



**ASSEMBLÉE GÉNÉRALE ANNUELLE/ANNUAL GENERAL MEETING**

**Jeudi 7 novembre 2013 de 12h30 à 13h30**

**Thursday, November 7<sup>th</sup>, 2013 12:30 – 1:30 p.m.**

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**Rooms 211-214, Vancouver Convention Centre, Vancouver, BC /  
Salles 211-214, Centre des congrès de Vancouver, Vancouver (Colombie-Britannique)**

**Dr. Marie-Dominique Beaulieu presiding / Présidente de la séance : D<sup>re</sup> Marie-Dominique Beaulieu**

**AGENDA/ ORDRE DU JOUR**

**Presenter/ Présenté par**

- |  |              |
|--|--------------|
| <b>1. Call to order/Ouverture de la séance</b>   | MD. Beaulieu |
| <b>2. Recognition of Past-Presidents/Reconnaissance des anciens présidents</b>                                     | MD. Beaulieu |
| <b>3. 2012-13 Memorial Roll of CFPC Members/<br/>Membres du CMFC décédés en 2012-13</b>                            | S. Buchman   |
| <b>4. Minutes of the last Annual General Meeting/<br/>Procès-verbal de la dernière assemblée générale annuelle</b> | MD. Beaulieu |

**MINUTES**

**BE IT RESOLVED:**

**THAT** the Minutes of the CFPC Annual General Meeting held in Toronto, Ontario on November 16<sup>th</sup>, 2012 be approved.

**PROCÈS-VERBAL**

**IL EST RÉSOLU :**

**QUE** le procès-verbal de l'Assemblée générale annuelle du CMFC, qui a eu lieu à Toronto (Ontario) le 16 novembre 2012 soit approuvé.

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|---|--------------|
| <b>5. Report of the President/Rapport de la présidente</b>  | MD. Beaulieu |
| <b>6. Report of the Executive Director and CEO/<br/>Rapport de la Directrice générale et Chef de la direction</b> | F. Lemire    |
| <b>7. Report of the Board Chair/Rapport de la présidente du Conseil d'administration</b>                          | K. Lawrence  |
| <b>8. Report of the Nominating Committee/Rapport du Comité des candidatures</b>                                   | S. Buchman   |

**PUBLIC BOARD DIRECTOR 1**

**BE IT RESOLVED:**

**THAT** Mr. William Mussell of Chilliwack, British Columbia be approved as a Public Board Director beginning at the time of the 2013 Annual General Meeting (AGM) and ending at the time of the 2016 AGM, renewable once.

**1<sup>er</sup> ADMINISTRATEUR PUBLIC**

**IL EST RÉSOLU :**

**QUE** la candidature de M. William Mussell de Chilliwack (Colombie-Britannique) en tant que membre du public élu au Conseil d'administration pour en mandat allant de l'Assemblée générale annuelle (AGA) de 2013 jusqu'à l'AGA de 2016, renouvelable une fois, soit approuvée.

**PUBLIC BOARD DIRECTOR 2**

**BE IT RESOLVED:**

**THAT** Mrs. Linda Ross of St. John's, Newfoundland be approved as a Public Board Director beginning at the time of the 2013 Annual General Meeting (AGM) and ending at the time of the 2016 AGM, renewable once.

**2<sup>e</sup> ADMINISTRATEUR PUBLIC**

**IL EST RÉSOLU :**

**QUE** la candidature de M<sup>me</sup> Linda Ross de St. John's (Terre-Neuve) en tant que membre du public élu au Conseil d'administration pour en mandat allant de l'Assemblée générale annuelle (AGA) de 2013 jusqu'à l'AGA de 2016, renouvelable une fois, soit approuvée.

**REPORT OF NOMINATING COMMITTEE**

**BE IT RESOLVED:**

**THAT** the report of the Nominating Committee be approved.

**RAPPORT DU COMITÉ DES CANDIDATURES**

**IL EST RÉSOLU :**

**QUE** le rapport du Comité des candidatures soit approuvé.

**9. Report of the Honorary Treasurer/Rapport du trésorier honoraire**

G. Mazowita

**a) Audited Financial Statements to December 31, 2012/  
États financiers vérifiés en date du 31 décembre 2012**

**AUDITED FINANCIAL STATEMENTS**

**BE IT RESOLVED:**

**THAT** the 2012 Audited Financial Statements be approved.

**ÉTATS FINANCIERS VÉRIFIÉS**

**IL EST RÉSOLU :**

**QUE** les états financiers vérifiés 2012 soient approuvés.

**b) 2014-15 Member fees/ Droits d'adhésion pour 2014-15**

**MEMBER FEES**

**BE IT RESOLVED:**

**THAT** the 2014-2015 member fees be approved.

**DROITS D'ADHÉSION**

**IL EST RÉSOLU :**

**QUE** les droits d'adhésion pour 2014-2015 soient approuvés.

**c) Auditors/ Vérificateurs**

**EXTERNAL AUDITORS**

**BE IT RESOLVED:**

**THAT** Deloitte & Touche be approved as the external auditors for the 2014-2015 fiscal year.

**VÉRIFICATEURS EXTERNES**

**IL EST RÉSOLU :**

**QUE** Deloitte & Touche soient approuvés en tant que vérificateurs externes pour l'exercice 2014-2015.

**10. By-law Amendments/Amendements aux Règlements**

K. Lawrence

**CLASSES OF MEMBERSHIP**

**BE IT RESOLVED:**

**THAT** effective June 1, 2014, the current Associate Members class be split into the following two classes:

- (i) Associate Members: other health professionals or others who work in collaboration with family physicians in clinical practice or academic departments of family medicine and
- (ii) Public Members: members of the public with a role on the CFPC Board and/or its committees.

#### **CATÉGORIES DE MEMBRES**

##### **IL EST RÉSOLU :**

**QUE**, à compter du 1<sup>er</sup> juin 2014, la catégorie actuelle de membres associés soit séparée en deux catégories :

- (i) Membres associés : Autres professionnels de la santé ou autres personnes qui travaillent en collaboration avec des médecins de famille dans des pratiques cliniques ou des départements universitaires de médecine de famille; et
- (ii) Membres du public : Citoyens qui jouent un rôle au sein du Conseil du CMFC et/ou de ses comités.

#### **CLASSES OF MEMBERSHIP – PRIVILEGE OF VOTE**

##### **BE IT RESOLVED:**

**THAT** effective June 1, 2014, Public Members and Medical Students not be eligible to vote at CFPC Annual Meetings of Members, a similar status as Associate and Honorary Members, with the exception of National Board Directors belonging to these categories of membership who will be eligible to vote at Annual Meetings of Members.

#### **CATÉGORIES DE MEMBRES – DROIT DE VOTE**

##### **IL EST RÉSOLU :**

**QUE**, à compter du 1<sup>er</sup> juin 2014, les membres du public et les étudiants en médecine n'aient pas droit de vote aux assemblées annuelles des membres du CMFC, un statut semblable à celui des membres associés et honoraires, sauf les administrateurs, siégeant au Conseil d'administration national qui font partie des catégories de membres qui auront droit de vote aux assemblées annuelles des membres.

#### **CLASSES OF MEMBERSHIP – CHAPTER MEMBERSHIP**

##### **BE IT RESOLVED:**

- **THAT** members in the following classes of membership be National College as well as Chapter members for the province in which they reside and/or practice: Active, Resident, Retired, Senior, Student, Sustaining;
- **THAT** members in the following classes of membership be given the option of becoming a Chapter member in the province in which they reside: Affiliate, Associate, Honorary, Public.

#### **CATÉGORIES DE MEMBRES – ADHÉSION À UNE SECTION PROVINCIALE**

##### **IL EST RÉSOLU :**

- **QUE** les membres des catégories suivantes soient membres du Collège national et de la Section de la province où ils résident et exercent la médecine : membres actifs, membres résidents, membres retraités, membres séniors, membres étudiants, membres de soutien;
- **QUE** les membres des catégories de membres suivantes aient le choix d'adhérer à la section de la province où ils résident : membres affiliés, membres associés, membres honoraires, membres du public.

#### **Continuing the Corporation under the provisions of the *Canada Not-for-Profit Corporations Act* ("CNCA") and authorizing the Directors to apply for a Certificate of Continuance.**

- **WHEREAS** the Corporation was incorporated under Part II of the *Canada Corporations Act* by Letters Patent dated the 16<sup>th</sup> day of May 1968;
- **AND WHEREAS** it is considered to be in the best interests of the Corporation that it be continued under the CNCA pursuant to section 297.

##### **BE IT RESOLVED THAT:**

- The Directors of the Corporation are hereby authorized and directed to make an application under section 297 of the CNCA to the Director for a Certificate of Continuance of the Corporation;
- The Articles of Continuance (transition) of the Corporation, which have been submitted to this meeting, are hereby approved;
- The By-laws of the Corporation (as amended), which have been submitted to this meeting, are repealed and the new By-laws are approved and will be effective on the date that the corporation continues under the CNCA; and
- Any one of the Officers and Directors of the Corporation is authorized to take all such actions and execute and deliver all such documentation, including the Articles of Continuance (transition), the notice of registered office and of directors in the forms fixed by the Director, which are necessary or desirable for the implementation of this resolution.

ENACTED the 1<sup>st</sup> day of June, 2014.

**Prorogation de la corporation en vertu des dispositions de la *Loi canadienne sur les organisations à but non lucratif* et autorisation pour les administrateurs de demander un certificat de prorogation.**

- x **ATTENDU QUE** l'organisation a été constituée en vertu de la Partie II de la *Loi sur les corporations canadiennes*, par lettres patentes en date du 16<sup>e</sup> jour de mai 1968;
- x **ATTENDU QUE** l'on considère qu'il est dans les meilleurs intérêts de l'organisation de se proroger sous le régime de la *Loi canadienne sur les organisations à but non lucratif* (Loi BNL), et ce, conformément à l'article 297 de cette même Loi.

**IL EST RÉSOLU QUE :**

- x Les administrateurs de l'organisation soient autorisés et conduits à présenter au directeur nommé en vertu de cette même Loi une demande, en vertu de l'article 297 de la Loi BNL en vue de l'obtention d'un certificat de prorogation;
  - x Les statuts de prorogation (transition) de l'organisation, lesquels ont été soumis à la présente assemblée, soient par les présentes approuvés;
  - x Les règlements administratifs (tels que modifiés) de l'organisation qui ont été soumis à cette assemblée, sont par la présente abrogés et par la présente les nouveaux règlements administratifs soient approuvés et entre en vigueur à la date où l'organisation poursuivra ses activités en vertu de la Loi BNL; et
  - x Tout dirigeant ou administrateur de l'organisation soit autorisé à prendre de telles mesures et à signer et à remettre les documents pertinents, y compris les statuts de prorogation (transition) annexés, l'avis du siège initial et la liste des administrateurs, de la manière établie par le directeur, qui sont nécessaires ou souhaitables pour la mise en œuvre de la présente résolution.
- SIGNÉE le 1<sup>er</sup> jour de juin 2014.

**TRANSITION**

**BE IT RESOLVED:**

**THAT** the members agreed that, during the transition period associated with the continuance of the CFPC under the Canada Not-for-profit Corporations Act, the Financial Statements for the fiscal year ending on December 31<sup>st</sup>, 2013 shall be presented to the members at the November 2014 Annual General Meeting as has been the historic practice of the CFPC, however, following continuance of the CFPC pursuant to the Canada Not-for-profit Corporations Act on June 1, 2014 and the enactment of its new general operating by-laws changing its financial year end from December 31<sup>st</sup> in each year to May 31<sup>st</sup> in each year, the next financial statements shall cover the 17 month period commencing January 1, 2014 and ending May 31, 2015 and shall be presented to the members at the November 2015 Annual General Meeting. Thereafter,

the financial statements shall cover the 12 month period commencing June 1<sup>st</sup> and ending May 31<sup>st</sup> and shall be presented to the members within 6 months of the financial year end in compliance with the provisions of the Canada Not-for-profit Corporations Act.

#### **TRANSITION**

##### **IL EST RÉSOLU :**

**QUE** les membres conviennent que, pendant la période de transition associée à la prorogation du CMFC conformément à la *Loi canadienne sur les organisations à but non lucratif*, les états financiers pour l'exercice terminé le 31 décembre 2013 soient présentés aux membres à l'assemblée annuelle des membres de novembre 2014 selon la pratique établie du CMFC; toutefois, suivant la prorogation du CMFC conformément à la *Loi canadienne sur les organisations à but non lucratif* le 1<sup>er</sup> juin 2014 et l'entrée en vigueur des nouveaux règlements administratifs qui modifient la date de fin d'exercice du Collège du 31 décembre de chaque année au 31 mai de chaque année, les prochains états financiers couvriront la période de 17 mois allant du 1<sup>er</sup> janvier 2014 au 31 mai 2015. Ces états financiers seront présentés aux membres lors de l'assemblée annuelle des membres qui se tiendra en novembre 2015. Par la suite, les états financiers couvriront la période de 12 mois allant du 1<sup>er</sup> juin au 31 mai et seront présentés aux membres dans les six mois qui suivent la date de clôture de l'exercice, conformément aux dispositions de la *Loi canadienne sur les organisations à but non lucratif*.

