



The Corporations Act/
Loi sur les corporations

**ARTICLES OF INCORPORATION (without share capital)/
STATUTS CONSTITUTIFS (corporations sans capital-actions)
MANITOBA**

Corporation No.
N° de la corporation

3699804



The Corporations Act /
Loi sur les corporations

CERTIFICATE / CERTIFICAT

**ARTICLES EFFECTIVE /
LES STATUTS PRENNENT EFFET LE**

3 - SEPT./SEPT. 1997

DIRECTOR, CORPORATIONS BRANCH /
DIRECTEUR, DIRECTION DES CORPORATIONS

1-Name of Corporation / Dénomination sociale

THE MANITOBA COLLEGE OF FAMILY PHYSICIANS INC.

2-The address in full of the registered office (include postal code)

Adresse complète du bureau enregistré (inclure le code postal)

3841 Birds Hill Road, East St. Paul, Manitoba R2E 1C2

3-Number (or minimum and maximum number) of directors

Nombre (ou nombre minimal et maximal) d'administrateurs

Minimum -3; maximum -8

4-First directors/Premiers administrateurs

Name in full/Nom complet	Address in full (include postal code)/Adresse complète (inclure le code postal)
Dr. Alan Katz	5-400 Tache Avenue, Winnipeg, MB R2H 3E1
Dr. Kenneth Kliewer	172 Willow Bay, Altona, MB ROG OBO
Dr. Garey Mazowita	345 Oxford Street, Winnipeg, MB R3M 3H9

5-The undertaking of the corporation is restricted to the following /

Les activités de la corporation se limitent à ce qui suit

- (a) to sustain and improve the professional qualifications of members of the medical profession who are engaged in the practice of family medicine in Manitoba;
- (b) to enlighten and direct public opinion in Manitoba in relation to the practice of family medicine;
- (c) to encourage and assist in the provision of a high standard of teaching and training for undergraduate medical students who may become engaged in the practice of family medicine;

(d) to publish and encourage the publication of journals, reports and treatises on matters relating to the practice of family medicine.

6-Other provisions, if any / Autre dispositions, s'il y a lieu

Upon dissolution of the Corporation, after payment of all its debts and liabilities, its remaining property shall be distributed or disposed of to such organization in Canada, stipulated in the special resolution authorizing such dissolution, the undertaking of which is charitable or beneficial to the community.

7-The corporation has no authorized capital and shall be carried on without pecuniary gain to its members, and any profits or other accretions to the corporation shall be used in furthering its undertaking./

La corporation n'a pas de capital autorisé et exercera ses activités sans que ses membres en tirent profit sur le plan pécuniaire; tout bénéfice réalisé par la corporation sera consacré à l'avancement de ses activités.

8-Each first director named herein becomes a member of the corporation upon incorporation./

Chacun des premiers administrateurs nommé dans les présentes devient membre de la corporation à la constitution de celle-ci.

9-Where the undertaking of the corporation is of a social nature, the address in full of the clubhouse or similar premises that the corporation will maintain.

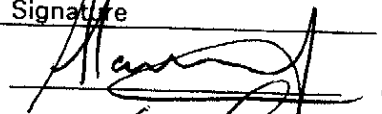
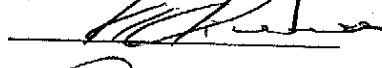
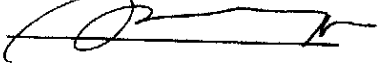
Lorsque les activités de la corporation sont à caractère social, indiquer l'adresse au complet du lieu où elle les poursuivra.

3841 Birds Hill Rd., East St. Paul, Manitoba, R2E 1C2

10-I have satisfied myself that, the proposed name of the corporation is not the same as or similar to the name of any known body corporate, association, partnership, individual or business so as to be likely to confuse or mislead.

Je me suis assuré que la dénomination sociale projetée n'est ni identique ni semblable à la dénomination d'une personne morale, d'une association, d'une société ou d'une entreprise connue ou au nom d'un particulier connu et qu'elle ne saurait prêter à confusion ni induire en erreur.

