

November 13, 2023

## Notice of By-law amendments for consideration at OFA's General Meeting

### A. By-law # 23-2

OFA Board of Directors has proposed amendments to OFA's By-laws to be considered by Members at OFA's General Meeting.

Proposed By-law # 23-2 (attached) would:

1. Remove the clause regarding the Policy Advisory Council (PAC);
2. Eliminate the position of "Councillor";
3. Replacing the term "Member Representatives" with the term "Delegates"; and
4. Increase from three to four the number of "Delegates" per fixed number of members residing in a Region and per Agricultural/Commodity Organization Member.

The Board recommends the following resolution for consideration:

### APPROVAL OF BY-LAW # 23-2

**WHEREAS** it is in order to pass a special resolution approving By-Law # 23-2 (the "By-Law"), being a by-law relating generally to the conduct of the business and affairs of the Corporation;

**WHEREAS** the Board recommended the By-Law for membership approval by special resolution of the Board passed on October 19, 2023; and

**WHEREAS** the By-Law contains a provision to repeal all former by-laws of the Corporation;

**THEREFORE BE IT RESOLVED THAT** By-Law # 23-2 is approved by the Members as a by-law of the Corporation to come into force at the adjournment of the 2023 General Meeting.

### B. By-law # 23-1

To align with the Ontario Not-for-Profit Corporations Act (ONCA) while the three-year transition period exists for some ONCA provisions and to make other amendments relating generally to the conduct of the business and affairs of OFA, By-law # 23-1 ([www.ofa.on.ca/about-ofa/by-law/](http://www.ofa.on.ca/about-ofa/by-law/)) was enacted by the OFA Board on October 19, 2023. It took immediate effect replacing By-law # 20-1. A copy of tracked changes from By-law # 20-1 to By-law 23-1 is attached for your information.

Approval of By-law # 23-2 by the Members will repeal By-law # 23-1. Otherwise, the Board will seek Member confirmation of By-law # 23-1.