



## NOTICE OF 2016 ANNUAL GENERAL MEETING OF MEMBERS

Saturday, October 22, 2016, 5:00 PM

Hamilton, Ontario: Hamilton Convention Centre, 1 Summers Lane

All members of the National Trust for Canada are invited to attend the 2016 Annual General Meeting (AGM). The AGM offers members an opportunity to participate directly in the business of the organization.

The AGM will take place during the National Trust's annual conference, *Heritage Rising* in Hamilton, Ontario, October 20-22, 2016. Members interested in attending the conference can visit <http://nationaltrustconference.ca> for registration information, or contact the National Trust directly (see below for contact information). Members are entitled to a reduced conference rate.

Members receiving this notice may vote in person, or by proxy. A member who cannot attend the AGM may appoint any other member to vote by proxy by completing the form provided with this notice (Voting by Proxy, page 3) and returning it to the National Trust within the timeframe noted on the form.

*Please note:* In the case of organizational or institutional memberships, an individual may be authorized to represent the organization or institution at the meeting (Voting by proxy, page 3).

### **BUSINESS TO BE CONDUCTED AT THE AGM**

#### **Presentation of Financial Statements and Appointment of Public Accountant**

Financial Statements for the year ending March 31, 2016 are available at [www.nationaltrustcanada.ca](http://www.nationaltrustcanada.ca) where they can be downloaded or printed, at our offices in Ottawa where they can be consulted, or contact us to receive your own copy by email or post. See contact information below.

#### **Election of Candidates to the Board of Governors**

The following candidates will be proposed for election to the Board of Governors at the AGM:

##### **Lorna Crowshoe of Calgary, Alberta**

Lorna Crowshoe is a Piikani First Nations member from Southern Alberta who maintains strong ties to her Blackfoot community. Lorna has a Bachelor's of Management Degree from the University of Lethbridge and a Master's in Business Administration from the University of Phoenix. Lorna works for the City of Calgary as an Aboriginal Issues Strategist. She has spent most of her professional career with non-profit organizations and government, where she has been involved in a range of culturally motivated projects: Making of Treaty 7, University of Calgary's Spopi Solar Home Project, Calgary Poverty Reduction Initiatives Aboriginal Constellation, and Calgary's Aboriginal Awareness week in June 2013. In 2015, Lorna co-chaired the National Trust's Indigenous Heritage Forum, MOH-KINS-TSIS, that looked at a more diverse and inclusive perspective on heritage. Lorna is very proud of her family genealogy project that goes back eight generations when her ancestors were fiercely protecting the south entrance to Blackfoot Territory just before the signing of Treaty 7. In her personal life, Lorna was involved in bringing urban Blackfoot women together in the fall of 2012, and became one of the founding members of the Blackfoot Women's Society.

##### **David Hood of St. John's, Newfoundland and Labrador**

David Hood is a St. John's based partner with Grant Thornton LLP. As a chartered accountant in public practice David has a large number of privately held business clients, not-for-profits, and registered charities. He is currently vice-chair of the Association of Heritage Industries of Newfoundland, sits on the executive of the Newfoundland & Labrador Chapter of the Institute of Corporate Directors, and the board of the nationally acclaimed theatre company, Artistic Fraud of Newfoundland. David is past president of the Newfoundland Historic Trust and past board member of the Heritage Foundation of Newfoundland & Labrador. David has a keen interest in corporate governance and has completed his ICD.D designation.

##### **Anne Leckie of Mayo, Yukon**

Anne Leckie holds a Ph.D. in Geography from the University of Calgary and has worked in Yukon Land Claims and Implementation since the 1980s. She has engaged with First Nations in lands and heritage resource management including built and intangible heritage projects. For many years Anne served as Executive Director to the self-governing First Nation of Na Cho Nyak Dun and she continues to provide consulting services to Yukon First Nations in the areas of governance structures, organizational systems, policy development, heritage initiatives, sustainable communities, and economic initiatives in Canada's North.

Anne has a passion for Yukon history and is a founding member of the Mayo Historical Society. She is a published academic author and her work also includes chapters in the local Yukon history books *Gold and Galena* and *Heart of the Yukon*. Anne is currently on the Board of the Silver Trail Chamber of Commerce, the Yukon Chamber of Commerce, and has significant background in the operation of not-for-profit organizations. She also served two terms on the Yukon Water Board.