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| <b>11. Recognition of CFPC Award Recipients/<br/>Reconnaissance des récipiendaires des prix et bourses du CMFC</b> | MD. Beaulieu |
| <b>12. New Business/ Affaires nouvelles</b>  | MD. Beaulieu |
| <b>13. Adjournment/ Levée de la séance</b>   |              |

## AGM Item #3: Memorial Roll / Registre Commemoratif



### ASSEMBLÉE GÉNÉRALE ANNUELLE/ANNUAL GENERAL MEETING

Jeudi 7 novembre 2013, de 12h30 à 1h30 / Thursday, November 7th, 2013 12:30 – 1:30 p.m.

#### MEMORIAL ROLL

#### LIST OF CFPC MEMBERS WHO DIED BETWEEN OCTOBER 27, 2012 AND OCTOBER 11, 2013/ REGISTRE COMMÉMORATIF

#### LISTE DES MEMBRES DU CMFC QUI SONT DÉCÉDÉS DU 27 OCTOBRE 2012 AU 11 OCTOBRE 2013

<b>Name/Nom</b>	<b>City, Province/Ville (Province)</b>
Kohn, Richard D.	Saint-Laurent, QC
Renda, Sammy A.	Getzville, NY
Beattie, William B.	Belleville, ON
Granger, M. Peter	Vancouver, BC
Bodenstab, Eric G.	Saskatoon, SK
Williams, D. Bruce	North York, ON
Menzies, James C.	Morden, MB
Wong, Harry Y.	Montreal, QC
Clews, Alan G.	Victoria, BC
Grasset, Anthony V.	West Vancouver, BC
Jones, Brian D.	Swift Current, SK
Pracsovics, Anthony S.	Stoney Creek, ON
Nattress, J. Ronald	Lloydminster, AB
McKenzie, John G.	Prince George, BC
Kandel, Stephen P.	Toronto, ON
McPhail, Bryan E.	Edmonton, AB
Herscovitch, Oscar	Montreal, QC
Magda, Zsolt Z.	Hamilton, ON
Senior, Steven L.	Lakefield, ON
Kassa, Allan Ayalew	Fort Nelson, BC
Thom, I. M.	Salt Spring Island, BC
Kim, David Y.	Richmond Hill, ON
Delva, Pierre L.	Kingston, ON
McLeod, Neil Stanley	Newmarket, ON
Bleviss, Morley	Edmonton, AB
Rudnick, Leon	North York, ON
Slater, John G. L.	Cochrane, ON
Rowe, Augustus T.	North York, ON
Riddle, Gordon E.	Bracebridge, ON
Librach, S. Lawrence	Toronto, ON
Daley, Daniel R.	Parry Sound, ON
Landy, Philip John	Eden Mills, ON
Hyndman, William B.	London, ON



**MINUTES (Draft)**  
**CFPC ANNUAL GENERAL MEETING**

November 16<sup>th</sup>, 2012

718A Metro Toronto Convention Centre, Toronto, Ontario

**Dr. Sandy Buchman, Immediate Past-President presiding**

**1. Call to Order**

The immediate Past-President, Dr. Sandy Buchman, called the Annual General Meeting to order, introduced Executive Committee members, and welcomed College members and guests. He highlighted the agenda for the Annual General Meeting and asked if there were any additions or edits. Dr. Buchman sought to identify the proxies in the room but none were present. Those who identified a proxy in writing have been included in the attendance list for this meeting.

**2. Recognition of Past-Presidents**

Dr. Buchman asked all of CFPC's Past-Presidents attending the meeting to rise and be recognized.

**3. 2011-12 Memorial Roll of CFPC Members**

Dr. Rob Boulay, Past-President requested all to observe a moment of reflection in honour of members who died between October 6, 2011 and October 26, 2012. Dr. Ian McWhinney, known as 'the father of family medicine' was acknowledged among the group. Their names were included in the meeting material.

**4. Minutes of the last Annual General Meeting**

Dr. Buchman called for the approval of the Minutes of the last meeting.

**Moved and seconded by Drs. Frank Martino and Tom Bailey:**

**THAT** the Minutes of the CFPC Annual General Meeting held in Montreal, Quebec on November 4<sup>th</sup>, 2011 be approved.

**CARRIED.**

**5. Reports of the President and Executive Director/CEO**

Dr. Buchman referred to the 2011 – 2012 Annual Report included in the AGM package and highlighted some of the key activities of the College over the last year, including progress to date launching The Patient's Medical Home; member interest in one or more of the Special Interest or Focused Practice (SIFP) Programs in our new SIFP Section; a progress report on the implementation of the Triple C competency based curriculum and training standards; a progress report toward offering a harmonized Certification Examination in Family Medicine that also includes the LMCC-Part II exam beginning in Spring 2013; mandatory requirements

taking effect January 1 2013 related to submitting at least 25 Mainpro credits every year and submitting all credits electronically.

Dr. Calvin Gutkin, Executive Director and CEO shared his final annual report before retiring and highlighted milestones and achievements for the CFPC and the discipline of Family Medicine in his 17 year tenure. He also shared opportunities and challenges for the future as outlined in his October and November 2012 Vital Signs messages in *Canadian Family Physician*.

## 6. Report of the Board Chair

Dr. Marie-Dominique Beaulieu referred to her report and the list of Committee Chair changes during the year. She recognized 13 new Committee Chairs approved by the Board November 12th:

Dr. Patricia Mousmanis of Richmond Hill, ON, Child and Adolescent Health Program Committee

Dr. Alanna Danilkewich of Saskatoon, SK, Janus Project Steering Committee

Dr. Cathy MacLean of Calgary, AB, Patient Education Committee

Dr. Dori Seccareccia of Toronto, ON, Palliative Care Program Committee

Dr. Scott MacLean of Edmonton, AB, First Five Years In Family Practice Committee

Dr. Robert Boulay of Miramichi, NB, Patient's Medical Home Steering Committee

Dr. Richard Birtwhistle of Kingston, ON, Canadian Primary Care Sentinel Surveillance Network Committee

Dr. Joel Andersen of Sudbury, ON, Occupational Medicine Program Committee

Dr. Janet Smylie of East York, ON, Aboriginal Health Working Group

Dr. Ryan Gallagher, Section of Residents

Dr. David Keegan of Calgary, AB, Undergraduate Education Committee

Ms. Emilie Gagnon, Co-Chair, Section of Medical Students

Dr. Ralph Masi of North York, ON, Research and Education Foundation

Dr. Beaulieu recognized 12 outgoing Committee Chairs. Each received bookends in recognition of their commitment to the CFPC (Drs. Gallagher, Evans, Reynolds and Ms. Nathwani were unable to attend and will receive their bookends at a later date):

1. Dr. David Tannenbaum of Toronto, ON; Working Group on Postgraduate Curriculum Review (2006-2012)
2. Ms. Shahana Nathwani, Co-Chair, Section of Medical Students (2010-2012)
3. Dr. Jody Anderson, Chair, Section of Residents (2011-2012)
4. Dr. Liz Shaw of Hamilton, ON; Joint Advisory Committee for Child and Adolescent Health (2004-2012)
5. Dr. Stewart Cameron of Halifax, NS; Janus Project Steering Committee (2006-2012)
6. Dr. Romaine Gallagher of Vancouver, BC; Palliative Care Program Committee (2006-2012)
7. Dr. Jonathan Kerr of Belleville, ON; First Five Years in Family Practice Committee (2009-2012)
8. Dr. Michael Evans of Toronto, ON; Patient Education Committee (2009-2012)
9. Dr. Janet Reynolds of Saskatoon, SK; Membership Advisory Committee (2009-2012)
10. Dr. Ian Scott of Vancouver, BC; Undergraduate Education (2007-2012)



11. Dr. Jamie Boyd of Winnipeg, MB; Research and Education Foundation (2009-2012)
12. Dr. June Carroll of Toronto, ON: Honours and Awards Committee (2005-2011)

## **7. Report of the Nominating Committee**

Dr. Boulay presented the report of the Nominating Committee. The Nominating Cmte is composed of the Past-President as Chair, the Past-Past President, the President, 2 Chapter Presidents, and the CEO.

The Nominating Committee's nominees for the Executive Committee positions for the 2012-2013 included term:

- Dr. Kathy Lawrence of Regina, Saskatchewan - President Elect & Chair of the Board
- Dr. Garey Mazowita, Vancouver, British Columbia - Honorary Secretary-Treasurer
- Dr. Jennifer Hall, Rothesay, New Brunswick - Member-at-large – 1 year term
- Dr. Claudette Chase, Thunder Bay, Ontario – Member-at-large – 3 year term

Drs. Lawrence, Mazowita, Hall and Chase addressed the members.

There were no further nominations and Dr. Buchman declared the members above as elected for the 2012-2013 term. This officially confirmed the installation of President Dre. Marie-Dominique Beaulieu of Montreal, Quebec and the slate for the remaining 2012-2013 CFPC Executive Committee members:

- Dr. Marie-Dominique Beaulieu – President
- Dr. Sandy Buchman – Past-President
- Dr. Kathy Lawrence – President-Elect and Chair of the Board
- Dr. Garey Mazowita – Honorary Secretary-Treasurer
- Dr. Jennifer Hall– Member-at Large (1 year term)
- Dr. Claudette Chase – Member-at-Large (3 year term)
- Dr. Calvin Gutkin – Executive Director and CEO (until December 31, 2012)
- Dr. Francine Lemire – Executive Director and CEO (as of January 1, 2013).

Dr. Francine Lemire, CFPC's new Executive Director and Chief Executive Officer, effective January 1, 2013 addressed the members and thanked them for their support.

Dr. Boulay presented Mr. Scott Dudgeon of Toronto, Ontario as the Nominating Committee's nominee for the Public Board Director position (2012-2015, renewable once). Mr. Dudgeon addressed the members.

### **Moved and seconded by Drs. Rob Boulay and Claudette Chase:**

**THAT Mr. Scott Dudgeon** of Toronto, Ontario be approved as a Public Board Director beginning at the time of the 2012 Annual General Meeting and ending at the time of the 2015 AGM, renewable once.

**CARRIED.**

**Moved and seconded by Drs. Justine Galarneau-Girard and June Carroll:**

**THAT** the report of the Nominating Committee be approved.

**CARRIED.**

### **8. Report of the Honorary Treasurer**

The meeting package circulated to members contained summarized 2011 Audited Financial Statements and the proposed 2013 member fees. Dr. Kathy Lawrence, Honorary Treasurer, presented the Treasurer's report. She reviewed the CFPC's audited Financial Statements for the year that ended December 31, 2011.

**Moved and seconded by Drs. Sue Atkinson and Dominique Deschenes:**

**THAT** the 2011 Audited Financial Statements be accepted

**CARRIED.**

A balanced budget for 2013 including a membership fee increase of 3% (equal to the cost of living adjustment for 2012-2013 in the Greater Toronto Area) was approved by the Board and was presented.

**Moved and seconded by Drs. J-P Arseneau and Peter MacKean:**

**THAT** the 2013 member fees be accepted.

**CARRIED.**

**Moved and seconded by Drs. Cathy Cervin and Marc-Andre Doucet:**

**THAT** Deloitte & Touche be appointed as the external auditor for the 2013 fiscal year.

**CARRIED.**

### **9. CFPC National Bylaw Amendments**

Dr. Beaulieu, Chair of the Bylaws Committee reviewed the annual process by which the Bylaws Committee determines the need for bylaw amendments. As part of each Executive Committee meeting, all motions and policy changes are reviewed to determine if they require amendments to the bylaws. Recommended amendments must be reviewed and approved by the Bylaws Committee, legal counsel, and the Board before they are shared with all members in advance of the AGM and then presented to the members at the AGM for final approval.

Dr. Beaulieu described the amendments related to adding definitions for clarity; removing the College Prayer as advised by legal counsel because this is not the type of content included in

bylaws; clarifying that public board directors are given Associate Member status while serving their term(s); clarifying the terms 'Observers' and 'Guests' – they refer to invited individuals at board or committee meetings, who do not have the right to vote; addition of details about the kinds of committees and their membership; inclusion of the word 'Added' to Certificates of Special (or Added) Competence; re-ordering so that Certification, Fellowship and Certificates of Added Competence are addressed in one article while Special Designations are addressed in a separate article; formatting updates and replacement of the word 'certificant' throughout the document as this is not a word recognized in the dictionary.

One friendly amendment to the bylaws was made in I-4.11 regarding the definition of 'IN CAMERA MEETING'. There was discussion about whether the definition of REGIONS should reference the Territories, but the Regions are based on the Chapters and we don't have a Chapter for the Territories. There is currently a Working Group for Family Physicians in the Territories to discuss membership and other opportunities further. Currently members residing in the Territories can opt, according to the bylaws, to be members in any of the Chapters.

**Moved and seconded by Drs. Danielle Saucier and Jamie Boyd:**

**THAT** the amendments to the CFPC Bylaws be approved.

**CARRIED.**

Dr. Beaulieu indicated that the new Federal Not-For-Profit Corporations Act will require amendments to the CFPC and Research and Education Foundation bylaws. These will be presented to members in 2013.

### **10. Recognition of CFPC Award Recipients**

The CFPC has an extensive Honours and Awards Program. Awards are presented in many venues. Three awards were presented:

- 2012 Geeta Gupta Equity and Diversity Award recipient: Dr Pauline Duke, CCFP, FCFP from St. John's, NL
- 2012 CFPC Continuing Professional Development Program Award recipient: Dr Tom Elmslie, CCFP, FCFP and the Foundation for Medical Practice Education from Hamilton, ON
- 2012 Sadok Besrouer Global Health Scholarship recipient: Dr Gabriel Woollam, CCFP from Happy Valley-Goose Bay, NL

Awards of Excellence are presented at Chapter events and the recipients were recognized at the AGM.