11-Incorporators/Fondateurs

Name in full/ Nom complet	Address in full (include postal code)/ Adresse complète (inclure le code postal)	Signature/ Signature
Dr. Alan Katz	5-400 Tache Ave., Winnipeg, MB R2H 3E1	
Dr. Ken Kliewer	172 Willow Bay, Altona, MB ROG OBO	
Dr. Garey Mazowita	345 Oxford St., Winnipeg, MB R3M 3H9	

Note: If any First Director named in paragraph 4 is not an Incorporator, a Form 3 "Consent to Act as a First Director" must be attached. State the full civic address in paragraphs 2, 4 and 11 - a P.O. box number alone is not acceptable.
 Remarque: Si l'un des premiers administrateurs nommés à la rubrique 4 n'est pas un fondateur, joindre la formule 3 intitulée "Consentement à agir en qualité de premier administrateur". Indiquer l'adresse complète dans les rubriques 2, 4 et 11; un numéro de case postale seul n'est pas suffisant.

**GENERAL BY-LAWS
OF**

**THE MANITOBA COLLEGE OF FAMILY PHYSICIANS INC.
(the "Corporation")**

ARTICLE I

The Corporation endorses and adheres to the By-Laws of The College of Family Physicians of Canada.

**ARTICLE II
MEMBERSHIP**

Section 2.1 (a) Where used in these by-laws, the term "Member of the Corporation" shall mean a person who is an individual and is referred to as such in clauses (b) and (c) below; and the term "member" shall mean an individual who serves on a Committee of the Corporation.

(b) Each member of The College of Family Physicians of Canada in good standing and residing in the Province of Manitoba ipso facto is a Member of the Corporation.

(c) Any member of The College of Family Physicians of Canada in good standing and residing in areas adjacent to Manitoba where there is no provincial chapter of The College of Family Physicians of Canada, may be admitted by the Executive Committee as a Member of the Corporation.

Section 2.2 Members of the Corporation shall have and be entitled to the following rights and privileges as such:

(a) the right to receive notices of, and to attend and vote at meetings thereof;

(b) eligibility for nomination for, and election to, the Board of Directors, to the Council or as an Officer;

(c) the receipt of any journals, newsletters or other publications of the Corporation.

Section 2.3 Each Member of the Corporation shall be entitled to one (1) vote only at meetings thereof.

ARTICLE III
MEETINGS OF MEMBERS

Section 3.1 Subject to the Manitoba Corporations Act (the "Act") and the Articles of Incorporation, meetings of the Members of the Corporation shall be held at such place in Manitoba on such day in each year as the Executive Committee may from time to time determine.

Section 3.2 Meetings of the Members of the Corporation other than the Annual General Meeting, may be convened by order of the President or the President-Elect or by the Executive Committee at any time and/or any place. 25% of the Members of the Corporation may convene a special general meeting in the same manner as nearly as possible as that by which meetings may be convened by the Executive Committee.

Section 3.3

- (a) A printed, written or typewritten notice stating the day, hour and place of meeting and the information respecting the business to be transacted, as required by the Act, shall be served, either personally or by sending such notice to each Member of the Corporation entitled to vote at such meeting through the post, in a prepaid wrapper or letter, at least thirty (30) days (exclusive of the day of mailing, but inclusive of the day for which notice is given) before the date of every meeting directed to such address as appears on the books of the Corporation, or, if no address be given therein, then to the last address of such Member of the Corporation known to the Secretary. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any Member of the Corporation.
- (b) Where the provisions of these By-laws as to notice have been duly observed, the non-receipt of any notice by any Member of the Corporation shall not invalidate any proceedings or transaction at any meeting or otherwise.
- (c) Any Member of the Corporation may at any time waive any notice required to be given under these By-Laws.

Section 3.4 The accidental omission to give notice of any meeting or the non-receipt of any notice by any Member of the Corporation shall not invalidate any resolution passed or any proceedings taken at any meeting.

