aims at mitigating, in the interest of the CFPC and its members.

The Board considers that this provides a consistent and practical methodology within the College's accounting processes, with safeguards for privilege, privacy, contractual obligations, and commercially sensitive information.

Appendix

The CFPC's Corrective By-Law Amendments

The attached mark-up of the CFPC By-law identifies the amendments that the CFPC Board has enacted under section 152(1) of the CNCA. The amendments were made, following the Board's receipt of legal advice, to correct all known non-compliances with the CNCA.

By-Law Section	Corrective Amendment	Authority	Member Impact
1.22. Interpretation	Included a paramountcy clause confirming that the CNCA and the CFPC's articles prevail over the By-law in the event of any inconsistency.	This is consistent with the legal hierarchy and reduces interpretive risk where the By-law conflicts with the CNCA or articles.	It helps members understand that their statutory and article rights cannot be overridden by By-law language.
1.34. Amendments by the Membership	Revised the section so that an individual voting member may propose a By-law amendment, without needing support from 10 or more members. Also, aligned the proposal submission timing with the statutory 90- to 150-day notice window.	Section 152(6): A member entitled to vote at an annual meeting of members may, in accordance with section 163, make a proposal to make, amend, or repeal a by-law. Section 163: [Details the process for submitting proposals, including the right of a voting member to submit a proposal and have it included in the notice of meeting (if submitted between 90 and 150 days before the anniversary of the previous AMM).]	This correction helps to preserve the individual proposal rights set out in the Act and reduces the risk that a procedurally valid member proposal is rejected on an impermissible threshold or following an inconsistent timeline.
1.36. Amendments by the By-laws Committee	Deleted the section to avoid suggesting that the By-laws Committee may alter a member	Section 152(6): A member entitled to vote at an annual meeting of members may, in accordance with section 163, make a proposal to	Deleting the mandatory internal review process preserves the members' statutory proposal rights.

By-Law Section	Corrective Amendment	Authority	Member Impact
	proposal without the member's agreement.	make, amend or repeal a by-law.	
1.37. Amendment and Board Referral	Deleted the section to avoid suggesting that the Board may revise or replace a member proposal. The Board may put forward its own alternative, but cannot supplant the member's proposal.	Section 152(6): A member entitled to vote at an annual meeting of members may, in accordance with section 163, make a proposal to make, amend or repeal a by-law.	Deleting the section preserves the integrity of member proposal rights and avoids the perception that the Board can control or rewrite a member-submitted amendment.
4.1. Qualification	Updated the director eligibility language to refer to "incapable" as defined in the CNCA.	Section 2(1) incapable , in respect of an individual, means that the individual is found, under the laws of a province, to be unable, other than by reason of minority, to manage their property or is declared to be incapable by any court in a jurisdiction outside Canada.	The correction promotes clarity in candidate eligibility.
5.1. Elections	Updated the section to specify that electronic voting (i.e., the process by which members cast ballots in the election) takes place in the weeks leading up to the AMM, with the results of the vote being subject to member ratification at the AMM.	s. 128(3) Members shall, by ordinary resolution at each annual meeting at which an election of directors is required, elect directors to hold office for a term expiring within the prescribed period.	Director elections are a core part of member business; if the election is not conducted properly (e.g., if directors are not elected at the AMM by ordinary resolution), the validity of director elections may be challenged.

By-Law Section	Corrective Amendment	Authority	Member Impact
5.2. Member opportunity to apply for a Board Director position	Revised the wording to clarify that the results of the advance electronic voting process will be presented to members for ratification at the AMM.	s. 128(3) Members shall, by ordinary resolution at each annual meeting at which an election of directors is required, elect directors to hold office for a term expiring within the prescribed period.	The correction ensures the By-law accurately reflects the members' role in electing directors and preserves flexibility if the CFPC uses ranked-choice voting or another lawful voting methodology that better reflects the overall preferences of members.
5.2. Member opportunity to apply for a Board Director position	Deleted the 'minimum 100-member' voting threshold. The CNCA relies on quorum at a validly called meeting, or properly authorized absentee voting rules, rather than a separate turnout threshold that could invalidate an otherwise valid member vote.	164 (1) The by-laws may set out the quorum for a meeting of members, but the quorum set out shall be in conformity with any prescribed requirements. CFPC By-law, s. 11.10: The quorum for the transaction of business at any Meeting of Members shall be fifty (50) persons, each being a Member entitled to vote at a Meeting of Members or a duly appointed proxyholder or representative for a Member so entitled.	Removing the 100-member threshold ensures the election process is aligned with the CNCA and the CFPC's established quorum requirements, while preserving members' full voting rights.
5.2. Member opportunity to apply for a Board Director position	Deleted the provision allowing the Board to fill a director position in circumstances where members fail to elect the required number of directors.	s. 132(1) Subject to subsections (4) and (5), a quorum of directors may fill a vacancy among the directors, except a vacancy resulting from an increase in the number or the minimum or maximum number of directors provided for in the articles or a failure to elect the number or minimum	The correction confirms the members' statutory role in electing directors and avoids creating an impermissible Board appointment power.