### **11. New Business**

There was no new business.

**NEXT MEETING - will take place during FMF 2013 – November 7-9, 2013 in Vancouver, BC.**

THE COLLEGE OF  
FAMILY PHYSICIANS  
OF CANADA



LE COLLÈGE DES  
MÉDECINS DE FAMILLE  
DU CANADA

# Annual Report *2012 – 2013* Summary





## 2012–2013 CFPC Annual Report Summary

### Membership milestone

Membership in the College is now over 30,000. We have undertaken a marketing audit to better serve our valued members in the years ahead.

### Strategic plan

The 2013–2017 Strategic Plan was approved by the Board of Directors in November 2012. Highlights of the progress to date include the following:

#### I. Quality patient-centred care

Recent initiatives: advancing the Patient's Medical Home model of care; advocating with Members of Parliament on current issues including oxycodone, the Interim Federal Health Program, sodium reduction, income equality, medical marijuana, prescription drug misuse, faulty birth control, and drug shortages; innovation and quality improvement in family practice were the focus of a recent meeting with the new Minister of Health, Rona Ambrose.



*President Marie-Dominique Beaulieu and Executive Director and Chief Executive Officer Francine Lemire met with Minister of Health Rona Ambrose, 2013*

#### II. Rewarding and valued careers

In 2013, 35% of medical students selected family medicine as their first career choice—the highest rate in 20 years.

New in 2013: a working group for those in pre-retirement years in family practice.

#### III. Relevant and progressive educational standards

**Triple C update: Evaluation strategy** – Our work on the competency-based curriculum is one of several significant contributions that the CFPC is making to the implementation of the Future of Medical Education in Canada – Postgraduate project (FMED-PG) recommendations—a consortium with the Association of Faculties of Medicine of Canada, the Royal College of Physicians and Surgeons of Canada, and Collège des médecins du Québec.

**New MAINPRO® categories will be introduced in 2015** – The categories will increase the scope of activities eligible for credit. The changes will make Mainpro more dynamic and interactive, and stimulate practice improvement through commitment to lifelong learning. Extensive communications will follow throughout 2014.

**Family physicians with Special Interests or Focused Practices (SIFP)** programs continue to expand and develop. Much work is being done to support family physicians who acquire enhanced skills beyond their core family medicine training to meet community needs. Stay tuned in 2014 for announcements related to the awarding of certificates of added competence by practice-eligible and residency training routes.

**Successful launch: The first CCFP–MCCQE Part II combined exam**

We are pleased to report the successful implementation of the first combined CFPC Certification Examination in Family Medicine–Medical Council of Canada MCCQE Part II exam. When meeting all other requirements of both organizations, as of May 2013, candidates who challenge and pass this exam will be granted certification in family medicine from the CFPC (CCFP) and the Licentiate of the Medical Council of Canada (LMCC). ([http://www.cfpc.ca/2013\\_CCFP/](http://www.cfpc.ca/2013_CCFP/))



*Examination Harmonization Project Team from the CFPC and Medical Council of Canada*

**Committed to preparing family physicians to practice in rural jurisdictions** – A Rural Medical Education Task Force has been formed in collaboration with the Society of Rural Physicians of Canada (SRPC).

**IV. Research capacity**

The Section of Researchers Council is working with Chapters and departments of family medicine to build research capacity as core to family practice, and to increase the visibility of family medicine research at federal and provincial research funding levels.

**Canadian Primary Care Sentinel Surveillance Network (CPCSSN)**

The CFPC has received \$11.7 million in funding over five years from the Public Health Agency of Canada to support CPCSSN. The primary goal of the project is to conduct ongoing surveillance on five chronic diseases (chronic obstructive pulmonary disease, diabetes, depression, hypertension, and osteoarthritis) and three neurological conditions (Alzheimer disease, epilepsy, and Parkinson disease). ([www.cpcssn.ca](http://www.cpcssn.ca))

**V. Organizational effectiveness**

In January, the second **Chapter Symposium** was held and emerged with priorities for Chapter-National work in the areas of championing the Patient’s Medical Home, the value of membership, Chapter staff support, government relations, and enhancing inter-organizational connections.



*National and Chapter staff meet during the Chapter Symposium in January, 2013*

**Impacts of the Canada Not-for-Profit Corporations Act** – The most significant changes include changing the fiscal year-end from December 31<sup>st</sup> to May 31<sup>st</sup> (a 17-month transition budget will exist from January 2014 to May 2015), presenting a slate of all National Board Directors to be elected by the members at the CFPC AGM, and instituting consistent start dates and lengths of terms for National Board Directors. College members will be presented with the revised bylaws and articles of continuance in advance of the November 7, 2013 AGM for approval at the AGM.

**Research and Education Foundation (REF)** – The REF surpassed \$1 million in revenue for the first time in 2012! Thank you to all who helped achieve this success.

## VI. Social accountability and equity

**Aboriginal health** – A working group with representatives from the CFPC and the Indigenous Physicians' Association of Canada is focused on the health and health care of Aboriginals in Canada through education, training, and practice support for family physicians caring for these populations.

**Global health** – The CFPC's Global Health Committee and its Sadok Besroure Centre for Innovation in Global Health will host the second of three invitational forums in conjunction with FMF 2013.

**Relationship with the pharmaceutical industry: Principles of trust, transparency, independence, accountability, and fairness** – At the November 2013 Board meeting, recommendations from the Task Force on the CFPC's Relationship with the Healthcare/Pharmaceutical Industry (HPI) will be considered. The HPI's ability to influence the decision making of family physicians makes it important for the College to have clear, well-defined policies and practices to appropriately guide its working relationships with the HPI. Recommendations have been made to point the CFPC toward an approach of clear and conscientious management of relationships with the HPI. More information will be communicated following Board deliberations.



*Sadok Besroure Centre for Innovation in Global Health  
International Strategic Consultation Meeting, 2012*

**Marie-Dominique Beaulieu, MD, MSc, CCFP, FCFP**  
President

**Francine Lemire, MD CM, CCFP, FCFP, CAE**  
Executive Director & Chief Executive Officer



## Nominating Committee report 2013

### Resolution for Member approval:

#### **NOMINATING COMMITTEE REPORT**

**THAT** the report of the Nominating Committee be accepted.

The Nominating Committee is chaired by the CFPC Past President and its members include the CFPC Past-Past President, CFPC President, 2 Chapter Presidents and the ED/CEO\*. The positions for which the Nominating Committee was required to find nominees for 2013-2014 included (i) CFPC President-elect / Chair of the Board, Honorary Secretary-Treasurer, Member-At-Large (1 year), and (ii) two Public Board Directors. The nominees recommended by the Nominating Committee are:

\*Current Nominating Committee members: Drs. Sandy Buchman (Chair), Rob Boulay, Marie-Dominique Beaulieu, Ian Goldstine, Cathy Scrimshaw, Francine Lemire.

### **PART 1: EXECUTIVE COMMITTEE**

#### **President-elect**



**Gary Mazowita, MD, CCFP, FCFP of Vancouver, British Columbia, is nominated to fill the position of President-elect and Chair of the Board.**

Gary received his medical degree from the University of Manitoba in 1979. He received his Certification in Family Medicine in 1989, and became a Fellow of the College (FCFP) in 2000. He was in full-service private practice in Winnipeg for many years before joining the Department of Family Medicine at the University of Manitoba as a full-time residency preceptor.

Prior to assuming his position as Chair with Department of Family and Community Medicine at Providence Health Care in Vancouver in 2003, Dr Mazowita was Medical Director of Community and Long Term Care for the Winnipeg Regional Health Authority. He has previously served as a member of the University of Manitoba Research Ethics Board, and is a past-president of the Manitoba College of Family Physicians.

Currently, Dr Mazowita is Clinical Professor in the Faculty of Medicine at the University of British Columbia and remains active in teaching, research, and clinical practice. He is Chair of the CFPC Mental Health Program, and is Co-Chair of the Collaborative Working Group on Shared Mental Health Care (Canadian Psychiatric Association and CFPC). Dr Mazowita serves as the British Columbia Ministry of Health physician representative on the General Practice



Services and Shared Care Committees, and is Co-Chair of the Vancouver Coastal Health Authority Inter-Divisional Council.

In 2010, Dr Mazowita was honoured as the *Donald I. Rice Award* recipient.

### **Honorary Secretary-Treasurer**



**Jennifer Hall MD, CCFP, FCFP of Rothesay, New Brunswick, is nominated to fill the position of Honorary Secretary-Treasurer.**

Jennifer received her medical degree from Memorial University in Newfoundland in 1992 and earned Certification in Family Medicine in 1994. In 2005, she became a fellow of the College of Family Physicians of Canada.

Currently, Dr Hall is Associate Professor of Family Medicine at Dalhousie University in Halifax and is the Dalhousie Family Medicine Residency Program Director. She is also a preceptor to undergraduate medical students and residents from both Dalhousie and Memorial Universities.

Dr Hall practised with the Department of Family Medicine at Memorial University for a number of years and served as the Residency Program Director from 2001 to 2002. She also worked as Clinical Chief of the Palliative Care Program at the Health Sciences Corporation.

In 2002, Dr Hall began working with the new Community Health Centre in Saint John, New Brunswick, and served as the Saint John Site Director of the Dalhousie Family Medicine Program from 2004 to 2011. During this time, she practised comprehensive family medicine at the Community Health Centre and continued her involvement in the palliative care consultation service at the Saint John Regional Hospital. She also participated as a board member of the Canadian Society of Palliative Care Physicians from 2000 to 2004.

Dr Hall has held many roles with the College; she was an examiner from 1996 to 2008, a member of the CPD Committee from 2003 to 2008, and a member of the Palliative Care Program Committee from 2002 to 2007. She was also a member of the Alternate Route to Certification Working Group from 2006 to 2009. In 2009, Dr Hall joined the College of Family Physicians of Canada's Accreditation Committee and has participated in a number of residency program accreditation surveys. She also served on the Board of the New Brunswick Chapter, representing continuing professional development for five years.

### **Member-at- Large (1- year term)**

The individual elected to this position on the National Executive Committee will, if he consents, be considered by the Nominating Committee as a potential nominee for the Honorary Secretary – Treasurer position for the following year.



**David White MD, CCFP (EM), FCFP of Toronto, Ontario is nominated to fill the position of Member-at-Large (1 year term).**

David received his medical degree from the University of Toronto in 1975, earned Certification in Family Medicine in 1977, earned his CCFP (EM) in 1983 and became a Fellow of the College of Family Physicians of Canada in 1995. David is a community-based family doctor in Toronto, ON, and Associate Professor in the Department of Family and Community

Medicine (DFCM) at the University of Toronto (U of T). Currently, Dr White teaches comprehensive family medicine, including obstetrics at his clinic and with North York General Hospital (NYGH) and is engaged research in health care delivery

In 1975, Dr White received his medical degree and completed his residency training at U of T in 1977. That same year, he began clinical practice in Sioux Lookout, ON, working at the Zone Hospital and flying into remote First Nations villages in northwestern Ontario. In 1980, he joined the Family Medicine Teaching Unit at Toronto Western Hospital, and later moved to Mount Sinai Hospital. In 1999, he was appointed Chief of Family and Community Medicine at NYGH.

From 1999 to 2006 and again in 2008 to 2012, Dr White served as Chief of Family and Community Medicine at the NYGH. In his role with the hospital, he recruited faculty and developed a stable financial foundation for the academic enterprise. Dr White was also a founding member of NorTren, the North Toronto practice-based research network, which now expanded into UTOPIAN. The University of Toronto Practice Based Research Network (UTOPIAN) represents groups of primary care clinicians and practices working together to answer community-based health care questions and translate findings into practice, engage clinicians in research, quality improvement activities and foster an evidence-based culture through the work of 14 teaching units. Currently, Dr White serves as the Interim Director of UTOPIAN. Dr White was also instrumental in establishing the inpatient Rehabilitation and Progressive Care Units at the NYGH, as well as co-leading the creation of the North York Family Health Team.

Among his many leadership roles with U of T, Dr White served as Director of Undergraduate Education with the Department of Family and Community Medicine from 1985 to 1995 and Director of Medical Electives with the Faculty of Medicine from 1987 to 1997.

Since 2011, Dr White has served on the Board of the Ontario College of Family Physicians as the representative for Region 5 Toronto Central and Central LHINs. Since 2010, he has served as Co-Chair of the Health Promotion and Protection Task Force with the Ontario College. Dr White is involved with the CFPC's Section of Researchers and co-organized the Research Day at Family Medicine Forum 2012.

**The Proposed Executive Slate from November 7th, 2013 – November 13th, 2014:**

- \*Dr. Marie-Dominique Beaulieu      Past-President (automatic)
- \*Dr. Kathy Lawrence                  President (automatic)
- \*Dr. Garey Mazowita                  President-Elect and Chair of the Board
- \*Dr. Jennifer Hall                      Honorary Secretary-Treasurer
- Dr. David White                        Member-at-Large (1 year term)
- Dr. Claudette Chase                  Member-at-Large (3 year term) (automatic – 2<sup>nd</sup> year of 3)
- Dr. Francine Lemire                  Executive Director/Chief Executive Officer (non voting)
- \*Officers



(left to right): Dr. Marie-Dominique Beaulieu, Quebec,  
Dr. Kathy Lawrence, Saskatchewan,  
Dr. Garey Mazowita, British Columbia  
Dr. Jennifer Hall, New Brunswick  
Dr. David White, Ontario  
Dr. Claudette Chase, Ontario  
Dr. Francine Lemire, Ontario

**PART 2: PUBLIC BOARD DIRECTORS**

Public Board Directors have the same rights and responsibilities as all other CFPC Board Directors including voting rights and opportunity to address issues at Board meetings and other Board discussions.