Anne is currently Chair of the Yukon Heritage Resources Board (YHRB), a position she has held since 2012. YHRB is an appointed advisory and decision-making body with mandates under the Yukon First Nation Final Agreements and the Yukon's Historic Resources Act making recommendations to Canada, Yukon and First Nations on the management of heritage resources in Yukon.

##### **Bruce McNiven of Montreal, Quebec**

Mr. McNiven is a lawyer practising business law in Montreal and is fluent in English and French. He has been actively involved in a volunteer capacity in the heritage preservation movement for over thirty years, principally as a director and officer of Heritage Montreal Foundation. He has been a Member of the Board of National Trust for Canada since 2013. He has also served on a number of Montreal municipal consultative boards or commissions in the field.

**To contact the National Trust for Canada:**

Tel.: (613) 237-1066 or toll free 1-866-964-1066 | Fax: (613) 237-5987 | Email: [info@nationaltrustcanada.ca](mailto:info@nationaltrustcanada.ca)

For fifteen years, he gained practical experience as a developer of heritage properties in Montreal, repurposing them for sustainable contemporary use, and gaining valuable insight into the commercial and public policy challenges of this goal. In 2012, he was awarded the H.M. Queen Elizabeth II Diamond Jubilee medal and in 2014, he was made a Member of the Order of Canada for his broad and sustained commitment to the preservation and flourishing of Montreal culture and heritage.

#### **Judy Oberlander of Vancouver, British Columbia**

As the principal of Judy Oberlander and Associates Inc., Judy combines her experience in continuing education, community engagement and heritage conservation with fund development strategies as she works with her clients—non-profit organizations, foundations and government agencies. She is the founding Director of the City Program at Simon Fraser University (SFU) in Vancouver. Over twelve years at SFU, she led a team which created award-winning mid-career education programs on a wide range of urban issues and a nationally recognized Certificate in Urban Design. She established the City Program Endowment Fund (\$1.5 million); secured grants and sponsorships to support curricula, bursaries and free public lectures. Throughout her career, which began in Ottawa at the Heritage Canada Foundation (now the National Trust for Canada), she has served on numerous boards in Ottawa and Vancouver. She is bilingual in English and French. Her work in the public, private and non-profit sectors has taken her across Canada to witness community life in ten provinces and two territories. She received her Masters in Historic Preservation from Columbia University; a Certificate in Fundraising from NYU and a Certificate in non-profit board governance from BoardSource. She combines theory and practice in her urban vitalization, board leadership and fundraising courses at the University of Victoria and SFU as well as in workshops for the National Trust for Canada and professional associations in BC, Alberta, Ontario and the Yukon. She designed the curriculum and teaches in the Vancouver Heritage Foundation's Building Conservation Certificate Program, a unique mid-career and community-based learning environment.

#### **The following Governors whose terms do not expire in 2016 make up the remainder of the Board:**

- Tom Urbaniak, NS
- Richard Moorhouse, ON
- Gregory Thomas, MB
- Hannah Bell, PE
- Marion Beyea, NB
- James R.N. Ingold, SK
- Michael Seaman, ON
- Myriam St-Denis, QC
- Glenn Sutter, SK

#### **Exemption Under Subsection 160(2) of the Canada Not-for-Profit Corporations Act**

The Canada Not-for-Profit Corporations Act prescribes that the date of a corporation's annual meeting of members must occur no later than 6 months after the end of the preceding financial year. The National Trust has requested and received exemption under subsection 160(2) of the Canada Not-for-profit Corporations Act to exceed that timeframe in order to hold our AGM at our annual conference this year, and if necessary in future years up to and including 2019. At every AGM where this is the case, members will be asked to pass the following resolution:

"Be it resolved that members support the exemption granted to the National Trust under subsection 160(2) of the Canada Not-for-profit Corporations Act."

#### **Changes to Nomination and Election Procedures, for information**

As per our by-laws, the Board of Governors may adopt, amend or repeal by resolution such rules, regulations, policies and procedures not inconsistent with the by-laws relating to the management and operation of the Corporation. On August 10, 2016, the Board of Governors endorsed revised procedures for nomination and election of Governors, designed to encourage a more pro-active role for the Nominations Committee, reach more members with information, and reduce mailing costs.

