

THE COLLEGE OF  
FAMILY PHYSICIANS  
OF CANADA



LE COLLÈGE DES  
MÉDECINS DE FAMILLE  
DU CANADA

## Proposed amendments to College of Family Physicians of Canada™ (CFPC) By-law No. 1 and Articles of the Corporation

**Date:** October 1, 2022

**To:** All members of the College of Family Physicians of Canada™ (CFPC)

**From:** Brady Bouchard, MBBS, CCFP, CISAM  
Chair, CFPC Board of Directors

The amendments **relate to:**

**1. Updating member classes** – If members approve agenda Item 5, the proposed four member classes by Special Resolution\* at the November 2<sup>nd</sup>, 2022, Annual Meeting of Members, then they will be asked to approve the related amendments to By-Law No. 1, by Special Resolution.

[See details for recommended changes to member classes.](#)

[See the Memo to members about the Special Resolution proposed for member classes.](#)

\*A Special Resolution requires approval by two-thirds of voting members attending the Annual Meeting of Members, where a quorum of 50 members exists.

### **2. Updating other sections of By-law No. 1 –**

By-Law No. 1 will also be amended to reflect the following:

- a) Trademarking the CFPC logo (effective January 2022)
- b) Updating the financial year (as approved by members in November 2020)

As a corporation regulated by the Canada Not-for-profit Corporations Act (Act), a special resolution of the members is required to make any amendment to the by-laws regarding member classes (section 197[1], Act), specifically parts (d) creating a new class of members; (e) changing a condition required for being a member; and (f) adding, changing, or removing any rights and conditions of such class.

The Board approved the necessary amendments on September 14, 2022.

If the amendments are confirmed by members, a confirmation date will be inserted and the new By-law No. 1 will be adopted to amend and restate the existing By-law No. 1.

**Special Resolution:**

**The Amendments to By-Law No.1 will be as follows:**

- i) The replacement of the Membership classes in section 3.4 [Chapter Membership] with Practising, Non-Practising, and Learners.
- ii) The deletion of the existing section 9.1 [Members with Mainpro+ program requirements] in its entirety and substituting in its place the following:

**9.1 Practising Member Requirement**

Practising members are required to participate in the Maintenance of Proficiency (Mainpro+®) program as approved by the Board of Directors.

- iii) The deletion of the existing section 9.2 [Non-Member Mainpro+ Participants] in its entirety and substituting in its place the following:

**9.2 Non-Member Mainpro+ Participants**

Non-Member Mainpro+ Participants (NMMP) are non-member physicians who:

- wish to avail themselves of the Maintenance of Proficiency (Mainpro+®) program to meet mandatory CPD requirements of external bodies (e.g., provincial licensing authorities).

NMMPs:

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

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

- iv) The replacement of “In all cases,” with “In the case of Members and Non-Member Mainpro+ Participants” in section 9.3 [Compliance]
- v) The insertion of the words “for CPD” immediately following “submitted” in section 9.4 [Credit Submission]

vi) The insertion of the words “applicable to their class of membership” following “Members shall pay the annual College fee” in section 10.5 [Membership Fees]

vii) The deletion of the existing section 10.6 [Membership Classes] in its entirety and substituting in its place the following:

#### **10.6 Membership Classes**

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

viii) The deletion of the existing section 10.7 [Voting Members] in its entirety and substituting in its place the following:

#### **10.7 Voting Members**

A **Practising member** is:

- A licensed physician in good standing, engaged in the practise of family medicine including patient care, teaching, research, and/or administrative practice including members in their first year of practise; or
- Engaged in a primary practice or specialty other than family medicine who holds certification from the Royal College of Physicians and Surgeons of Canada, or another certifying body recognized by the College.

Practising members are required to:

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

ix) The deletion of the existing section 10.8 [Non-Voting Members] in its entirety and substituting in its place the following:

#### **10.8 Non-Voting Members**

Notwithstanding any other privileges, National Board Directors have the privilege to vote at the annual Meeting.

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

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

Non-Practising members:

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

- b) A **Learner member** is a non-voting member in good standing who is:
- A physician enrolled as a resident in an approved postgraduate training program in family medicine;
  - A physician who was previously a practising family physician of the College and is now enrolled as a resident in an approved postgraduate training program in a medical discipline other than family medicine;
  - An international medical graduate (IMG) who is enrolled in a Canadian provincial ministry of health- and/or university-approved assessment/training program leading to the attainment of a license to practise in Canada; or
  - An individual enrolled in a Canadian university faculty of medicine undergraduate program leading to the MD degree who has an interest in family medicine.

Learner members:

- Are not required to pay annual Corporation or Chapter fees;
- Are not required to fulfill CPD requirements, with the exception of a resident who may voluntarily register CPD; and
- Are members of both the Corporation and a Chapter.

- c) An **Associate member** is a non-voting member in good standing who is:
- A health care professional or other who works in collaboration with family physicians in clinical practice or academic departments of family medicine.

Associate members:

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

- x) The deletion of the existing section 11.11 [Right to Vote] in its entirety and substituting in its place the following:

**11.11 Right to Vote**

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

- xi) The identification of the CFPC logo on the first page of the by-law as listed with the Canadian Intellectual Property Office in effective January 2022;
- xii) The change of the end date of the financial year in paragraph 2.1 from May to February, as approved by Members at the 2020 Meeting of Members;
- xiii) The replacement of the word “six (6)” with “nine (9)” in section 11.1 [Annual Meetings], as approved by Members at the 2020 Meeting of Members.

**And be it further resolved that** any of the officers and directors of the Corporation are hereby authorized and directed for and on behalf of the Corporation to execute and deliver all such documents and to do all such other acts and things as they may determine to be necessary or advisable to give effect to this Resolution.

**Member questions**

College members are invited to review the proposed by-law and submit any questions or comments to Sarah Scott, CFPC Director of Governance and Strategic Planning, at [amm@cfpc.ca](mailto:amm@cfpc.ca) prior to the Annual Meeting of Members on November 2, 2022.