While Public Board Directors will act as individuals and not as representatives of other organizations or interest groups, these Directors should:

- a) address issues from the perspective of the general public;
- b) inform and sensitize the Board to general public and other stakeholder perspectives;
- c) help the Board identify priority needs in the community;
- d) contribute to the Board 's recommendations related to how the College might best communicate its policies and positions effectively to the general public and other stakeholders.

There are 3 Public Board Director positions on the CFPC Board. Mr. Scott Dudgeon of Ontario is in his second year of his first term (2012-2015). Ms. Judy Erola of Ontario will be completing her second four year term at the time of the 2013 AGM. At that point the CFPC will have two Public Board Director vacancies. The Nominating Committee has confirmed two nominees for member approval at the AGM November 7<sup>th</sup>.

**Nominee for first position as Public Member on the CFPC Board of Directors beginning in November 2013 – (2013-2016, renewable once):**



**William (Bill) Mussell is nominated to fill the position of CFPC Public Board Director from 2013-2016, renewable once.** Bill has provided contract consultation services in addressing the health challenges of Salish, Sto:lo and other First Nation and non-First Nation communities in British Columbia, in areas such as mental health, suicide prevention, justice, health challenges and education for over 40 years. His work included researching and developing courses tailored to First Nations frontline practitioners with Vancouver Island University; developing a University of British Columbia (UBC) program to address the history, challenges, and realities of Indigenous life; and supporting Local

Health Integration Networks in southern Ontario to for a partnership of First Nation and non-First Nation communities in mental health treatment.

Mr. Mussell also completed extensive work in redeveloping the Healthy Children, Healthy Futures Curriculum from 2009 to 2010 – a curriculum that provides educational support to aboriginal families and focuses on the health and well-being of children.

Among his many leadership roles, Mr. Mussell has served as President and Co-Chair of the Native Mental Health Association of Canada since 1993, as well as Principal Educator and Manager of Sal'i'shan Institute since 1988. He previously served as Chair of the First Nation, Inuit and Métis Advisory Committee (FNIM AC) to the Mental Health Commission of Canada (MHCC) from 2007 to 2011.

In addition to his consultation services, Mr. Mussell has extensively researched and addressed aboriginal health and mental health. This research was complemented with his work with the MHCC where he has delivered several addresses and presentations with a particular focus on the research and findings related to indigenous matters from FNIM AC.

In 1963, Mr Mussell received a Bachelor of Arts from the University of British Columbia, as well as Bachelor of Social Work from the university in 1965. In 1987, he received an M.A. (inc) Administrative, Adult and Higher Education doctorate from UBC and completed a Learning Assessment Devices diploma from the Hadassah-WIZO, Jerusalem Institute.

**Nominee for second position as Public Member on the CFPC Board of Directors beginning in November 2013 – (2013-2016, renewable once):**



**Linda Ross is nominated to fill the position of CFPC Public Board Director from 2013-2016, renewable once.** Linda Ross is a gender advisor, providing policy and program advice to government. Ms. Ross has held position of President and CEO of the Provincial Advisory Council on the Status of Women, Newfoundland and Labrador since May 2009. She has over 30 years of experience in policy development and program planning and delivery in the field of community development, women's economic and social equality, HIV/AIDS and public health, both in Canada and internationally. Ms. Ross was Team Leader of Policy and Outreach for Oxfam Canada from 2005 to 2009 and Canadian Program Coordinator for Oxfam Canada from 1999 to 2005.

Ms. Ross participated in a number of Boards of Directors including the Canadian Public Health Association, the AIDS Committee of Newfoundland and Labrador, the Infant Feeding Action Coalition Canada, the Breastfeeding Coalition of Newfoundland and Labrador. She has served as Chair of the Newfoundland and Labrador Public Health Association and the Newfoundland and Labrador Health Coalition. She recently served as Chair of the Women in Resource Development Corporation, an organization dedicated to advancing women in non-traditional occupations. She is presently the Chair of the Coalition of Provincial and Territorial Advisory Councils on the Status of Women.

Ms. Ross holds an Honours Baccalureate in Science from the University of Waterloo. Ms. Ross holds certificates in Change Management and Performance Development from the Professional Development Institute and Management for National Voluntary Sector Leaders from the Faculty of Management at McGill University. She holds the 2004 Aventis Pasteur Award for outstanding commitment and contribution to international public health and the Canadian International Development Agency award for outstanding commitment to international development education. Ms. Ross resides in St. John's, Newfoundland and Labrador.

Submitted by:

Dr. Sandy Buchman, MD, CCFP, FCFP  
Nominating Committee Chair

Financial statements of

**The College of Family  
Physicians of Canada**

December 31, 2012 and 2011

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# The College of Family Physicians of Canada

December 31, 2012 and 2011

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## Independent Auditor's Report

To the Members of  
The College of Family Physicians of Canada

We have audited the accompanying financial statements of The College of Family Physicians of Canada (the "College"), which comprise the statements of financial position as at December 31, 2012, December 31, 2011 and January 1, 2011, and the statements of revenue and expenses, changes in members' equity, and cash flows for the years ended December 31, 2012 and December 31, 2011, and a summary of significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with Canadian accounting standards for not-for-profit organizations, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audits to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.



**Opinion**

In our opinion, the financial statements present fairly, in all material respects, the financial position of the College as at December 31, 2012, December 31, 2011 and January 1, 2011, and the results of its operations and its cash flows for the years ended December 31, 2012 and December 31, 2011, in accordance with Canadian accounting standards for not-for-profit organizations.

Chartered Professional Accountants, Chartered Accountants  
Licensed Public Accountants  
\_\_\_\_\_, 2013

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# The College of Family Physicians of Canada

## Statements of financial position

as at December 31, 2012, December 31, 2011 and January 1, 2011

	December 31, 2012	December 31, 2011 (Note 1)	January 1, 2011 (Note 1)
	\$	\$	\$
<b>Assets</b>			
Current assets			
Cash	858,913	1,440,187	402,966
Restricted cash (Note 3)	112,349	90,556	268,684
Short-term investments	4,500,000	8,000,000	4,534,945
Accounts receivable	2,145,464	1,153,910	834,086
Accrued interest receivable	53,415	67,298	77,059
Prepaid expenses and other current assets	254,042	356,722	127,819
	<b>7,924,183</b>	<b>11,108,673</b>	<b>6,245,559</b>
Long-term investments (Note 4)	18,489,703	15,464,510	15,957,722
Restricted long-term investments (Note 4)	81,063	77,359	72,736
Capital assets (Note 5)	3,781,950	1,160,916	796,762
	<b>30,276,899</b>	<b>27,811,458</b>	<b>23,072,779</b>
<b>Liabilities</b>			
Current liabilities			
Accounts payable and accrued liabilities (Note 11)	3,576,195	2,284,996	1,826,545
Funds held in trust for the Alberta Chapter	2,219	2,118	1,991
Funds held in trust for the Manitoba Chapter	18,986	18,119	17,036
Funds held in trust for the Nova Scotia Chapter	3,927	3,748	3,524
Funds held in trust for the New Brunswick Chapter	55,931	53,374	50,185
Funds held for external projects (Note 3)	112,349	90,556	268,684
Deferred revenue (Note 6)	9,761,238	8,940,007	7,001,277
	<b>13,530,845</b>	<b>11,392,918</b>	<b>9,169,242</b>
Employee future benefits and employee future non-pension benefits (Note 7)	1,102,674	1,628,700	896,300
	<b>14,633,519</b>	<b>13,021,618</b>	<b>10,065,542</b>
Lease commitments (Note 8)			
<b>Members' equity</b>			
Invested in capital assets	3,781,950	1,160,916	796,762
Unrestricted	(3,640,632)	(1,019,598)	(733,444)
Reserve fund (Note 9)	15,502,062	14,648,522	12,943,919
	<b>15,643,380</b>	<b>14,789,840</b>	<b>13,007,237</b>
	<b>30,276,899</b>	<b>27,811,458</b>	<b>23,072,779</b>

Approved by the Board

\_\_\_\_\_ Director

\_\_\_\_\_ Director

The accompanying notes to the financial statements are an integral part of this financial statement.

# The College of Family Physicians of Canada

Statements of revenue and expenses  
years ended December 31, 2012 and 2011

	2012	2011 (Note 1)
	\$	\$
<b>Revenue</b>		
Membership and professional affairs	13,815,818	12,175,626
Examinations	4,529,869	3,755,705
Continuing medical education/Continuing professional development	3,671,497	3,386,904
Meetings division - Annual Scientific Assembly ("ASA")	3,523,370	2,845,401
Canadian Primary Care Sentinel Surveillance Network ("CPCSSN")	2,302,822	2,289,048
Canadian Family Physician ("CFP") and other publications	1,697,057	1,914,743
Other departments	680,151	996,817
Investment income - long term investments	1,028,897	511,411
Canadian Primary Care Sentinel Surveillance Network - Neurological Conditions ("CPCSSN - NC")	119,725	148,244
Investment income - short term investments	105,264	103,826
Change in unrealized gains on investments	398,688	29,620
	<b>31,873,158</b>	<b>28,157,345</b>
<b>Expenses</b>		
Examinations	3,577,656	3,182,479
Meetings division - ASA	3,280,751	2,636,707
Corporate Affairs	3,089,720	-
Continuing medical education/Continuing professional development	2,733,230	2,633,959
Executive	2,674,318	2,475,576
CPCSSN	2,336,731	2,289,048
CFP and other publications	1,981,538	2,019,284
Membership and professional affairs	1,878,067	2,195,714
Finance	1,212,400	1,952,366
Information technology and website communications	1,773,128	1,615,812
Undergraduate and postgraduate education	1,587,950	1,310,496
Research	1,286,275	999,181
Health policy and government relations	811,748	754,786
Communications	745,008	633,165
Certification and evaluation	596,091	460,658
Patient care including Family Physicians with special interests or focused practices	499,021	455,398
Research and Education Foundation of The College of of Family Physicians of Canada ("REF")	400,354	337,285
Alternative route to certification	216,895	202,220
CPCSSN - NC	119,725	148,244
CPCSSN - HSU	39,039	-
Meetings division - other meetings	179,973	72,364
	<b>31,019,618</b>	<b>26,374,742</b>
<b>Excess of revenue over expenses</b>	<b>853,540</b>	<b>1,782,603</b>

The accompanying notes to the financial statements are an integral part of this financial statement.

# The College of Family Physicians of Canada

## Statements of changes in members' equity years ended December 31, 2012 and 2011

	2012				2011			
	Invested in capital assets	Unrestricted	Reserve fund (Note 9)	Total	Invested in capital assets (Note 1)	Unrestricted (Note 1)	Reserve fund (Note 9)	Total (Note 1)
	\$	\$	\$	\$	\$	\$	\$	\$
<b>Member's equity, beginning of year</b>								
As previously reported	1,160,916	(813,898)	14,648,522	14,995,540	796,762	(449,744)	12,943,919	13,290,937
Impact of the adoption of the new financial reporting framework (Note 1)	-	(205,700)	-	(205,700)	-	(283,700)	-	(283,700)
As restated	1,160,916	(1,019,598)	14,648,522	14,789,840	796,762	(733,444)	12,943,919	13,007,237
Excess (deficiency) of revenue over expenses	(702,635)	1,556,175	-	853,540	(454,965)	2,237,568	-	1,782,603
Capital asset additions	3,323,669	(3,323,669)	-	-	819,119	(819,119)	-	-
Transfers (Note 9)	-	(853,540)	853,540	-	-	(1,704,603)	1,704,603	-
<b>Members' equity, end of year</b>	<b>3,781,950</b>	<b>(3,640,632)</b>	<b>15,502,062</b>	<b>15,643,380</b>	<b>1,160,916</b>	<b>(1,019,598)</b>	<b>14,648,522</b>	<b>14,789,840</b>

The accompanying notes to the financial statements are an integral part of this financial statement.

# The College of Family Physicians of Canada

## Statements of cash flows

years ended December 31, 2012 and 2011

	2012	2011 (Note 1)
	\$	\$
<b>Operating activities</b>		
Excess of revenue over expenses	853,540	1,782,603
Amortization	702,635	454,965
Change in non-cash operating working capital (Note 10)	1,262,936	1,684,710
Employee future benefits and employee future non-pension benefits	(526,026)	732,400
Change in unrealized gains on investments	(398,688)	(29,620)
	<b>1,894,397</b>	<b>4,625,058</b>
<b>Financing activities</b>		
(Increase) decrease in long-term investments	(2,630,209)	518,209
Sale (purchase) of short-term investments	3,500,000	(3,465,055)
	<b>869,791</b>	<b>(2,946,846)</b>
<b>Investing activity</b>		
Purchase of capital assets	(3,323,669)	(819,119)
(Decrease) increase in cash position	(559,481)	859,093
Cash position, beginning of year	1,530,743	671,650
<b>Cash position, end of year</b>	<b>971,262</b>	<b>1,530,743</b>
<b>Represented by</b>		
Cash	858,913	1,440,187
Restricted cash	112,349	90,556
	<b>971,262</b>	<b>1,530,743</b>
<b>Supplemental cash flow information</b>		
Interest received	467,413	426,947

The accompanying notes to the financial statements are an integral part of this financial statement.