Section 3.5 The Chairman may, with the consent of any meeting at which a quorum is present, or shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting

other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Section 3.6 A quorum at any meeting of Members of the Corporation shall be five Members of the Corporation in good standing personally present.

Section 3.7 The voting at general or special meetings of Members of the Corporation shall be by a show of hands, unless a poll is demanded by at least one Member of the Corporation. If a poll is demanded, it shall be taken forthwith without adjournment. In the case of equality of votes, the Chairman shall have a second or casting vote.

ARTICLE IV **ORDER OF BUSINESS**

The order of business for the Annual General Meeting of the Corporation, unless otherwise ordered by the Executive Committee, shall be as follows:

- (a) Calling the meeting to order by the President.
- (b) Acceptance of the minutes of the last Annual General Meeting and any intervening Special General Meetings.
- (c) Business arising out of the minutes.
- (d) Correspondence.
- (e) Annual Report of the Executive Committee and/or Committee Reports.
- (f) Report of the Representative to the Board of Directors of The College of Family Physicians of Canada.
- (g) Resolutions and Referenda: Amendments to the Articles of Incorporation and By-Laws.
- (h) Address of the retiring President.
- (i) Address of the Representative of National Executive.
- (j) Unfinished Business.

- (k) New Business.
- (l) Election of Officers.
- (m) Adjournment.

ARTICLE V
EXECUTIVE COMMITTEE AND ELECTION OF OFFICERS

Section 5.1 The Executive Committee shall be comprised of all the Officers of the Corporation (referred to in Section 5.2).

Section 5.2 Each Officer shall be a Member of the Corporation and shall be:

The Immediate Past President;

The President;

The President-Elect;

The Secretary;

The Honorary Treasurer;

Two (2) Members of the Corporation At-Large, one of whom will be from a rural area;

One (1) Special Member of the Corporation At-Large, who shall be a postgraduate Family Physician registered in the Family Practice Residency Training Program of the University of Manitoba, selected by the Family Practice Residents in the Program.

Section 5.3 The Executive Committee, subject to ratification of the next Annual or Special General Meeting of the members of the Corporation, may create Offices in addition to those set out in Section 5.2 and appoint persons to fill such offices.

Section 5.4 A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business.

Section 5.5 Decisions of the Executive Committee shall be determined by majority vote.

Section 5.6

- (a) At least sixty (60) days prior to the date of the Annual General Meeting, a Nominating Committee consisting of the Immediate Past President, President and President-Elect (the President to be designated as Chairperson) shall consider and submit nominations for the Offices of President-Elect, Secretary, Honorary Treasurer and Members of the Corporation At-Large. Such Committee shall report to the next Annual General Meeting. When the report of the Nominating Committee has been received, other nominations may be made from the floor. Contested elections for Officers shall be by closed ballot.
- (b) Immediately following the conclusion of the Annual General Meeting,
 - (i) the President shall become the Immediate Past President;
 - (ii) The President-Elect shall automatically become President at the installation ceremony, which may take place at the Annual General Meeting or at a special time designated by the Executive Committee; and
 - (iii) all other elected Officers shall assume their respective offices and the duties pertaining to such Offices.

Section 5.7 The Executive Committee, in its discretion, may remove from office any person who is an Officer or a member of a Committee and who misses 3 consecutive meetings at which such person's presence is required.

Section 5.8 Any vacancy occurring among the Officers and/or Committee-members as a result of death, resignation, removal or otherwise, shall be filled by appointment by the Executive Committee, and the persons so appointed shall assume the duties of the office so vacated. If any Officer or Committee-member ceases to be a Member of the Corporation, such person shall be removed from office by the Executive Committee. An Officer or a member of a Committee appointed to fill a vacancy shall hold office for the unexpired term of his/her predecessor.

ARTICLE VI
THE COUNCIL

Section 6.1 The Executive Committee shall designate the following persons to be members of the Council:

The members of the Executive Committee.

