

September 16, 2024

Delivered by Email

Ontario Federation of Agriculture
200 Hanlon Creek Boulevard
Guelph, ON N1C 0A1
Attention: Joanne Hughes,
Capacity Development Coordinator

Dear Joanne,

Re: Compliance with the Ontario Not-for-Profit Corporations Act (the “ONCA”)

As you know, I have provided advice to the Ontario Federation of Agriculture (the “OFA”) over the past three (3) years with respect to the coming into force of the ONCA, and with respect to the current governance models utilized by the 51 county federations of OFA (each, a “County Federation”).

My recommendation during this period of time was that the County Federations become incorporated, and with the onset of the coming into force of the ONCA, we prepared and recommended the use of a model by-law to be utilized by the County Federations, once incorporated. For those County Federations that are already incorporated, we recommended the replacement of their existing by-law(s) with the model by-law. For those County Federations that did not wish to incorporate, we recommended the use of a revised form of constitution, which would mimic the proposed model by-law to some extent.

We offered to assist the County Federations in implementing the above-noted recommendations, OFA organized this effort to ensure County Federations had the resources and tools available. We are certainly willing to continue to offer assistance and I will honour the original pricing that I quoted to OFA in 2022.

With respect to pricing for incorporations, we anticipate that the cost will be approximately \$1,500 in legal fees, plus disbursements and HST. In some cases, there may be certain County Federations that require additional support (i.e. by way of meetings with proposed or existing directors or executives), and depending on the time spent on any such meetings, there may be additional fees, which will be charged at our hourly rates.

For those County Federations that are already incorporated and require revisions to their by-law(s), we suggested that the revisions would result in legal fees ranging from \$1,200 - \$1,500, plus disbursements and HST. Again, additional time spent would be on the basis of our hourly rates.

Reply to Guelph Office:

Reply to Fergus/Elora Office:

ADDRESS
245 Hanlon Creek Boulevard, Unit 102, Guelph, ON N1C 0A1
T 519 837 2100 TF 800 746 0685 F 519 837 1617

MAILING ADDRESS
P.O. Box 128, Fergus, ON N1M 2W7
ADDRESS
294 East Mill Street, Unit 108, Elora, ON N0B 1S0
T 519 843 1960 F 519 843 6888

I have appreciated the opportunity to work with OFA on this project and would happily continue to offer my services to OFA and to the County Federations.

Best regards,

SMITHVALERIOTE LAW FIRM LLP

PER:

A handwritten signature in blue ink, appearing to be 'R. S. Graham', enclosed within a large, loopy blue scribble.

Robert S. Graham

Practicing via a professional corporation

direct line: 519-767-2141

email: rgraham@svlaw.ca