# The College of Family Physicians of Canada

## Notes to the financial statements

December 31, 2012 and 2011

The College of Family Physicians of Canada (the "College"), founded in 1954, was incorporated in 1960 by Special Act of Parliament and in 1968, was granted letters patent under the Canada Corporations Act. The College was established to sustain and improve the professional qualifications of members of the medical profession who are engaged in family practice in Canada through education, research and the publication of journals.

The College is a not-for-profit organization and, accordingly, is exempt from income taxes, provided certain requirements of the Income Tax Act (Canada) are met.

### 1. Adoption of the new accounting standards

During the year ended December 31, 2012, the College adopted the new accounting standards for not-for-profit organizations ("ASNPOs") issued by the Canadian Institute of Chartered Accountants ("CICA"). In accordance with Section 1501 of the CICA Handbook, "First-time adoption", ("Section 1501"), the date of transition to ASNPOs is January 1, 2011 and the College has presented an opening statement of financial position as at that date. This opening statement of financial position is the starting point for the College's accounting under ASNPOs. In its opening statement of financial position, under the recommendations of Section 1501, the College:

- recognized all assets and liabilities the recognition of which is required by ASNPOs;
- did not recognize items as assets or liabilities if ASNPOs do not permit such recognition; and,
- applied ASNPOs in measuring all recognized assets and liabilities.

In accordance with the requirements of Section 1501, the accounting policies set out in Note 2 have been consistently applied to all years presented. As described in Note 2 (financial instruments), the College has elected to adopt the fair value option with respect to the measurement of investments (see Note 3). The election had no impact on the previously reported financial statements as at, and for the year ended, December 31, 2011.

(a) The impact of the adoption of ASNPOs on the Statement of financial position as at January 1, 2011 is as follows:

	Balance as previously reported - December 31, 2010	Adjustments	Reference	Balance as adjusted as at January 1, 2011
	\$	\$		\$
Employee future benefits and employee future non-pension benefits	612,600	283,700	(i)	896,300
Unrestricted members' equity	(449,744)	(283,700)	(i)	(733,444)

(b) The following is the impact on the Statement of revenue and expenses for the year ended December 31, 2011 is as follows:

	Balance as previously reported - December 31, 2011	Adjustments	Reference	Balance as adjusted - December 31, 2011
	\$	\$		\$
Finance expense	2,030,366	(78,000)	(ii)	1,952,366
Excess of revenue over expenses for the year	1,704,603	78,000	(ii)	1,782,603

# The College of Family Physicians of Canada

## Notes to the financial statements

December 31, 2012 and 2011

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### 1. Adoption of the new accounting standards (continued)

#### *Explanation of adjustments*

As allowed by Section 3461 of the CICA Handbook, the College has continued using the deferral and amortization approach for both the existing unamortized actuarial loss and past service costs at the transition date, and gain/losses that may arise after January 1, 2011 and the requirement under ASNPOs to immediately recognize the existing transitional amount.

- (i) The \$283,700 as at January 1, 2011 represents the unamortized transitional amount which was previously included in the Employee future benefits and employee future non-pension benefits liability presented in the Statement of financial position. Under ASNPOs, such amount is required to be immediately recognized in opening fund balance as at the date of transition.
- (ii) The \$78,000 in the Statement of revenue and expenses represents the increase in the employee future benefits as at January, 1, 2011 resulting from fully recognizing the transitional amount in the opening members' equity balance above.

The statement of cash flows for the year ended December 31, 2011 has been adjusted to reflect the above changes.

### 2. Significant accounting policies

#### (a) *Basis of presentation*

These financial statements do not include the results of operations and assets and liabilities of each of the provincial chapters of the College (the "Chapters").

#### (b) *Cash and cash equivalents*

The College considers deposits in banks less outstanding cheques, certificates of deposit and short-term investments with original maturities of ninety days or less as cash and cash equivalents.

#### (c) *Deferred membership fees*

Deferred membership fees represent unearned funds received as membership fees. Membership fees are billed on the birthday of the respective member and are recognized evenly over the 12-month period which the membership fees cover.

#### (d) *Capital assets*

Capital assets are recorded at cost less accumulated amortization. Amortization is provided on the straight-line basis as follows:

Furniture and fixtures	15 years
Computer equipment and software	3 years
Office equipment	5 years
Leasehold improvements	Over term of lease

For the purposes of financial reporting, the accounting treatment for capital and intangible assets is as follows: all movable and fixed equipment having a useful life in excess of one year and a unit cost in excess of \$3,000; all leasehold improvements having a useful life in excess of one year and a total cost in excess of \$20,000; software development having a useful life in excess of one year and a cost in excess of \$7,500 per project; and intangibles such as registered trademark and copyrights, having a useful life in excess of one year and a cost in excess of \$10,000, will be capitalized. Net capital additions within each category in the year are capitalized using the half-year rule.

# The College of Family Physicians of Canada

## Notes to the financial statements

December 31, 2012 and 2011

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### 2. Significant accounting policies (continued)

#### (e) *Employee future benefits*

The cost of pension and other post-retirement benefits earned by employees is actuarially determined using the projected benefit method pro-rated on service and management's best estimate of expected plan investment performance, salary escalation, retirement ages of employees and health care costs. Plan obligations are discounted using current market interest rates and plan assets are presented at fair value.

Transitional obligations are being amortized over the average remaining service period of active officers expected to receive benefits under the benefit plan.

#### (f) *Financial instruments*

The College's financial assets are comprised of cash, restricted cash, short-term and long-term investments, accounts receivable, accrued interest receivable and restricted long-term investments. Financial liabilities are comprised of accounts payable and accrued liabilities, funds held in trust and funds held for external projects.

Financial assets and financial liabilities are initially recognized at fair value when the College becomes a party to the contractual provisions of the financial instrument. Subsequently, all financial instruments are measured at amortized cost, except for equities quoted in active markets, which are carried at fair value. The College has elected to use the fair value option to measure all of its investments. Any subsequent changes in fair value are recorded in the Statement of revenue and expenses.

Fair value of investments is determined as follows; fixed income and equity securities are valued at year-end quoted bid prices where available. Where quoted bid prices are not available estimated fair values are calculated using comparable securities. Transaction costs are expensed as incurred.

#### (g) *Use of estimates*

The preparation of financial requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the year. Actual results could differ from those estimates. Accounts requiring significant estimates and assumptions include allowance for doubtful accounts, accrued liabilities, employee future benefits and employee future non-pension benefits, and amortization expense.

#### (h) *Expense categorization*

The expenses in the Schedule attached to the financial statements are categorized by cost centre and by program/activity and type of expense.



# The College of Family Physicians of Canada

## Notes to the financial statements

December 31, 2012 and 2011

### 3. Restricted cash

Restricted cash includes amounts held in bank accounts and are restricted for eligible expenditures on external projects.

Amounts being held for external projects are as follows:

	December 31, 2012	December 31, 2011 (Note 1)	January 1, 2011 (Note 1)
	\$	\$	\$
Air Quality Health Index	12,668	5,323	6,235
Development of Needs Assessment for Continuing Professional Development	-	3,817	3,817
Continuing Medical Education research Initiatives in HIV care	48,937	48,938	48,938
Institute of Healthcare Communications	39,879	39,879	39,879
Janus - Integrated Survey	-	-	12,613
National Association of Canadian Chairs in Family Medicine	10,959	-	115,923
National Research System - Influenza Surveillance	4,125	7,823	5,280
National Research System - Elder Abuse Suspicion Index	-	(70)	47,181
National Research System - Pediatric Surveillance Survey	-	(5,430)	(5,430)
National Research System - Vaccine Effectiveness Study	-	(64)	(64)
	(4,219)	(9,660)	(5,688)
	<b>112,349</b>	<b>90,556</b>	<b>268,684</b>

### 4. Long-term investments

Long-term Investments consist of the following:

	December 31, 2012	
	Market value	Cost
	\$	\$
Fixed income	13,216,568	12,557,421
Equity portfolio	5,354,198	4,465,913
	<b>18,570,766</b>	<b>17,023,334</b>
Less: amounts restricted for		
New Brunswick Chapter	55,931	55,931
Manitoba Chapter	18,986	18,986
Nova Scotia Chapter	3,927	3,927
Alberta Chapter	2,219	2,219
	<b>81,063</b>	<b>81,063</b>
	<b>18,489,703</b>	<b>16,942,271</b>

# The College of Family Physicians of Canada

## Notes to the financial statements

December 31, 2012 and 2011

### 4. Long-term investments (continued)

	December 31, 2011 (Note 1)	
	Market value	Cost
	\$	\$
Fixed income	11,641,032	10,981,048
Equity portfolio	3,900,837	3,413,413
	<b>15,541,869</b>	<b>14,394,461</b>
Less: amounts restricted for		
New Brunswick Chapter	53,374	53,374
Manitoba Chapter	18,119	18,119
Nova Scotia Chapter	3,748	3,748
Alberta Chapter	2,118	2,118
	<b>77,359</b>	<b>77,359</b>
	<b>15,464,510</b>	<b>14,317,102</b>
	January 1, 2011 (Note 1)	
	Market value	Cost
	\$	\$
Fixed income	12,013,181	10,512,242
Equity portfolio	4,017,277	3,400,428
	<b>16,030,458</b>	<b>13,912,670</b>
Less: amounts restricted for		
New Brunswick Chapter	50,185	50,185
Manitoba Chapter	17,036	17,036
Nova Scotia Chapter	3,524	3,524
Alberta Chapter	1,991	1,991
	<b>72,736</b>	<b>72,736</b>
	<b>15,957,722</b>	<b>13,839,934</b>

The College has investments in bonds and other government secured certificates with varying dates of maturity, as well as investments in equity instruments. These investments yield interest at rates ranging from 1.3% to 5.73% (December 31, 2011 - 1.31% to 6.38%; January 1, 2011 - 4.3% to 5.763%) per annum.

The College holds securities which are subject to market risk, interest rate risk and cash flow risk. These risks will also impact future cash flow streams, including dividends, gains and losses and interest income.

The value of equities changes with stock market conditions, which are affected by general economic and market conditions. The value of securities will vary with developments within specific governments and corporations which issue the security.

The value of fixed income securities will generally rise if interest rates fall and fall if interest rates rise. Changes in interest rates may also affect the value of equity securities. The College does not enter into any derivative instrument arrangements for hedging or for speculative purposes.

# The College of Family Physicians of Canada

## Notes to the financial statements

December 31, 2012 and 2011

### 4. Long-term investments (continued)

Further information on the fixed income securities is as set out below:

Term to maturity	December 31, 2012		December 31, 2011 (Note 1)		January 1, 2011 (Note 1)	
	Market value	Annual yield	Market value	Annual yield	Market value	Annual yield
	\$	%	\$	%	\$	%
One to three years	3,175,697	1.87	3,091,059	2.51	2,536,252	3.04
Greater than three years	10,040,871	3.81	8,549,973	4.37	9,476,929	4.25
	<b>13,216,568</b>		<b>11,641,032</b>		<b>12,013,181</b>	

### 5. Capital assets

	December 31, 2012		
	Cost	Accumulated amortization	Net book value
	\$	\$	\$
Furniture and fixtures	4,605	899	3,706
Computer equipment and software	2,458,888	1,350,667	1,108,221
Electronic equipment	192,697	162,077	30,620
Leasehold improvements	3,209,098	569,695	2,639,403
	<b>5,865,288</b>	<b>2,083,338</b>	<b>3,781,950</b>

	December 31, 2011 (Note 1)		
	Cost	Accumulated amortization	Net book value
	\$	\$	\$
Furniture and fixtures	856,609	698,980	157,629
Computer equipment and software	1,639,912	779,118	860,794
Electronic equipment	180,873	155,795	25,078
Leasehold improvements	572,147	454,732	117,415
	<b>3,249,541</b>	<b>2,088,625</b>	<b>1,160,916</b>

# The College of Family Physicians of Canada

Notes to the financial statements

December 31, 2012 and 2011

## 5. Capital assets (continued)

	Cost	Accumulated amortization	January 1, 2011 (Note 1) Net book value
	\$	\$	\$
Furniture and fixtures	800,426	663,335	137,091
Computer equipment and software	1,456,151	831,615	624,536
Electronic equipment	179,735	146,811	32,924
Leasehold improvements	456,501	454,290	2,211
	<b>2,892,813</b>	<b>2,096,051</b>	<b>796,762</b>

## 6. Deferred revenue

The College defers revenue in certain cases, as these amounts have been paid in advance of the completion of the particular program, examination or service to be provided. These amounts will be recorded as revenue when earned. Deferred revenue is comprised of the following:

	December 31, 2012	December 31, 2011 (Note 1)	January 1, 2011 (Note 1)
	\$	\$	\$
Self learning program	742,895	714,094	638,810
Examination fees	2,077,970	955,057	439,160
Pearls certification eligibility	126,215	95,062	12,235
Membership fees	6,344,912	6,306,624	5,377,429
Family Medicine Forum ("FMF")	19,245	63,307	12,210
Bank of Nova Scotia and other	-	-	146,000
Maintenance of proficiency ("Main Pro") non-member	442,667	398,914	334,215
Canadian Family Physician ("CFP")	8,397	-	-
CPCSSN	-	356,456	(55,911)
CPCSSN - NC	-	50,493	97,129
CPCSSN - HSU	(1,063)	-	-
	<b>9,761,238</b>	<b>8,940,007</b>	<b>7,001,277</b>

