

Ontario College of Family Physicians 2023 ANNUAL MEETING OF MEMBERS

Wednesday September 27, 2023
 8:00 – 9:15 am ET
 Via Zoom Meeting – Details provided upon [registration](#)

AGENDA

8:00 – 8:05	President's Welcoming Remarks & Land Acknowledgement	Dr. Mekalai Kumanan
8:05 – 8:10	Greetings from CFPC President	Dr. Christie Newton
8:10 – 8:25	Report of the President and CEO	Dr. Mekalai Kumanan Ms. Kimberly Moran
8:25 – 8:28	Minutes of the Previous Annual Meeting of Members <ul style="list-style-type: none"> • Motion to approve the 2022 meeting minutes 	Dr. Mekalai Kumanan
8:28 – 8:35	Report of the Secretary-Treasurer and Chair of the Finance Committee <ul style="list-style-type: none"> • Motion to receive the 2022 Audited Financial Statements • Motion to appoint the Auditor for 2023-24 	Dr. Eric Wong
8:38 – 8:50	Report of the Chair of the Governance Committee <ul style="list-style-type: none"> • Motion to set the number of Directors for 2023-24 • Motion to establish Board authority to set the number of Directors • Motion to elect the 2023-2024 slate of Directors • Motion to approve the Articles of Amendment • Motion to approve the Amended By-Law 	Mr. Steven Lewis
8:50 – 9:10	Q&A	Dr. Mekalai Kumanan
9:10 – 9:15	Closing Remarks and Adjournment <ul style="list-style-type: none"> • Motion to adjourn the meeting 	Dr. Mekalai Kumanan

See Schedule A for motions.

Schedule A – List of Motions for the 2023 Annual Members Meeting

Minutes of the 2022 AMM

RESOLVED that the minutes of the Annual Members Meeting held on September 28, 2022 be approved.

Report of the Secretary-Treasurer and Chair of the Finance Committee

Receive the Audited Financial Statements

RESOLVED that the Audited Financial Statements be received by the membership as presented.

Appoint the Auditor for 2023-2024

RESOLVED that Deloitte LLP be re-appointed as the OCFP Auditor for 2023-2024.

Report of the Chair of the Governance Committee

Set the number of Directors

RESOLVED that the number of directors of the OCFP be set at 15.

Elect the Slate of Directors for 2023-2024

RESOLVED that the 2023 - 2024 slate of directors be elected.

Establish Board authority to set the number of Directors between 13 and 16

RESOLVED, as a SPECIAL RESOLUTION, that the power to fix the precise number of directors and the number of directors to be elected at annual meetings of the members, within the minimum and maximum number of directors provided for in the articles as may be amended from time to time, is hereinafter delegated to the directors of the Corporation in accordance with subsection 22(2) of the *Not-for-Profit Corporations Act, 2010*.

Approve the Articles of Amendment

RECITALS:

The *Not-for-Profit Corporations Act, 2010* (Ontario) (the "**Act**") came into force on October 19, 2021, and replaced the *Corporations Act* (Ontario) in governing corporations without share capital.

It is in the best interests of the Corporation to amend its charter documents to bring them into conformity with the Act by filing articles of amendment in the form presented to the members (the "**Articles of Amendment**").

The directors of the Corporation approved the Articles of Amendment, subject to approval by special resolution of the members, on the 21st day of April, 2023.

RESOLVED, as a SPECIAL RESOLUTION, that:

the Articles of Amendment are hereby approved;

any two (2) directors or officers of the Corporation are hereby authorized and directed to sign all documents, including the Articles of Amendment, with such further amendments as they may determine to be necessary, proper, convenient or desirable to comply with the requirements of any governmental authority having jurisdiction, without the need for further approval of the directors or the members of the Corporation, and to do on behalf of the Corporation all things necessary, desirable or useful to carry out and give to effect to this resolution, including the filing of the Articles of Amendment with the Director appointed under the Act; and

the directors may revoke this resolution before it is acted on without further approval of the members.

Approve the Amended By-law

RECITAL:

It is in the best interests of the Corporation to bring its by-law into conformity with the Act by amending and restating its existing By-law No. 1.

The directors of the Corporation amended, restated and approved the existing by-law of the Corporation on the 21st day of April, 2023.

RESOLVED, as a SPECIAL RESOLUTION, that:

the amended and restated By-law No. 1 of the Corporation, in the form approved by the directors and presented to the members, is hereby confirmed as the by-law of the Corporation to be effective as of the date of the certificate of amendment issued by the Government of Ontario further to the Articles of Amendment; and

any two (2) directors or officers of the Corporation are hereby authorized and directed to certify a copy of the amended and restated corporate by-law, as confirmed by the members, and place such certified copy in the minute book of the Corporation.