By-Law Section	Corrective Amendment	Authority	Member Impact
		number of directors provided for in the articles (emphasis added).	
5.3. Number of Nominations	The previous wording used “acclamation” to reflect the expectation that the President-Elect would automatically become President and then Past-President. However, that wording was not sufficiently precise. Under the By-law, the President-Elect, President, and Past-President are both directors and officers, and officers serve one-year terms. Sections 5.4 and 6.1 of the By-law indicate that these individuals must be elected by the members at the AMMs. They are therefore not appointed by the Board and should not be treated as automatically acclaimed. The revised wording clarifies that these positions must continue to be filled through the member election process, even where transition from	s. 128(2) Members shall, by ordinary resolution at each annual meeting at which an election of directors is required, elect directors to hold office for a term expiring within the prescribed period. CFPC By-law, s. 5.4: 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) ... CFPC By-law, s. 6.1: 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 correction confirms members’ voting rights by ensuring that members continue to elect these director and officer positions, even where there is only one nominee or an expected progression from one office to the next.

By-Law Section	Corrective Amendment	Authority	Member Impact
	one office to the next is expected.		
10.6. Membership Classes	Added language clarifying that non-voting membership classes may still have statutory class voting rights in limited circumstances under the CNCA.	s. 199(1) The members of a class or group of members are, unless the articles otherwise provide in the case of an amendment referred to in paragraphs (a) and (e), entitled to vote separately as a class or group on a proposal to make an amendment referred to in subsection 197(1) to ... (2) Subsection (1) applies whether or not memberships of a class or group otherwise carry the right to vote.	The correction is legally accurate and may help avoid confusion in certain cases.
10.8. Non-Voting Members	This correction remedied an inconsistency within the By-law, and clarifies that CFPC directors may vote at Meetings of Members only if they are members of the Practising (voting) class.	CFPC By-law, s. 4.1: ... A Director may but need not be a Member. CFPC By-law, s. 10.7: [Provides that Practising class members are voting members.]	This correction clarifies an inconsistency within the By-law and confirms that voting rights are tied to membership class, not Board status. It makes clear that Board Directors may vote at Meetings of Members only if they are Practising members, consistent with the voting rights set out elsewhere in the By-laws and the CFPC's Article.
11.1. Annual Meetings	Corrected the period in which the CFPC must hold its AMM (not later than six months, rather	Section 160(1)(b) of the Act and section 61(2) of the Regulations: [Requires the directors to call an AMM not later than 15	The AMM timing requirement affects the validity and timeliness of core annual member business.

By-Law Section	Corrective Amendment	Authority	Member Impact
	than nine months, after fiscal year-end).	months after the last preceding AMM but not later than six months after the end of the corporation's preceding financial year.]	
11.16. Casting Vote	Deleted the Chair's second or tie-breaking vote at member meetings.	Section 154(5) Unless the articles otherwise provide, each member is entitled to one vote at a meeting of members.	This correction preserves the one-member, one-vote principle and avoids giving the Chair a voting advantage not otherwise provided in the CFPC's Articles.
12.1. Method of Giving Notices	Corrected the outside electronic notice period from sixty (60) to thirty five (35) days before the meeting.	Section 63(1)(b) of the Regulations ... by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.	The correction supports clear and compliant meeting notice practices.
12.6. Resolutions Committee	Deleted the provision to avoid implying that new business or resolutions may be introduced from the floor of a member meeting without proper advance notice.	Section 162(9) All business transacted at a special meeting of members and all business transacted at an annual meeting of members, except consideration of the financial statements, public accountant's report, election of directors and re-appointment of the incumbent public accountant, is special business.	This correction promotes fairness by ensuring that all matters requiring a member vote are communicated in advance, giving members adequate time to review proposals, consider their impact, and make informed decisions. It also protects the interests of members who cannot attend the meeting or

By-Law Section	Corrective Amendment	Authority	Member Impact
		(10) Notice of a meeting of members at which special business is to be transacted shall (a) state the nature of that business in sufficient detail to permit a member to form a reasoned judgment on the business; and (b) state the text of any special resolution to be submitted to the meeting.	who vote in advance, by proxy.
13.1. Effective Date	Deleted the section because it duplicates the operative effect of s. 1.32 of the By-law. Having the same rule in more than one place can create confusion and increases the risk of inconsistencies if one provision is amended but the other is not.	CFPC By-law, s. 1.32: 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	The correction helps to ensure there is a single, authoritative source for the rule within the By-law.

