



Landscape of Grand Pré Inc. – Le Paysage de Grand-Pré inc.

Orientation for Member Organizations and Member Representatives

1. Background

a) Nomination Grand Pré

On March 16, 2007, Parks Canada invited a number of stakeholders for a meeting at Grand-Pré National Historic Site to begin the process of developing a nomination proposal to inscribe the Landscape of Grand Pré on UNESCO's World Heritage List. *Nomination Grand Pré* was created to lead the process. The committee included the involvement of the local community, the Acadian community, the Mi'kmaq, the Grand Pré Marsh Body, the business community, the Municipality of the County of Kings, Parks Canada, Atlantic Canada Opportunities Agency, the Province of Nova Scotia, Kings Community Economic Development Agency, Eastern Kings Chamber of Commerce and Kings Federation of Agriculture.

In January 2011, Nomination Grand Pré completed the nomination dossier that was sent to the UNESCO World Heritage Centre in Paris. The documentation included a comprehensive memorandum of understanding signed by most stakeholders supporting the inscription of the Landscape. An 18-month review process followed, led by the International Council of Monuments and Sites (ICOMOS). Three levels of government (Municipality of the County of Kings, Province of Nova Scotia, Government of Canada) and most key stakeholders also signed a memorandum of understanding for the long-term management of the landscape, should the bid process be successful.

In November 2011, the Province of Nova Scotia announced the creation of a \$2.5 million contingent trust to help preserve and interpret the Landscape of Grand Pré. The Municipality of the County of Kings had previously pledged \$25,000 a year for ten years to support the management of the proposed World Heritage Site.

In December 2011, ICOMOS submitted a list of questions for clarification, especially related to the proposed buffer zone. Some revisions were made to the proposal; the major modification being the addition of the view planes to Cape Blomidon from the View Park on Old Post Road and from Horton Landing.

b) World Heritage Committee

On June 30, 2012, many members of the Grand Pré and Area communities joined representatives of the Acadian community and Parks Canada at Grand-Pré National Historic Site, where a television had been installed to broadcast the meeting of the World Heritage Committee in St. Petersburg, Russia. Finally, the verdict was rendered—Grand Pré became Canada's 16th World Heritage Site.

c) Landscape of Grand Pré Society

It had been determined by Nomination Grand Pré that the Kings Regional Development Agency (Kings RDA) would be responsible for coordinating the management of the World Heritage Site through the establishment of a multi-stakeholder Stewardship Board (a committee of Kings RDA). Unfortunately, Kings RDA was dissolved shortly after the inscription of the Landscape of Grand Pré on the World Heritage List.

A number of interested stakeholders decided to establish the *Landscape of Grand Pré Society*, a non-profit body incorporated under the Nova Scotia Registry of Joint Stock Companies. The Society accomplished significant work in a very short time (creation of a website; development and implementation of new signage, wayfinding and interpretive panels; development of a promotional brochure; production of a promotional video; installation of a web cam; development of dykeland protection signage; etc.). The volunteers who stepped up to the task deserve most of the credit for these early accomplishments.

d) Landscape of Grand Pré Inc. – Le Paysage de Grand-Pré inc.

After a few years, it became clear that the bylaws of the Society were inadequate to guide the work of such a complex organization. The members of the Society therefore decided to create a new federally incorporated non-for-profit body *Landscape of Grand Pré Inc.*, which was established in January 2016. Its stated purposes were modified by a special resolution of the member organisations and approved by Corporations Canada on October 28, 2021. The revised stated purposes are to:

- i) To protect and preserve the Landscape of Grand Pré UNESCO World Heritage Site, in Grand Pré, Nova Scotia;
- ii) To educate the public and increase its appreciation and awareness of the Landscape of Grand Pré UNESCO World Heritage Site and its history.

The by-laws of the Corporation include the following definitions:

"Act" means the Canada Not-For-Profit Corporations Act S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"Board" means the Board of directors of the Corporation and "director" means a member of the board;

"Meeting of members" includes an annual meeting of members (AMM) or a special meeting of members;

"Special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"Members" means the member organizations granted a membership of the Corporation pursuant to section 8 of the by-law;

"Member representative" means an individual selected by a member pursuant to section 19 of the by-law to act as the member's representative with respect to all Corporation matters, including without limitation to receive notice of, attend and vote at a meeting of members;

"Ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 (one) of the votes cast on that resolution;

"Proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Member Proposals) of the Act;

"Regulations" means the regulations made under the Act, as amended or restated from time to time; and

"Special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

Landscape of Grand Pré Inc. is comprised of eight member organizations representing key stakeholders of the World Heritage Site. Member representatives meet at least once a year for an annual members' meeting to provide oversight of the Corporation.