The Head of the Department of Family Medicine of the University of Manitoba or the Director of the Family Practice Residency Training Program.

An Observer from the Section of Family Practice of the Manitoba Medical Association.

Committee Chairmen at the invitation of the Chair.

Section 6.2 Only the Officers of the Corporation (as described in Section 3.2), shall be entitled to vote on all matters requiring the decision of the Council.

Section 6.3 The Council shall meet at such times and at such places as determined by the Executive Committee. A majority of the Council shall constitute a quorum.

Section 6.4 The Corporation, in accordance with current Executive Committee policies will reimburse members of the Council and those persons attending meetings at the request of the Chair, for expenses incurred in attending meetings.

ARTICLE VII **DUTIES AND POWERS**

Section 7.1 - Executive Committee

The Executive Committee shall act for the Corporation between Council Meetings, Annual General Meetings and Special Meetings of the Members of the Corporation.

Section 7.2 - The Council

The Council may make recommendations to the Executive Committee, according to the special expertise of the Council-members.

Section 7.3 - The President

The President shall preside at all meetings of the Members of the Corporation and perform all other duties that custom, parliamentary practice and usage may require.

Section 7.4 - President-Elect

The President-Elect shall assist the President in the discharge of his/her duties. In the absence or disability of the President, the President-Elect shall perform the prescribed duties of the President's Office.

Section 7.5 - Secretary

The Secretary shall attend all meetings of the Directors, the Council and the Members of the Corporation and shall record all minutes of such meetings in the Minute Book(s) relative thereto. Any of the duties of the Secretary may, by action of the Executive Committee, be assigned to the Administrator.

Section 7.6 - Honorary Treasurer

The Honorary Treasurer shall cause to be kept adequate and proper accounts of the funds of the Corporation. The Honorary Treasurer shall deposit, or cause to be deposited, all funds and other valuables in the name and to the credit of the Corporation with such depositories as may be approved by the Executive Committee. The Honorary Treasurer shall disburse the funds of the Corporation as may be ordered by the Executive Committee. The Honorary Treasurer shall render to the Executive Committee, annually and whenever it may request it, an account of all his/her transactions and of the financial position of the Corporation. Such officer shall hand such accounts to his/her successor together with the money, books and other properties belonging to the Corporation in his/her possession or under his/her control. Any of the duties of the Honorary Treasurer may, by the action of the Executive Committee, be assigned to the Administrator.

Section 7.7 - Signing Officers

The Signing Officers for the Corporation shall be any two (2) of the President, President-Elect, Honorary Treasurer and an employee of the Corporation so designated by the Executive Committee.

Section 7.8 - Administrator

An Administrator may be appointed for such term and at such remuneration as fixed by the Executive Committee in its discretion. If so appointed, such person will be responsible to the Executive Committee. Such person may be a full time or part time employee of the Corporation as decided upon by the Executive Committee. Such person shall carry out the duties assigned by the Executive Committee. Such person shall attend all meetings of the Executive Committee and the Council, the Annual General Meeting and all Special General Meetings, but shall not have any vote thereat. Such person shall keep, or cause to be kept, an accurate record of the Minutes and transactions of the Executive Committee, the Board, the Annual General Meeting and all Special General Meetings. Such person shall supervise all employees and agents of the Corporation and have such other duties as may be prescribed by the Executive Committee and these By-Laws.

ARTICLE VIII
TERMS OF OFFICE

Section 8.1 Unless otherwise stated herein, the term of office for each Officer, Committee Chairperson and member of a Committee shall be for one year.

ARTICLE IX
FUNCTIONS OF COMMITTEES (other than the Executive Committee)

Section 9.1 - Nominating Committee

To consider and submit nominations for the persons to be appointed to the Executive Committee and their respective offices.

Section 9.2 - Membership Committee

To develop policies for the promotion and maintenance of membership.

Section 9.3 - Continuing Medical Education Committee

To assess and facilitate post-graduate education activities for family physicians.