By-Law Section	Corrective Amendment	Authority	Member Impact
		Meeting of Members or if it is rejected by the Members at the meeting.	

Redlined version of By-law No. 1



By-law No. 1

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

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

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SECTION ONE - Interpretation

Definitions

- 1.1** “**Act**” means the *Canada Not-for-profit Corporations Act* [S.C. 2009, c.23], or any statute that may be substituted therefore, and the regulations to the Act, as from time to time amended.
- 1.2** “**Administrator**” means the administrative head of a Chapter.
- 1.3** “**Articles**” means the Articles of Continuance for the Corporation pursuant to the Act, and as may be amended from time to time by a special resolution of the Members.
- 1.4** “**Board**” means the National Board of Directors of the College of Family Physicians of Canada (CFPC).
- 1.5** “**By-law**” means this By-law and any By-law of the College in force and effect.
- 1.6** “**Chapter**” means a provincial/territorial Corporation having the same purposes as the College and established in accordance with Section Three (3) of these By-laws.
- 1.7** “**Committee**” unless otherwise specified means any Committee, subcommittee, working group, or task force of the Corporation.
- 1.8** “**Corporation**” means the Corporation continued under the Act by the said certificate to which the Articles are attached and named, THE COLLEGE OF FAMILY PHYSICIANS OF CANADA/ LE COLLÈGE DES MÉDECINS DE FAMILLE DU CANADA. The Corporation may also be referred to as the College in these By-laws.
- 1.9** “**Director**” means an elected Member of the Board.
- 1.10** “**Executive Committee**” means the Executive Committee of the Board, more specifically described in Section Seven of this By-law, and “**Executive**” means any Member of the Executive Committee of the College.
- 1.11** “**Executive Director**” means the person appointed by the Board to act as the chief executive Officer of the College.
- 1.12** “**In-Camera Meeting**” means a confidential Meeting of the Board or any of its Committees at which attendance is restricted to voting Directors/Committee Members plus others specifically invited by the Chair.
- 1.13** “**Meeting of Members**” means an Annual Meeting of Members or a Special Meeting of Members.
- 1.14** “**Member**” means a person assigned to one of the College's classes of membership.
- 1.15** “**Ordinary Resolution**” as defined in the Act means a resolution passed by a majority of the votes cast on that resolution.
- 1.16** “**Officer**” means a person elected to one of the offices established by the By-laws.
- 1.17** “**President**” means the Member elected as senior Officer and a designated spokesperson for the College.

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

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

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

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

Interpretation and By-law Publication Languages

1.22 Interpretation

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

In the event of a conflict between these By-laws and the Act, or the By-laws and the Articles, the Act or the Articles, as applicable, shall prevail.

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.

The College of Family Physicians of Canada

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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 entitled to vote at a Meeting of Members may propose, in writing, an amendment to the By-laws by submitting the same to the Executive Director ~~at least sixty (60) days prior within ninety (90) to one hundred and fifty (150) days before the anniversary of the previous annual meeting of Members.~~ to the meeting of the Members at which the same is to be considered.

1.35 Notice for Proposed Amendments

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

~~1.36 Amendments and the By-laws Committee~~

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

~~1.37 Amendment and Board Referral~~

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

SECTION TWO - Affairs of the Corporation

2.1 Financial Year

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

2.2 Execution of Instruments

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

2.3 Banking Arrangements

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

2.4 Income and Property

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

2.5 Books of Account

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

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2.6 External Audit

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

SECTION THREE - Chapters

3.1 Establishment/Approval of a Chapter

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

3.2 Province/Territory: Number of Members

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

3.3 Chapter Name

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

3.4 Chapter Membership

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

3.5 Paramourcy 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~~(as the term "incapable" is defined in the Act), 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-Voting~~ for Directors and Officers shall be conducted electronically in the weeks leading up to the Annual Meeting of Members with the results ~~announced-ratified~~ 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 results will be presented to the Members for ratification at the Annual Meeting of Members.~~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 Notwithstanding Section 5.2, only President and Past-President positions will be acclaimed. One~~ nomination will be put forward for each of the President, Past-President, Honorary Secretary-Treasurer and President-Elect positions. One or more nominations 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

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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

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

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

8.2 Indemnity

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

8.3 Advance of Costs

The Corporation shall advance moneys to a Director, Officer or other individual for the costs, charges, and expenses of a proceeding referred. The individual shall repay the moneys if the individual does not fulfill the conditions of acting honestly and in good faith with a view to the best interests of the Corporation.