Article 8 of the by-laws of Landscape of Grand Pré Inc, indicates the following:

Class A Members

a. Class A voting membership shall be available to the following persons:

- i. the Glooscap First Nation;
- ii. the Grand Pré and Area Community Association;
- iii. the Grand Pre Marsh Body;
- iv. the Municipality of the County of Kings;
- v. the Parks Canada Agency;
- vi. the Société Nationale de l'Acadie; and
- vii. the Société Promotion Grand-Pré.

Class B Members

- b. Class B non-voting membership shall be available to the following persons:
 - i. the Province of Nova Scotia, represented by the Department of Communities, Culture, Tourism and Heritage.

Article 10 of the by-laws of the Corporation stipulates:

Notice of the time and place of a meeting of members shall be given to each member by telephonic, electronic or other communication facility during a period of 21 to 35 days before the day on which the meeting is to be held. If a member requests that the notice be given by nonelectronic means, the notice will be sent by mail, courier or personal delivery. Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

Article 11 of the by-laws of the Corporation stipulates:

The Board shall call a special meeting of members in accordance with subsection 167(1) (Requisition of Meeting) of the Act, on written requisition of members carrying not less than 5% of the voting rights. Pursuant to subsection 167(4) (Member Calling Meeting), if the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

Article 19 of the by-laws stipulates the following:

Each member shall advise the Corporation of the name and contact information of its member representative and advise the Corporation of any change in such representative. Each member representative shall be an individual who is not a current director of the Corporation.

A copy of the by-laws of Landscape of Grand Pré Inc. forms part of the documentation packaged.

2. Meeting of Members

It is important that member representatives confirm their attendance at members meetings. Should it be impossible for a member representative to attend a meeting of the members, it is incumbent on the member representative to inform their organization who will be asked to appoint a substitute representative for a specific meeting. All communications between the Corporation and member organizations will be with the member representative. It is therefore important for member representatives to share relevant information regarding the business of the Corporation with their member organization.

a) The Annual Meeting of Members (AMM)

The AMM will usually be held within six months of the fiscal year which begins on April 1, but no later than 15 months after the previous Annual Meeting of Members.

Annual meetings will include at a minimum the following items of business: considerations of the financial statements, receipt of the financial audited statements, the appointment of an auditor, the election of directors and a report on activities of the Corporation.

b) Special meetings of Members

Special meetings of members can also be called by the directors to make decisions concerning special business. Special business is generally considered to be any business other than the annual business to be transacted at an annual meeting of members. For example, special business can include the approval of a fundamental change such as amalgamation. If an annual meeting includes special business, it is called an "annual and special meeting of members".

Whenever special business is included on the agenda of a meeting, the notice of the meeting must state the nature of that business in sufficient detail to permit a member

to form a reasoned judgment on the business, and also state the text of any special resolution to be submitted to the meeting.

3. Individual Meetings with Member Organizations

Member organizations are encouraged to meet annually with the Corporation, usually with the Executive Director, in order to maintain the relationship. These meetings are essential to keep the member organizations informed about the activities of the Corporation, to provide information about up-coming projects, to answer questions and build support for the protection and presentation of the Landscape of Grand Pré World Heritage Site. The Chair of the Board, and the director nominated by the specific organization will be invited to attend these meetings.

It would be useful for these meetings to take place before the annual meeting of members.

4. Documentation

The following documentation will be provided to member organizations and member representatives:

- By-laws of the Corporation
- Memorandum of Understanding
- Management Plan
- Strategic Plan
- Code of conduct
- Communication policy
- Annual report and audited financial statements
- Recent newsletters

In 2018, Landscape of Grand Pré Inc. completed the development of a Strategic Plan. The plan outlines a vision, mission and key strategic priorities for the organization:

VISION: Our communities and partners work collaboratively and proudly to protect and champion the living cultural and agricultural landscape of Grand Pré for the world to appreciate.

MISSION: To protect, preserve and promote the Landscape of Grand Pré UNESCO World Heritage Site.

Strategic Priorities:

1. Protecting the Outstanding Universal Value of the World Heritage Site
2. Collaborating to promote experiences and discovery
3. Collaborating and communicating with communities, members, and stakeholders

4. Sustaining effective management of the Landscape of Grand Pré World Heritage Site

Approved by the Board: September 8, 2022

Resolution No: Resolution 22BOD.Sep.08.008