Section 9.4 - Annual Scientific Assembly Committee

To organize a scientific assembly pertinent to family medicine on an annual basis.

Section 9.5 - Communications Committee

To communicate with the Members, public and media on matters related to family medicine.

Section 9.6 - Awards Committee

To promote the program of awards, review applications for awards and to nominate candidates for awards.

Section 9.7 - Research Committee

To promote and assist in the facilitation of family medicine research.

Section 9.8 - Rural Family Practice Committee

To identify the special concerns of rural family medicine and recommend solutions.

Section 9.9 - Constitution Committee

To review the Articles of Incorporation and the By-Laws of the Corporation and make recommendations for amendments.

Section 9.10 - Newsletter Committee

To publish a Newsletter on a regular basis to keep Members of the Corporation informed of the activities of the Corporation.

Section 9.11 - Other Committees

Any other Committee may be formed at the discretion of the Executive Committee and be endowed with such functions as the Executive Committee may determine..

Section 9.12 - Chairpersons

The Chairpersons of all Committees shall be appointed by the President in consultation with the other Officers, except where already designated herein.

Section 9.13 - Ex-Officio

The President or his/her alternate, shall be an ex-officio member of all Committees.

ARTICLE X
DIRECTORS

Section 12.1 - Number

- (a) Until changed in accordance with the Act, and within the limits imposed by the Articles of Incorporation and the Act, the Members of the Corporation may from time to time by ordinary resolution, passed at a meeting at which the election is to take place, increase or decrease the number of Directors.
- (b) The Directors' term of office shall be from the date of the meeting at which they are elected or appointed until the next Annual General Meeting following, or until their successors are appointed.
- (c) The office of a Director shall forthwith be vacated:

- (i) if he/she fails to comply with any requirements imposed by the Act, the Articles of Incorporation, or with any valid by-law respecting the qualification of Directors;
 - (ii) if he/she resigns that office and gives notice to the Corporation of such resignation;
 - (iii) if he/she is removed from office in accordance with the Act;
 - (iv) if he/she dies; or
 - (v) if he/she ceases to be a Member of the Corporation in good standing.
- (d) Election of Directors need not be by ballot unless demanded. A Director shall be eligible for re-election. A retiring director shall retain office until the dissolution or adjournment of the meeting at which his/her successor is elected unless such meeting was called for the purpose of removing such person from office as a Director, in which case the Director so removed shall vacate office forthwith upon the passing of a resolution for such removal.

ARTICLE XI **MEETINGS OF DIRECTORS**

Section 11.1 Directors' meetings may be held at any place within or without Manitoba as the Directors may from time to time determine. A meeting of Directors may be convened by the President or Vice-President, or, any two (2) Directors may at any time and the Secretary by direction of the President or Vice-President, shall convene a meeting of Directors. Notice of such meeting shall be delivered or mailed or faxed or telephoned to each Director not less than two (2) days (exclusive of the day on which the notice is delivered or mailed or faxed or telephoned but inclusive of the day for which notice is given) before the meeting is to take place. Provided always that a meeting of the Board of Directors may be held at any time without formal notice if all the Directors are present or those absent have waived notice or have signified their consent in writing to the meeting being held in their absence. No errors or omissions arising through inadvertence in giving notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting. Any Director may at any time waive notice of any meeting and may ratify and approve of any and all proceedings taken or had thereat. Directors and committees of Directors may hold

meetings by conference telephone or similar device in accordance with the provisions of the Section 11.7 below.

Section 11.2 Notice of any Directors' meeting need not specify the purpose of the business to be transacted at the meeting except as required by the Act or as required by any other by-law of the Corporation.

Section 11.3 After the election of Directors, or of a Director to fill a vacancy on the Board, held at a general meeting of the Members of the Corporation, no notice of a meeting of the Board of Directors immediately following such meeting shall be necessary to the newly elected Director or Directors in order to legally constitute the meeting, provided that a quorum of Directors be present.