Note that none of the proposed procedural changes have an impact on the by-laws or require member approval. Current nomination and election provisions as per the bylaws will continue unchanged.<sup>1</sup> Unless there are objections, the revised procedures will take effect on January 1, 2017. Members are invited to share any questions they may have using the contact information below.

Changes are summarized as follows:

1. An increasingly pro-active role for the Nominations Committee to seek out needed skillsets, experience and diversity from across Canada, and to maintain a results-oriented organizational and governance culture. This would include interviews with all potential candidates, including candidates seeking a second term.
2. Publication of the annual Call for Nominations in the e-newsletter and on the website, with a link to more information, and inviting potentially interested persons to communicate with the Nominations Committee. This would replace the current mail-out process.
3. Provision of the standard form for nominated candidates to use when seeking the support of members, rather than the National Trust carrying out a mailing to all members and processing returned forms from all individual members.

<sup>1</sup> The bylaws state that candidates for election at the Annual General Meeting – ordinarily a resident of a province or territory where the term of office of a Governor expires at the Annual General Meeting or is vacant – are proposed initially by a minimum of two members, and supported by a plurality of member petitioners from that province on a standard form. The Board of Governors may propose one or more additional nominees. Elections are held at the Annual General Meeting, with all members invited to vote in person or by proxy.

**To contact the National Trust for Canada:**

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## VOTING BY PROXY

**2016 ANNUAL GENERAL MEETING OF MEMBERS**  
**Saturday, October 22, 2016, 5:00 PM**  
**Hamilton, Ontario: Hamilton Convention Centre, 1 Summers Lane**

If you are unable to attend the 2016 Annual General Meeting of Members (AGM), but would like to exercise your voting privileges, please complete and sign this proxy form and provide it to the National Trust for Canada (National Trust) in advance of the AGM as outlined below. Family memberships include up to two adults at the same address, each of whom may designate a proxy on separate forms.

*Please note:* In the case of organizational or institutional memberships, the organization or institution's board or governing body must pass a resolution designating the proxy holder and outlining limitations on their authority to vote, if any, and provide it to the National Trust in advance of the AGM as outlined below.

### **A. DESIGNATION OF PROXYHOLDER**

Please select one of the following:

I appoint Richard Moorhouse, Vice-Chair of the National Trust's Board of Governors, as my proxy to vote on my behalf.

or

I appoint \_\_\_\_\_ (a member in good standing) as my proxy to vote on my behalf.

*Optional:* I appoint the following alternate proxyholder in the event that the member noted above is not in attendance at the AGM:

\_\_\_\_\_ (a member in good standing).

### **B. AUTHORIZATION OF PROXYHOLDER**

I authorize my proxyholder to vote on the Election of Governors.

I authorize my proxyholder to vote on the Appointment of a Public Accountant.

I authorize my proxyholder to use his or her discretion in voting on any other matter that may properly come before the meeting.

**Or, please indicate:**

I do not authorize my proxyholder to vote on my behalf on the Election of Governors.

I do not authorize my proxyholder to vote on my behalf on the Appointment of a Public Accountant.

I do not authorize my proxyholder to vote on any other matter that may properly come before the meeting.

Please Print Name of Member:

Signature of Member:

Date:

\_\_\_\_\_

### **C. INSTRUCTIONS**

Please provide the completed proxy form (or in the case of an organization, a board resolution) to the National Trust in advance of the AGM, using one of the following options:

- Mail, courier or hand-deliver for receipt no later than 5:00 PM ET on Wednesday, October 19, 2016 to: 190 Bronson, Ottawa (Ontario) K1R 6H4
- Fax for receipt no later than 5:00 PM ET on Wednesday, October 19, 2016 to: 613-237-5987
- Email for receipt no later than 5:00 PM ET on Wednesday, October 19, 2016 to: [info@nationaltrustcanada.ca](mailto:info@nationaltrustcanada.ca)

Alternatively, completed proxy forms (or in the case of an organization, a board resolution) may also be hand-delivered to National Trust staff at the conference on the day of the AGM, no later than 3 hours prior to the start of the AGM.

This proxy authorization is valid only for the purposes of the above 2016 Annual General Meeting of the National Trust for Canada and expires immediately thereafter.