8.4 Limitation

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

8.5 Additional Circumstances

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

8.6 Insurance

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

SECTION NINE - MAINPRO+® (Maintenance of Proficiency) Program

9.1 Practising Member Requirement.

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

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

9.2 Non-Member Mainpro+ Participants

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

NMMPs:

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

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

9.3 Compliance

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

9.4 Credit submission

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

9.5 Mainpro+ Activity Audit

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

SECTION TEN - Membership

10.1 Granting and Maintenance of Membership

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

10.2 Members in Good Standing

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

10.3 Certification

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

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

OR

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

OR

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

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

10.4 Fellowship and Certificates of Special or Added Competence

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

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10.5 Membership Fees

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

10.6 Membership Classes

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

10.7 Voting Members

A Practising member is:

- A licensed physician in good standing, engaged in the practise of family medicine including patient care, teaching, research, and/or administrative practice including members in their first year of practise; or
- Engaged in a primary practice or specialty other than family medicine who holds certification from the Royal College of Physicians and Surgeons of Canada, or another certifying body recognized by the College; or
- A resident physician, being a physician enrolled as a resident in an approved postgraduate training program in family medicine or a physician who was previously a practising family physician of the College and is now enrolled as a resident in an approved postgraduate training program in a medical discipline other than family medicine.

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

Practising members are required to:

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

10.8 Non-Voting Members

~~Notwithstanding any other privileges,~~ National Board Directors who are Practicing Members have the privilege-right to vote at the annual Meeting.

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

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

Non-Practising members:

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

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

- An international medical graduate (IMG) who is enrolled in a Canadian provincial ministry of health- and/or university-approved assessment/training program leading to the attainment of a license to practise in Canada; or
- An individual enrolled in a Canadian university faculty of medicine undergraduate program leading to the MD degree who has an interest in family medicine.

Learner members:

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

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

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

Associate members:

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

10.9 Corporation Employees and Membership

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

10.10 Suspension or Revocation of Membership/Special Designation

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

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

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

10.11 Medical Regulatory Authority Notice

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

10.12 Restoration of Membership/Special Designations

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

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

SECTION ELEVEN - Meetings of Members

11.1 Annual Meetings

Subject to the Act, the Board shall call an Annual Meeting of Members a) not later than eighteen (18) months after the Corporation comes into existence, and b) subsequently, not later than fifteen (15) months after holding the last preceding Annual Meeting of Members but no later than ~~nine-six~~ (96) months after the end of the Corporation's preceding financial year. The Annual Meeting of Members shall be held for the purpose of considering the financial statements and reports, electing Directors and

Officers, appointing a Public Accountant, receiving Board Reports, and for the transaction of such other business as may properly be brought before the Meeting of Members.

11.2 Special Meetings

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

11.3 Member Requisition of Meetings

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

11.4 Place of Meetings or Virtual Meetings

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

11.5 Audited Report to Members

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

11.6 Participation in Meeting by Electronic Means

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

11.7 Notice of Meetings

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

11.8 Chair, Secretary, and Scrutineers

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

11.9 Persons Entitled to be Present

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

11.10 Quorum

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

11.11 Right to Vote

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

11.12 Proxies

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

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

OR

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

AND

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

11.13 Votes to Govern

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

11.14 Show of Hands

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

11.15 Ballots

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

~~11.16 Casting Vote~~

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

~~11.17~~ 11.16 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.

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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)~~thirty five (35) days before the meeting
- b) By notice in a publication of the Corporation that is sent to all its Members twenty-one (21) to sixty (60) days before the day on which the meeting is held
- c) By affixing the notice, no later than thirty (30) days before the Meeting, to a notice board where information about the Corporation's activities is regularly posted in a location that is frequented by the Members

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

12.2 Computation of Time

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

12.3 Undelivered Notices

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

12.4 Omissions and Errors

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

12.5 Waiver of Notice

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

abridgement shall be in writing except a waiver of notice of a Meeting of Members or of the Board or a Committee of the Board which may be given in any manner.

~~12.6 — Resolutions Committee~~

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

SECTION THIRTEEN - ~~Effective Date and~~ Repeal

~~13.1 — Effective Date~~

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

~~13.2~~ 13.1 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 ~~T~~this By-law and until amended or repealed.

~~APPROVED by an order of the Superior Court of Justice (Ontario) under Section 288(4) of the Act on [date]~~