

**THE ONTARIO COLLEGE OF FAMILY PHYSICIANS,
A CHAPTER OF THE COLLEGE OF FAMILY PHYSICIANS OF CANADA
(the "Corporation")**

To be accepted, the signed proxy must be e-mailed to Ezzie Batura, EA to the CEO and Board Liaison, ebatura@ocfp.on.ca, not later than 5 pm ET on Tuesday, September 26, 2023.

This proxy form follows requirements in the new Ontario Not-for-Profit Corporations Act, 2010 (ONCA), which is more detailed than in the past. Please refer to the instructions and notes below.

Appointment of Proxyholder

This proxy is solicited by and on behalf of the board of directors of the Corporation.

The undersigned voting member of the Corporation hereby appoints **the Board President, Dr. Mekalai Kumanan** or, failing them, **the President-Elect, Dr. Jobin Varughese**, with full power of substitution, or instead of either of them, _____*, as proxy of the undersigned, to attend, vote and act for and on behalf of the undersigned at **the Annual and Special Meeting of Members to be held on September 27, 2023 at 8:00 am and at any adjournment of the meeting** (with full power to the proxyholder to waive notice of the meeting on behalf of the undersigned).

***As a voting member, you have the right to appoint a person to represent you at the meeting other than the board representatives designated above. Your right may be exercised by filling in the name of the other person in the blank space provided above. The person you appoint as a proxy must be a member of the Corporation.**

Voting Instructions

The membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions below, on any ballot that may be called for and, if a choice is specified below with respect to any matter to be acted on, the membership is to be voted accordingly.

The undersigned confers authority with respect to matters for which a choice is not provided and the proxyholder shall vote the membership, and vote FOR each such matter or group of related matters, as applicable.

This proxy confers discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting.

MATTER	DESCRIPTION (See Schedule A for Actual Motions)	VOTING INSTRUCTIONS
Appointment of Auditor	Appoints Deloitte LLP as the auditor for 2023-24	<input type="checkbox"/> VOTE <input type="checkbox"/> WITHHOLD VOTE
Set the number of Directors at 15 for 2023-24	The By-laws require members to set the number of Directors.	<input type="checkbox"/> FOR <input type="checkbox"/> AGAINST
Board authority to set number of Directors	Enables the Board to set the number of Directors between 13 and 16 in the future.	<input type="checkbox"/> FOR <input type="checkbox"/> AGAINST
Election of Directors	Approves the slate of 15 Directors to make up the 2023-24 Board.	<input type="checkbox"/> VOTE <input type="checkbox"/> WITHHOLD VOTE
Articles of Amendment	Approves the recommended Articles of Amendment to align with the Ontario Not-for-Profit Corporations Act (ONCA).	<input type="checkbox"/> FOR <input type="checkbox"/> AGAINST
Amended By-law	Approves the amended By-laws revised to update for current governance practices and align with ONCA.	<input type="checkbox"/> FOR <input type="checkbox"/> AGAINST

This proxy supersedes all proxies of earlier dates.

DATED the ____ day of _____, 2023.

Name

Signature

Notes to Proxy Form

- A proxy vote is a form of absentee voting – if you are unable to attend the meeting, you can date, complete, sign and return the proxy to appoint someone, a proxyholder, to vote at the meeting on your behalf in accordance with this proxy.
- This proxy must be signed by you. Please sign exactly as your name is registered.
- This proxy should be read in conjunction with the notice of meeting.
- The proxyholder will vote on all motions presented at the meeting (see Schedule A below).
- If not dated, this proxy is deemed to bear the date on which it was mailed on behalf of management of the Corporation.
- To be accepted, the signed proxy must be e-mailed to Ezzie Batura, EA to the CEO and Board Liaison, **ebatura@ocfp.on.ca**, not later than 5 pm Eastern Time on Tuesday, September 26, 2023.

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

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.