# The College of Family Physicians of Canada

## Notes to the financial statements

December 31, 2012 and 2011

### 7. Employee future benefits and employee future non-pension benefits

The College maintains a pension plan for certain employees which provides benefits, the greater of a defined benefit or defined contribution plan. The College also offers certain employees other supplemental benefits in a non-funded plan. The following significant actuarial assumptions were employed to determine the periodic pension expense and the accrued benefit obligation:

	December 31, 2012		
	Registered pension plan	Supplemental benefits	Future non-pension benefits
Expected long-term rate on plan assets	5.75%	5.75%	-
Discount rate, beginning of year	4.50%	4.50%	4.50%
Discount rate, end of year	4.00%	4.00%	4.00%
Assumed rate of compensation increase	3.00%	0	3.00%
Remaining service life (in years)	11	10	16
			December 31, 2011 (Note 1)
	Registered pension plan	Supplemental benefits	Future non-pension benefits
Expected long-term rate on plan assets	6.25%	6.25%	-
Discount rate, beginning of year	5.50%	5.50%	5.50%
Discount rate, end of year	4.50%	4.50%	4.50%
Assumed rate of compensation increase	3.00%	3.00%	3.00%
Remaining service life (in years)	12	8	16
			January 1, 2011 (Note 1)
	Registered pension plan	Supplemental benefits	Future non-pension benefits
Expected long-term rate on plan assets	6.25%	6.25%	-
Discount rate, beginning of year	6.50%	6.50%	6.50%
Discount rate, end of year	5.50%	5.50%	5.50%
Assumed rate of compensation increase	3.00%	3.00%	3.00%
Remaining service life (in years)	13	8	16

# The College of Family Physicians of Canada

Notes to the financial statements

December 31, 2012 and 2011

## 7. Employee future benefits and employee future non-pension benefits (continued)

	Registered pension plan	Supplemental benefits	Future non-pension benefits	December 31, 2012
	\$	\$	\$	\$
Accrued benefit obligation, January 1	5,140,800	2,859,700	3,886,800	11,887,300
Service cost	231,000	178,700	291,400	701,100
Past service costs	1,097,400			1,097,400
Interest cost	288,200	101,400	187,400	577,000
Benefits paid	(127,600)	(1,731,226)	(29,200)	(1,888,026)
Transfer from defined contribution plan	95,300	-	-	95,300
Actuarial loss	987,600	(144,274)	380,300	1,223,626
Accrued benefit obligation, December 31	7,712,700	1,264,300	4,716,700	13,693,700
Fair value of assets, end of year	4,477,700	-	-	4,477,700
Plan deficit	(3,235,000)	(1,264,300)	(4,716,700)	(9,216,000)
Balance of unamortized amounts				
Past service cost	997,600	783,900	1,612,400	3,393,900
Net actuarial loss/gain	3,289,600	(3,974)	1,433,800	4,719,426
Employee future benefits liability, December 31	1,052,200	(484,374)	(1,670,500)	(1,102,674)

	Registered pension plan	Supplemental benefits	Future non-pension benefits	December 31, 2011 (Note 1)
	\$	\$	\$	\$
Accrued benefit obligation, January 1	3,422,600	2,485,600	2,882,900	8,791,100
Service cost	125,700	156,500	213,300	495,500
Interest cost	192,500	145,300	169,500	507,300
Benefits paid	(94,900)	-	(30,200)	(125,100)
Actuarial loss	1,494,900	72,300	651,300	2,218,500
Accrued benefit obligation, December 31	5,140,800	2,859,700	3,886,800	11,887,300
Fair value of assets, end of year	3,902,800	-	-	3,902,800
Plan deficit	(1,238,000)	(2,859,700)	(3,886,800)	(7,984,500)
Balance of unamortized amounts				
Transitional obligations	-	-	1,791,600	1,791,600
Net actuarial loss/gain	2,556,400	910,000	1,097,800	4,564,200
Employee future benefits liability, December 31	1,318,400	(1,949,700)	(997,400)	(1,628,700)

# The College of Family Physicians of Canada

## Notes to the financial statements

December 31, 2012 and 2011

### 7. Employee future benefits and employee future non-pension benefits (continued)

	Registered pension plan	Supplemental benefits	Future non-pension benefits	January 1, 2011 (Note 1)
	\$	\$	\$	\$
Accrued benefit obligation	3,726,844	-	(455,000)	3,271,844
Fair value of assets	(3,422,644)	(2,485,600)	-	(5,908,244)
Plan deficit	304,200	(2,485,600)	(455,000)	(2,636,400)
Balance of unamortized amounts				
Net actuarial loss/gain	818,200	921,900	-	1,740,100
Employee future benefits liability	1,122,400	(1,563,700)	(455,000)	(896,300)

The expense recognized in the statement of revenue and expenses for the year ended December 31, 2012 for the defined benefit pension plan was \$306,248 (December 31, 2011 - \$311,569; January 1, 2011 - \$349,592) for the defined contribution plan was \$282,407 (December 31, 2011 - \$251,850; January 1, 2011 - \$225,341) and for the supplemental benefits was \$1,731,226 (December 31, 2011 - \$616,265; January 1, 2011 - \$138,712).

### 8. Lease commitments

Future minimum rental payments, including taxes and maintenance charges on office premises and office equipment required under operating leases that have terms in excess of one year, are approximately as follows:

	Office equipment	Office rent, including taxes and maintenance	Total
	\$	\$	\$
2013	47,609	1,655,852	1,703,461
2014	47,609	1,745,337	1,792,946
2015	47,609	1,867,056	1,914,665
2016	47,609	1,960,565	2,008,174
2017	23,805	2,097,819	2,121,624
Thereafter	-	8,654,347	8,654,347
	214,241	17,980,976	18,195,217

### 9. Reserve fund

The reserve fund has been established to provide for unanticipated decreases in revenue or increases in administrative and operating costs of the College and to provide transfer payments to the Chapters.

This fund is administered by the College through the Executive Committee under policies established and approved by the Board of Directors. A portion of the interest earned on the total of the reserve fund, as determined by the Executive Committee, is provided to the Chapters as transfer payments.

# The College of Family Physicians of Canada

Notes to the financial statements

December 31, 2012 and 2011

## 9. Reserve fund (continued)

	2012	2011
	\$	\$
Balance, January 1	14,648,522	12,943,919
Transfer from		
Unrestricted fund		
Exam reserve	160,500	141,525
Wonca reserve	2,900	17,600
Board retreat	-	30,000
Excess of revenues over expenses	885,098	1,290,313
Interest income	420,416	463,273
Unrealized gain on investments	398,688	29,620
	<b>1,867,602</b>	<b>1,972,331</b>
Transfer to		
Unrestricted fund		
Exam reserve	(122,576)	(114,544)
Patient education program	(23,439)	3,508
Strategic Planning	(25,186)	-
Strategic Priorities	(20,160)	-
Healthcare Industry Task Force	(5,595)	-
President's Special Project	(3,166)	-
Governance Review Committee	(5,624)	-
CFP Funding for SpaceMaster (amortization)	(1,971)	-
Corp Affairs - Renovation amortization	(114,521)	-
Succession Planning	(471,424)	-
Disbursement to Chapters	(220,400)	(156,692)
	<b>(1,014,062)</b>	<b>(267,728)</b>
Net transfer from unrestricted fund	<b>853,540</b>	<b>1,704,603</b>
Balance, December 31	<b>15,502,062</b>	<b>14,648,522</b>



# The College of Family Physicians of Canada

## Notes to the financial statements

December 31, 2012 and 2011

### 10. Change in non-cash operating working capital

	2012	2011
	\$	\$
Accounts receivable	(991,554)	(319,824)
Accrued interest receivable	13,883	9,761
Prepaid expenses and other current assets	102,680	(228,903)
Accounts payable and accrued liabilities	1,291,199	458,451
Funds held in trust for Alberta Chapter	101	127
Funds held in trust for Manitoba Chapter	867	1,083
Funds held in trust for Nova Scotia Chapter	179	224
Funds held in trust for the New Brunswick Chapter	2,557	3,189
Funds held for external projects	21,793	(178,128)
Deferred revenue	821,231	1,938,730
	<b>1,262,936</b>	<b>1,684,710</b>

### 11. Accounts payable and accrued liabilities

Accounts payable and accrued liabilities include \$25,854 (December 31, 2011 - \$142,021; January 1, 2011 - \$63,291) with respect to government remittances.

### 12. Contingencies and guarantees

The College is exposed through various programs to possible litigations matters. Although the College is not currently involved in any new litigation, adequate provision has been provided for these matters and accordingly their ultimate disposition is not expected to have a material effect on its operations or financial position.

- The College has provided indemnities under lease agreements for the use of various operating facilities. Under the terms of these agreements, the College agrees to indemnify the counterparties for various items including, but not limited to, all liabilities, loss, suits, and damages arising during, on or after the term of the agreement. The maximum amount of any potential future payment cannot be reasonably estimated.
- Indemnity has been provided to all directors and/or officers, employees, volunteers or members of any duly constituted committee of the College for various items including, but not limited to, all costs to settle suits or actions due to association with the College, subject to certain restrictions. The College has purchased directors' and officers' liability insurance to mitigate the cost of any potential future suits or actions. The term of the indemnification is not explicitly defined, but is limited to the period over which the indemnified party served as a director, officer, employee, volunteer or member of any committee of the College. The maximum amount of any potential future payment cannot be reasonably determined.
- In the normal course of business, the College has entered into agreements that include indemnities in favor of third parties, marketing agreements, confidentiality agreements, engagement letters with advisors and consultants, outsourcing agreements, leasing contracts, information technology agreements and service agreements. These indemnification agreements may require the College to compensate counterparties for losses incurred by the counterparties as a result of breaches in representation and regulations or as a result of litigation claims or statutory sanctions that may be suffered by the counterparty as a consequence of the transaction. The terms of these indemnities are not explicitly defined and the maximum amount of any potential reimbursement cannot be reasonably estimated.

# The College of Family Physicians of Canada

Notes to the financial statements

December 31, 2012 and 2011

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## 12. Contingencies and guarantees (continued)

The nature of these indemnification agreements prevents the College from making a reasonable estimate of the maximum exposure due to the difficulties in assessing the amount of liability which stems from the unpredictability of future events and the unlimited coverage offered to counterparties. Historically, the College has not made any significant payments under such of similar indemnification agreements and therefore no amount has been accrued in the financial statements with respect to these agreements.

## 13. Related party transactions

The College has significant influence over the operations of the Research and Education Foundation of the College of Family Physicians of Canada ("REF") as both entities share common board members. The REF was established to raise and maintain funds to support and promote the activities/awards programs of both the College and the REF. The REF is a not-for-profit organization and is a registered charity under the Income Tax Act.

The REF has representation on the College's Board of Directors and has an economic interest in the College, as the College provides funds to support the operational activities of the REF.

During the year the College received \$Nil (2011 - \$23,047) for the Award recipients' FMF registration fees and contributed \$57,447 towards the Awards program costs. In addition, the College paid for the REF Operating expenses in the amount of \$400,354 (2011 - \$337,285) and received \$Nil (2011 - \$51,928) holdback based on REF donations.

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# The College of Family Physicians of Canada

## Schedule of expenses

years ended December 31, 2012 and 2011

	Salaries and benefits	Operating	Committee	2012 Total	Salaries and benefits	Operating	Committee	2011 Total
	\$	\$	\$	\$	\$	\$	\$	\$
Examinations	716,619	2,639,000	222,037	3,577,656	530,868	2,455,927	195,684	3,182,479
Meetings division - ASA	493,922	2,718,478	68,351	3,280,751	462,719	2,135,607	38,381	2,636,707
Corporate Affairs	2,276,143	813,577	-	3,089,720	-	-	-	-
Continuing medical education/Continuing professional development	1,510,114	1,092,697	130,419	2,733,230	1,413,188	1,137,367	83,404	2,633,959
Executive	1,242,224	915,752	516,342	2,674,318	1,448,219	584,310	443,047	2,475,576
Research - CPCSSN	1,698,511	501,158	137,062	2,336,731	1,407,004	882,044	-	2,289,048
CFP and other publications	942,301	1,024,039	15,198	1,981,538	916,562	1,092,546	10,176	2,019,284
Membership and professional affairs	649,813	1,021,376	206,878	1,878,067	922,836	1,140,249	132,629	2,195,714
Finance	889,532	312,626	10,242	1,212,400	1,260,816	683,412	8,138	1,952,366
Information technology and website communications	846,628	926,500	-	1,773,128	719,011	896,801	-	1,615,812
Undergraduate and postgraduate education	654,796	623,245	309,909	1,587,950	504,294	377,299	428,903	1,310,496
Research	800,224	400,873	85,178	1,286,275	608,326	363,894	26,961	999,181
Health policy and government relations	554,204	161,124	96,420	811,748	561,718	141,459	51,609	754,786
Communications	503,010	241,998	-	745,008	474,935	158,230	-	633,165
Certification and evaluation	313,608	236,084	46,399	596,091	224,904	193,775	41,979	460,658
Special interest focused practice (SIFP)	275,204	23,414	200,403	499,021	279,502	12,331	163,565	455,398
Research and Education Foundation (REF)	282,082	108,744	9,528	400,354	217,030	110,814	9,441	337,285
Alternative route to certification	69,447	147,448	-	216,895	70,173	132,047	-	202,220
Research - CPCSSN - NC	73,430	46,295	-	119,725	84,742	63,502	-	148,244
Research - CPCSSN - HSU	2,289	36,750	-	39,039	-	-	-	-
Meetings division - Other meetings	157,613	22,360	-	179,973	60,532	11,832	-	72,364
	<b>14,951,714</b>	<b>14,013,538</b>	<b>2,054,366</b>	<b>31,019,618</b>	<b>12,167,379</b>	<b>12,573,446</b>	<b>1,633,917</b>	<b>26,374,742</b>

The accompanying notes to the financial statements are an integral part of this financial statement.