Section 11.4 The continuing Directors may act notwithstanding any vacancy in their body, but, if their number is reduced below the number necessary for a quorum, the continuing Directors may act for the purpose of increasing the number of Directors to that number, or of summoning a general meeting, but for no other purpose.

Section 11.5 A majority of the Directors shall form a quorum for the transaction of business.

Section 11.6 Questions arising at any meeting of Directors shall be decided by a majority of votes.

Section 11.7 If all of the Directors consent, a Director may participate in a meeting of the Board or of a committee of the Board by means of such telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a Director participating in such 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 related and may be given with respect to all meetings of the Board of Directors and of committees of the Board.

ARTICLE XII **PROTECTION OF DIRECTORS AND OFFICERS**

Section 12.1 No Director or Officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board of Directors or the Executive Committee for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the monies, securities or effects of the

Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on his/her part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of such office or in relation thereof, unless the same are occasioned by the willful neglect or default of such person, provided that nothing herein shall relieve any Director or Officer of any liability imposed upon such person by the Act.

Section 12.2 Except in respect of an action by or on behalf of the Corporation to procure a judgment in its favour, the Corporation shall indemnify a Director or Officer of the Corporation, a former Director or Officer of the Corporation, and the heirs and legal representatives of that person, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal or administrative action or proceeding to which such person is made a party by reason of being or having been a Director or Officer, if:

- (a) such person acted honestly and in good faith with a view to the best interests of the Corporation; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, such person had reasonable grounds for believing that the conduct complained of was lawful.

Section 12.3 The Corporation shall, with the approval of a court, indemnify any person referred to in Section 12.2 in respect of an action by or on behalf of the Corporation by reason of being or having been a Director or an Officer of the Corporation against all costs, charges and expenses reasonably incurred by such person in connection with such action if he/she acted honestly and in good faith with a view to the best interests of the Corporation and in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, such person had reasonable grounds for believing that the conduct complained of was lawful.

Section 12.4 In accordance with the provisions of the Act, the Corporation shall indemnify any person referred to in Section 12.2 who has been substantially successful in the defense of any civil, criminal or administrative action or proceeding to which such person is made a party by reason of being or having been a Director or Officer of the Corporation against all costs, charges and expenses reasonably incurred by such person in respect of such action or proceedings.

ARTICLE XIII
AMENDMENTS

Section 13.1 A Notice of Motion by an individual Member of the Corporation or by the Executive Committee to amend the Articles of Incorporation and/or By-Laws of the Corporation must be presented in writing to the Chairman of the Constitution Committee at least sixty (60) days prior to the meeting of the Members of the Corporation at which the same is to be considered.

Section 13.2 Notice of such proposed Amendment shall be given by the Secretary to Members of the Corporation at least thirty (30) days before the meeting at which the proposed amendments are to be voted upon. An affirmative vote of at least two-thirds of the Members of the Corporation present and voting at such meeting shall be required for the adoption of the amendments.

ARTICLE XIV
RULES OF ORDER

With respect to all matters for which no provision is contained in the Articles, the Act and the By-Laws, the conduct of the Corporation shall be governed by Roberts Rules of Order.

ARTICLE XV
GENERAL

All documents requiring execution by the Corporation shall be signed by any two of the President, President-Elect, Honorary Treasurer and Administrator.

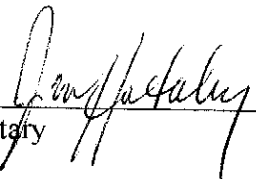
ARTICLE XVI
CODE OF ETHICS

The Corporation endorses the Code of Ethics of the Canadian Medical Association.

PASSED AND ENACTED this 3RD day of DECEMBER, 1997.

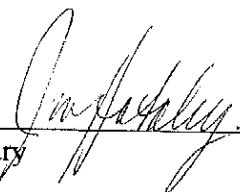


President



Secretary

RATIFIED, SANCTIONED and CONFIRMED at a General Meeting of the Members of the Corporation held on MARCH 13, 1998.



Secretary