## 2014 and 2015 CFPC Membership Fees

Membership Type	2013	2014	2015
Active	\$712	\$726	\$741
Active 1st Year	\$356	\$363	\$370
Affiliate Specialist	\$433	\$442	\$451
Out of country (with CFP)	\$456	\$465	\$474
Out of country (without CFP)	\$356	\$365	\$374
Senior	\$356	\$363	\$370
Sustaining	\$356	\$363	\$370
Students	\$0	\$0	\$0
Residents 1st year	\$0	\$0	\$0
Residents 2nd year	\$56	\$57	\$58
Residents 3rd year	\$56	\$57	\$58
Life	\$0	\$0	\$0
Retired	\$0	\$0	\$0
Honorary	\$0	\$0	\$0
Associate	\$84	\$86	\$88



# 2012 Financial Statements Summary

# 2012 and 2011 Comparative Statement of Financial Position

<b>Assets</b>	<b>2012</b>	<b>2011</b>
Current Assets	\$ 7,924,183	\$ 11,108,673
Long-Term Investments	18,570,766	15,541,869
Capital Assets	3,781,950	1,160,916
<b>Total</b>	<b>\$30,276,899</b>	<b>\$27,811,458</b>
<b>Liabilities</b>		
Current Liabilities	\$ 13,530,845	\$ 11,392,918
Accrued Post-Retirement Benefits	1,102,674	1,628,700*
Member's Equity	15,643,380	14,789,840*
<b>Total</b>	<b>\$30,276,899</b>	<b>\$27,811,458</b>

\* Restated to comply with the CICA guidelines due to the new Not For Profit Corporations Act

# CFPC Cash and Investments As at December 2012

## Cash and Fixed Income

Cash (Current Assets)	\$858,913	
Restricted Cash - External Projects (Current Assets)	<u>112,439</u>	\$971,262
Scotia Investments – Term Deposits (Current Assets)		4,500,000
Scotia Investments Fixed Income at Market Value (Long Term Investments)		* <u>13,216,558</u>

## Total Cash and Fixed Income

**\$18,687,820**

## Equity Portfolio

Scotia Investments Equity Portfolio at Market value \* 5,354,198

## Total Equity Portfolio

**5,354,198**

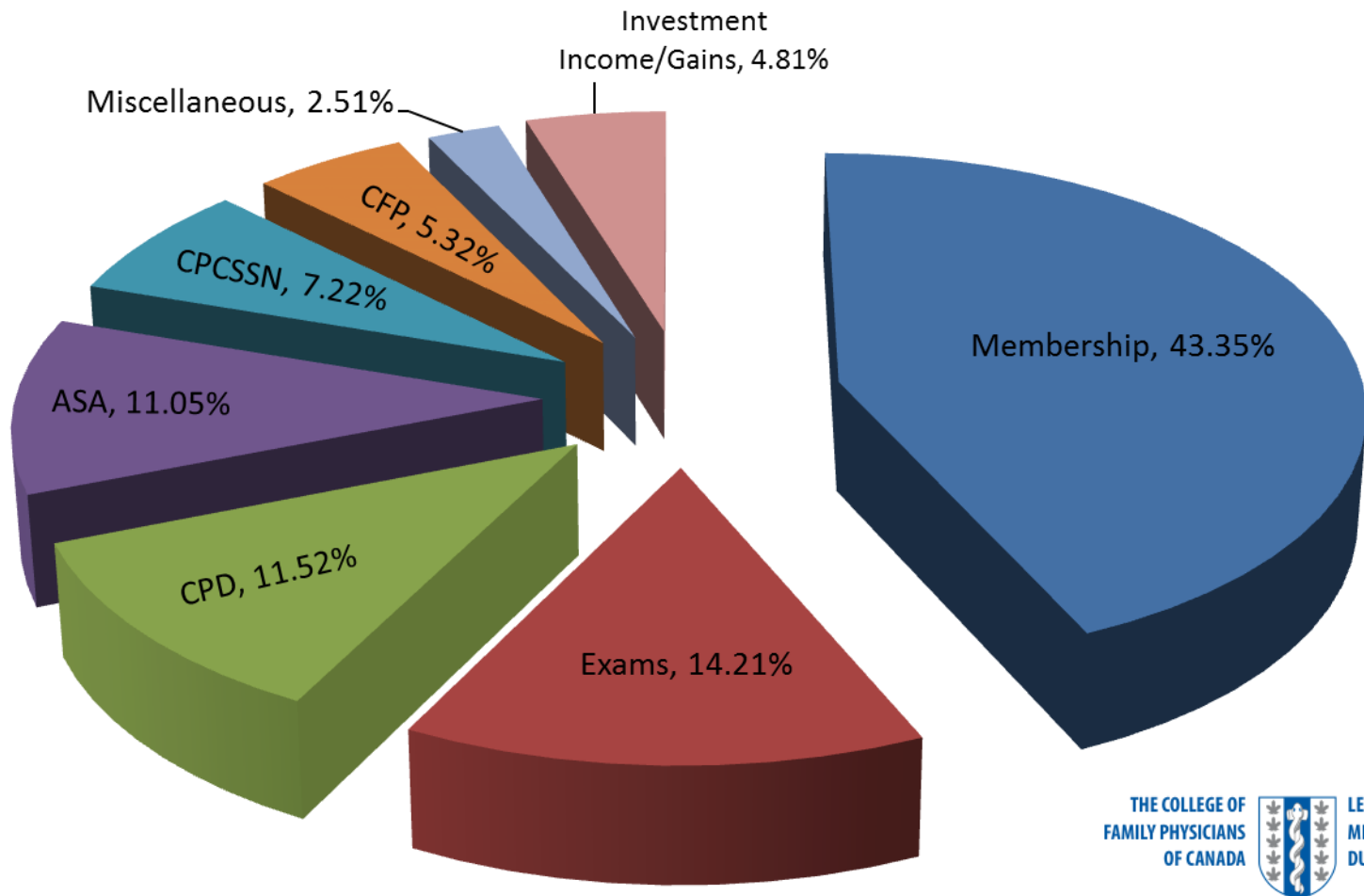
## Total Investments

**\$24,042,018**

\* Adds to \$18,570,766 (Total Long Term Investments)

# 2012 Revenues by Classification

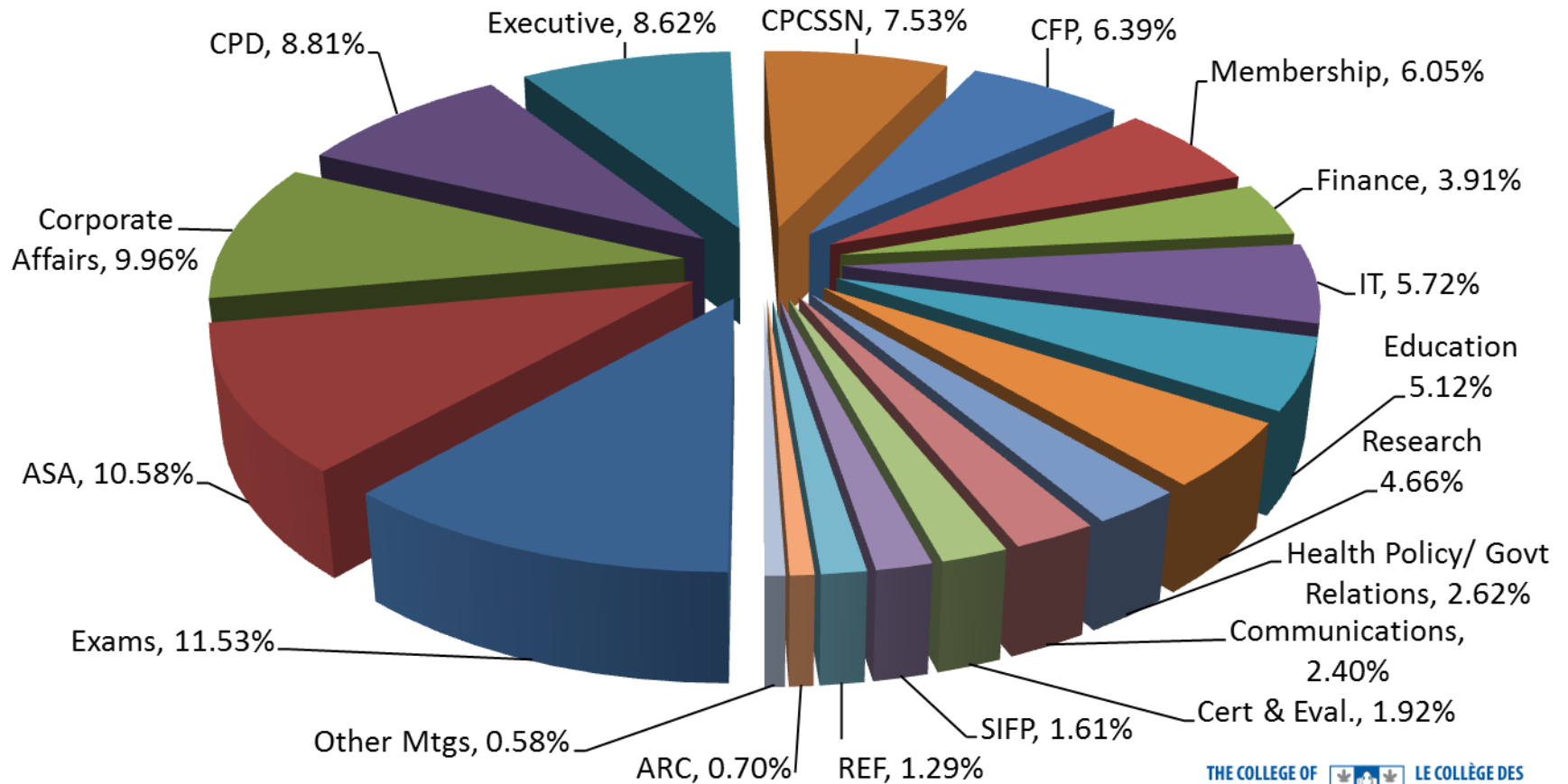
## \$31,873,158





# 2012 Expenditures by Program

## \$31,019,618



# 2012 Auditors Report

Both the Audited Financial Statements for the CFPC and for the Employee's Pension Plan received an unqualified (clean) audit report from Deloitte & Touche, our external auditors.

Canada Not-for-profit Corporations Act (NFP Act)

Form 4031

Articles of Continuance (transition)

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

<b>1</b>	<b>Current name of the corporation</b>
The College of Family Physicians of Canada / Le collège des médecins de famille du Canada	
<b>2</b>	<b>If a change of name is requested, indicate proposed corporate name</b>
<b>3</b>	<b>Corporation number</b>
0 3 6 1 0 4 5 7	<b>4</b> <b>The province or territory in Canada where the registered office is situated</b>
	Ontario
<b>5</b>	<b>Minimum and maximum number of directors (for a fixed number. indicate the same number in both boxes)</b>
12	45
Minimum number	Maximum number
<b>6</b>	<b>Statement of the purpose of the corporation</b>
See Schedule 1 attached	
<b>7</b>	<b>Restrictions on the activities that the corporation may carry on, if any</b>
None	

Form 4031  
Articles of Continuance (transition)

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

See Schedule 2 attached.

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

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

**10** Additional provisions, if any

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

**11** Declaration

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

Signature \_\_\_\_\_

Print name \_\_\_\_\_

Phone number (    ) \_\_\_\_\_

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

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

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

The purpose of the Corporation is:

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

### **Schedule 2: Classes of membership**

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

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

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

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

- (7) Associate Members
- (8) Honorary Members
- (9) Public Members
- (10) StudentMembers

PROPOSED By-laws for Member approval at the Annual General Meeting November 7, 2013.



**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 and reporting to the Board and whose Chair is a Board Director.

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

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

#### **INTERPRETATION AND BY-LAW PUBLICATION LANGUAGES**

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

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

#### **GENERAL PROVISIONS**

**1.24 Head Office.** The Registered office of the College shall be located in Ontario.

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

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

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

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

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

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

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

## **BY-LAWS/AMENDMENTS**

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

**1.33 Special Resolution.** Special resolutions apply to the following, as outlined in the Act: change the Corporation's name; change of the province in which the Corporation's registered office is situated; add, change, or remove any restriction on the activities that the Corporation may carry on; create a new class or group of Members; change a condition required for being a Member; change the designation of any class or group of Members or add, change, or remove any rights and conditions of any such class or group; divide any class or group of Members into two or more classes or groups and fix the rights and conditions of each class or group; add, change, or remove a provision respecting the transfer of a membership; increase or decrease the number of—or the minimum or maximum number of—Directors fixed by the Articles; change the statement of the purpose of the Corporation; change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation; change the manner of giving notice to Members entitled to vote at a Meeting of Members; change the method of voting by Members not in attendance at a Meeting of Members; or add, change, or remove any other provision that is required by the Act to be set out in the Articles.

**1.34 Amendments by the Membership.** Any ten (10) or more voting Members in good standing may propose, in writing, an amendment to the By-laws by submitting

the same to the Executive Director at least sixty (60) days prior to the meeting of the Members at which the same is to be considered.

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

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

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



## SECTION TWO

### AFFAIRS OF THE CORPORATION

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

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

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

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

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

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

## **SECTION THREE CHAPTERS**

**3.1 Establishment/Approval of a Chapter.** A Chapter may only be established with the approval of the National Board.

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

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

**3.4 Chapter Membership.** College Members in the following classes shall be Members of both the National College and the Chapter in the area in which they reside and/or practise: Active, Resident, Retired, Senior, Student, Sustaining; Chapter membership shall be optional for Members in the following classes: Affiliate Specialist, Associate, Honorary, Public.

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

## SECTION FOUR BOARD OF DIRECTORS

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

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

**4.3 Election of Directors in Rotation.** Board Directors shall assume the duties of their position immediately following election at the Annual Meeting for a term of three (3) years, renewable once. In the manner set out in section 5.5, medical students and family medicine residents shall serve shorter terms to align with their training programs.

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

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

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

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

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

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

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

- a) Submit to the Members any question or matter requiring approval of the Members
- b) Fill a vacancy among the Directors or in the office of Public Accountant, or appoint additional Directors

- c) Issue debt obligations except as authorized by the Board
- d) Approve any annual financial statements
- e) Adopt, amend or repeal By-laws
- f) Establish contributions to be made or dues to be paid by Members.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

**4.25 Attendance.** Without good cause for his or her absence, each Director shall be required to attend all Board Meetings.

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

## SECTION FIVE ELECTION OF DIRECTORS

**5.1 Elections at the Annual Meeting.** Elections shall be held at the Annual Meeting for Directors and Officers as set out in these By-laws.

**5.2 Nominations by the Nominating Committee.** The Nominating Committee shall circulate a slate of nominations of candidates to fill all vacancies of elected Board Directors to the Members at least ninety (90) days prior to the Annual Meeting.

**5.3 Number of Nominations.** Nominations will cover all vacancies in the following Board Director positions: twenty-two (22) positions nominated by Chapters, eight (8) positions nominated by Section Councils, four (4) Executive Committee positions (the President and Past-President are acclaimed), three (3) Public Directors, and one (1) position nominated by the Chairs of Family Medicine.

**5.4 Member Nominations.** Nominations for vacancies nominated by Chapters may also be made by a group of not less than five (5) Members from a Chapter where the vacancy on the Board exists. To be rendered valid, each nomination must be made on the form prescribed from time to time by the Nominating Committee and obtainable from the Executive Office, and shall show the name and address of the nominee, the Chapter in which the nominee resides, the nominee's signed consent to act if elected, and the signatures and addresses of the nominators. Each completed nomination form must be received by the Executive Office within forty (40) days of the date of sending of the nomination details pursuant to Article 5.2, and for greater certainty, may be delivered by personal delivery, courier, regular mail, facsimile, or electronic means including by email. Additional nominations shall not be permitted from the floor of the Annual Meeting.

**5.5 Term for Board Directors.** Board Directors shall assume the duties of their positions immediately following election at the Annual Meeting for a term of three (3) years, renewable once, with the exception of medical students and residents, whose terms shall be shorter to align with their training programs. The two (2) medical student Directors and the three (3) medical resident Directors may be elected as additional Directors by the Directors between Annual Meetings pursuant to the Articles and these By-laws, to fill all positions on the Board.

**5.6 No Nominations Received from Members.** If for one (1) or more Board vacancies, no nominations have been received from the Members prior to the

convening of the Annual Meeting of Members, the nominee(s) of the Nominating Committee shall be elected.

**5.7 Poll of Members.** Any position for which there is more than one nomination shall be decided by poll of all Members present at the Annual Meeting who are eligible to vote.

**5.8 Successful Candidate.** The successful candidate shall be the one receiving the most votes.

**5.9 Conduct of Elections.** All matters relating to the conduct and administration of elections including the appointment of scrutineers and the counting of ballots shall be governed by regulations established by resolution of the Board and administered by the Honorary Secretary Treasurer.



## SECTION SIX OFFICERS

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

**6.2 Chair of the Board.** The Board may assign to the Chair any of the powers and duties that are by any provisions of this By-law assigned to the Executive Director or to the President. The Chair shall have such other powers and duties as the Board may specify and may be designated as a spokesperson for the College.

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

**6.4 Past President.** The Past President shall be a designated spokesperson for the College and chair the Nominating Committee.

**6.5 President Elect.** The President Elect shall be a designated spokesperson for the College. In the absence or disability of the President the President Elect shall perform the duties of the President. In the absence or disability of the Honorary Secretary Treasurer, the President Elect shall perform the duties of this Officer. The President Elect shall chair the Committee on By-laws.

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

**6.7 Executive Director.** The Board may from time to time also appoint an Executive Director. If appointed, the Executive Director shall be the Chief Executive Officer and, subject to the authority of the Board, shall have general supervision of the activities and affairs of the Corporation and such other powers and duties as the Board may specify.

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

**6.9 Terms of Executive Committee Positions.** Directors shall be elected for a term of three (3) years, renewable once for an additional three (3) years, at an annual Meeting of Members. This will apply to all Directors except the Executive Committee positions (Past President, President, President Elect, Honorary Secretary Treasurer and Member at Large (1-year term) are all one- (1)-year terms and the Member at Large (3-year term) is a three- (3)-year term).

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

## **SECTION SEVEN COLLEGE COMMITTEES**

**7.1 Executive Committee.** The Corporation shall have an Executive Committee comprised of the Past President; the President; the President Elect; the Honorary Secretary Treasurer; a Member at Large who shall serve on the Executive Committee for a one- (1)-year term; a Member at Large who shall serve a three- (3)-year term; and the Executive Director, who shall be non-voting.

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

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

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

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

## SECTION EIGHT

### INDEMNIFICATION: PROTECTION OF DIRECTORS, OFFICERS, AND OTHERS

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

- a) The acts, omissions, failures, neglects, or defaults of any other Director, Officer, or employee
- b) Any loss, damage, or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation
- c) The insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested
- d) Any loss, damage, or expense arising from the bankruptcy, insolvency, or tortious acts of any person with whom any of the moneys, securities, or effects of the Corporation shall be deposited
- e) Any loss, damage, or expense arising from any error of judgment or oversight on the part of such Director or Officer
- f) Any other loss, damage, or expense arising from the execution of the duties of office or in relation thereto

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

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

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

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

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

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

## **SECTION NINE MEMBERSHIP**

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

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

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

- a) Successfully completed residency training accredited by the Corporation **and** successfully completed the College's Certification Examination in Family Medicine or an approved equivalent  
**OR**
- b) Met the College's criteria for practice eligible candidates as determined by the Board  
**OR**
- c) Successfully completed discipline-specific training in family medicine in a jurisdiction other than Canada that has been approved by the College as comparable to accredited Canadian training in family medicine and who currently hold certification in good standing in family medicine or the equivalent qualification from a jurisdiction other than Canada which has been judged by the College to be comparable to Certification in the College of Family Physicians of Canada ("CCFP").

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

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

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

**9.6 Membership Classes.** There shall be two general classes of College Membership as determined by the Board: a class of Voting Membership and a class of Non-Voting Membership. Voting Members are entitled to vote at the College's Annual Meeting. All Members, whether voting or non-voting, may participate on, vote on, and chair College Committees.

**9.7 Voting Members.** The following Member classes are Voting Members:

- a) An Active Member shall be a licensed physician in good standing, engaged in the practice of family medicine; who pays annual fees as set by the Board, fulfills CPD requirements, and belongs to both the College and a Chapter. (Some exceptions regarding Chapter membership exist, as outlined in Board policy.)
- b) An Affiliate Specialist Member shall be a licensed physician in good standing whose primary practice is a specialty other than family medicine and who holds Certification from the Royal College of Physicians and Surgeons of Canada or another certifying body recognized by the College; who pays annual fees set by the Board and fulfills CPD requirements, and who may or may not choose to belong to a Chapter in addition to belonging to the College.
- c) A Resident Member shall be a physician enrolled as a resident in an approved postgraduate training program in family medicine; or is a physician who was previously a Member of the College and is now enrolled as a resident in an approved postgraduate training program in a medical discipline other than family medicine; who pays an annual fee as set by the Board, fulfills CPD requirements, and belongs to both the College and a Chapter.
- d) A Retired Member shall be a physician who is no longer actively engaged in providing medical care to patients or actively involved in any other medical or medically related field of endeavour; who does not pay an annual fee, is not required to fulfill CPD requirements, and belongs to both the College and a Chapter.
- e) A Senior Member shall be a licensed physician in good standing, aged 65 or older, who is actively engaged in providing medical care to patients, or who is active in another medical or medically related field of endeavour; who pays an

annual fee as set by the Board, fulfills CPD requirements as set by the Board, and belongs to both the College and a Chapter.

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

**9.8 Non-Voting Members.** Notwithstanding any other privileges, National Board Directors have the privilege to vote at the annual Meeting.

The following classes of membership are Non-Voting Members:

- a) The class of Associate Member shall include other health professionals or others who work in collaboration with family physicians in clinical practice or academic departments of family medicine; who pay an annual fee as determined by the Board, and do not fulfill CPD requirements. An Associate Member may choose whether or not he or she wishes to become a Member of the Chapter in his/her province in addition to being a Member of the College.
- b) An Honorary Member shall be an individual of distinction, not a family physician in Canada, who has made an outstanding contribution to the discipline of family medicine, or the College of Family Physicians of Canada, or the health and well-being of the population in and outside of Canada. An Honorary Member is not required to pay annual fees or fulfill CPD requirements, and may choose whether or not to be a Member of the Chapter in his or her province in addition to being a Member of the College.
- c) A Public Member shall be a Member of the public with a role on the CFPC Board and/or its Committees; who does not pay annual fees or fulfill CPD requirements, and who may or may not choose to become a Member of the Chapter in his or her province in addition to being a Member of the College.
- d) A Student Member shall be an individual enrolled in a Canadian university faculty of medicine undergraduate program leading to the MD degree who formally indicates an interest in College membership; pays an annual fee as determined by the Board, and is not required to fulfill CPD requirements. Student Members belong to both the College and a Chapter.

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



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

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

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

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

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

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

## **SECTION TEN MEETINGS OF MEMBERS**

**10.1 Annual Meetings.** Subject to the Act, the Board shall call an Annual Meeting of Members a) not later than eighteen (18) months after the Corporation comes into existence, and b) subsequently, not later than fifteen (15) months after holding the last preceding Annual Meeting of Members but no later than six (6) months after the end of the Corporation's preceding financial year. The Annual Meeting of Members shall be held for the purpose of considering the financial statements and reports, electing Directors and Officers, appointing a Public Accountant, receiving Executive Committee Reports, and for the transaction of such other business as may properly be brought before the Meeting of Members.

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

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

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

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

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

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

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

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

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

Meeting of Members. If a quorum is not present at the opening of any Meeting of Members, the Members present may adjourn the Meeting of Members to a fixed time and place but may not transact any other business.

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

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

- a) A proxy is valid only at the Meeting of Members in respect of which it is given or at a continuation of such Meeting of Members after an adjournment
- b) A Member may revoke a proxy by depositing a proxy form in writing executed or, in Quebec, signed by the Member or by their agent or mandatary:
  - (i) At the registered office of the Corporation no later than the last business day preceding the day of the Meeting of Members at which the proxy is to be used, or the day of the continuation of such Meeting of Members after an adjournment of such Meeting of Members
  - OR**
  - (ii) With the chair of the Meeting of Members on the day of the Meeting of Members or the day of the continuation of such Meeting of Members after an adjournment of such Meeting of Members
  - AND**
- c) A proxyholder or an alternate proxyholder has the same rights as the Member by whom they were appointed, including the right to speak at a Meeting of Members in respect of any matter, to vote by way of ballot at the Meeting of Members, to demand a ballot at the Meeting of Members and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one Member, to vote at the Meeting of Members by way of a show of hands.

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

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

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

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

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

## SECTION ELEVEN NOTICES

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

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

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

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

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

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

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

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



**SECTION TWELVE  
EFFECTIVE DATE AND REPEAL**

**12.1 Effective Date.** This By-law shall come into force when made by the Board in accordance with the Act.

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

This By-law was made by the Directors of the Corporation on August 28, 2013 and was confirmed without variation by the Members of the Corporation on November 7, 2013.

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Honorary Secretary Treasurer

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Canada Not-for-profit Corporations Act (NFP Act)

Form 4031

Articles of Continuance (transition)

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

<b>1</b>	<b>Current name of the corporation</b>
The College of Family Physicians of Canada / Le collège des médecins de famille du Canada	
<b>2</b>	<b>If a change of name is requested, indicate proposed corporate name</b>
<b>3</b>	<b>Corporation number</b>
0 3 6 1 0 4 5 7	<b>4</b> <b>The province or territory in Canada where the registered office is situated</b>
	Ontario
<b>5</b>	<b>Minimum and maximum number of directors (for a fixed number. indicate the same number in both boxes)</b>
12	45
Minimum number	Maximum number
<b>6</b>	<b>Statement of the purpose of the corporation</b>
See Schedule 1 attached	
<b>7</b>	<b>Restrictions on the activities that the corporation may carry on, if any</b>
None	

Form 4031  
Articles of Continuance (transition)

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

See Schedule 2 attached.

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

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

**10** Additional provisions, if any

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

**11** Declaration

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

Signature \_\_\_\_\_

Print name \_\_\_\_\_

Phone number ( ) \_\_\_\_\_

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

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

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

The purpose of the Corporation is:

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

### **Schedule 2: Classes of membership**

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

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

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

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

- (7) Associate Members
- (8) Honorary Members
- (9) Public Members
- (10) StudentMembers