

Nominating Committee

Agenda

Tuesday, February 9, 2021

Immediately Following Regional Council

Via Videoconferencing

Committee Members:

**Mayor Amanda M. McDougall
Councillor Gordon MacDonald
Councillor Steve Gillespie
Councillor Eldon MacDonald
Councillor Glenn Paruch
Councillor Steve Parsons**

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Cape Breton Regional Municipality

Nominating Committee

Tuesday, February 9, 2021

Immediately Following Regional Council

AGENDA ITEMS

Roll Call

1. **APPROVAL OF AGENDA:** (Motion Required)
2. **Appointments to CBRM Accessibility Advisory Committee:** Deborah Campbell Ryan, Municipal Clerk (See page 4)
3. **Report on Call for Expressions of Interest - Citizen Representatives on Committees:** Deborah Campbell Ryan, Municipal Clerk (See page 9)

Background information:

- a) Copy of Newspaper Advertisements (See page 11)
- b) Terms of Reference for each Committee:
 - i) Board of Police Commissioners (See page 12)
 - ii) Audit Committee (See page 17)
 - iii) Diversity Committee (See page 18)
 - iv) CBRM Heritage Advisory Committee (See page 21)
 - v) Cape Breton Regional Library Board (See page 40)
 - vi) Port of Sydney Development Corporation (See page 42)
- c) Excerpt from Committees RC4 Policy Outlining the Selection Process for Citizens (See page 57)

Note: A confidential Matrix of applicants for each Committee will be distributed separately to the Nominating Committee members.

Adjournment

M·E·M·O

320 Esplanade

Sydney, Nova Scotia, B1P 7B9

902-563-5010

To: CBRM Nominating Committee
From: Deborah Campbell Ryan, Municipal Clerk
Date: February 2, 2021
Subject: Appointments to CBRM Accessibility Advisory Committee

At the January 26, 2021 meeting of Council, a motion was passed approving the attached Terms of Reference (TOR) for the CBRM Accessibility Advisory Committee.

The next step is to call for expressions of interest for citizens to serve on the Committee. As noted in Section 4 of the TOR:

- the Committee shall have up to ten (10) voting members;
- half of the members must be persons with disabilities or represent persons with disabilities;
- must include a minimum of two (2) members of Council; and
- shall be appointed for a term of two (2) years.

Staff Recommendation:

That the Nominating Committee pass a motion directing the Clerk:

- to call for Expressions of Interest for up to eight (8) CBRM citizens to serve on the Accessibility Advisory Committee for a two-year term, noting that half of the Committee members must be persons with disabilities or represent persons with disabilities;
- to poll Council inviting two (2) Council members to put their names forward to serve on the Committee; and
- to bring back a report to the Nominating Committee at a future date.

Yours truly,

Original Signed By:

Deborah Campbell Ryan, Municipal Clerk

Attachment

copy: Kirk Durning, Manager of Recreation/Accessibility Coordinator

Terms of Reference – Accessibility Advisory Committee

Motion:

Moved by Councillor Gillespie, seconded by Councillor Eldon MacDonald, to approve the Terms of Reference to allow for the process of the Accessibility Advisory Committee formation and plan development to begin.

Motion Carried.

Cape Breton Regional Municipality Accessibility Advisory Committee

Terms of Reference

1.0 Purpose

The Cape Breton Regional Municipality (CBRM) Accessibility Advisory Committee (AAC) provides advice on identifying, preventing, and eliminating barriers to people with disabilities in programs, services, initiatives, facilities and policies for the purpose of improving the municipality's livability, inclusiveness and accessibility for individuals with disabilities. The Committee plays a pivotal role in helping CBRM meet its obligations under Nova Scotia's Accessibility Act.

2.0 Definitions

- 2.1 **"Act"** refers to the Nova Scotia Accessibility Act – Bill No. 59.
- 2.2 **"Barrier"** is any physical, technological, attitudinal, policy or practice that limits a person's participation within society
- 2.3 **"Committee"** means the Accessibility Advisory Committee for Cape Breton Regional Municipality.
- 2.4 **"Council"** means the elected governing body of the municipality.
- 2.5 **"Disability"** means any physical, mental, intellectual, learning or sensory impairment, including an episodic disability that, in interaction with a barrier, hinders an individual's full and effective participation in society.

3.0 Scope

- 3.1 The Terms of Reference are applicable to all members appointed to the Cape Breton Regional Municipality Accessibility Advisory Committee.
- 3.2 The work of the Committee will be in accordance of Bill No. 59 – Accessibility Act and Access by Design 2030 – Achieving an Accessible Nova Scotia document.

4.0 Membership and Terms of Appointment

- 4.1 The Accessibility Advisory Committee shall have up to ten (10) voting members who serve without pay.

- 4.2 In accordance with the Act, half of the Committee members must be persons with disabilities or represent organizations that represent persons with disabilities.
- 4.3 The composition of the Committee must include a minimum of two (2) members of Council.
- 4.4 Application of community member representation will be invited by public advertisement and appointed by Council.
- 4.5 The positions of Chair and Vice-Chair will be appointed by the Committee. The Chair will be a two (2) year term and Vice-Chair will be a one (1) year term.
- 4.6 The members of the Accessibility Advisory Committee shall be appointed for a term of two (2) years. Any member of the Committee is eligible for reappointment following the two-year term.
- 4.7 Any member of the Committee who is absent from three (3) consecutive meetings without being authorized by resolution of the Committee will forfeit their position on the AAC.

5.0 Responsibilities

The Accessibility Advisory Committee shall:

- 5.1 Advise on the preparation, implementation, and effectiveness of the Cape Breton Regional Municipality Accessibility Plan. In accordance with the Accessibility Act, the plan must include:
 - 5.1.1 a report on measures the public sector body has taken and intends to take to identify, remove, and prevent barriers.
 - 5.1.2 information on procedures the public sector body has in place to assess the following for their impact on accessibility for people with disabilities: any proposed policies, programs, practices, and services any proposed enactments or by-laws.
 - 5.1.3 any other prescribed information.
- 5.2 Review and update its accessibility plan at least every three years, in accordance with the act.

- 5.3 CBRM will designate staff identified by department directors to form a supplemental staff committee for accessibility. The Accessibility Advisory Committee will consult with this supplemental staff committee for guidance on municipal policies, procedures and organizational work concerning accessibility.
- 5.4 Identify and advise on the accessibility of existing and proposed services and facilities.
- 5.5 Advise and make recommendations about strategies designed to achieve the objectives of the organization's accessibility plan.
- 5.6 Receive and review information from staff and senior leadership, and make recommendations, as requested.
- 5.7 Assist in monitoring compliance with federal and provincial government directives and regulations.
- 5.8 The Committee may establish working groups to explore specific issues related to the accessibility plan and/or other responsibilities. A working group may include members who are not Advisory Committee members; however, the chair of a working group must be a member of the Accessibility Advisory Committee.

6.0 Meetings and Procedures

- 6.1 The Committee shall meet a minimum of six (6) times per year, or as determined by the Chair to fulfill the duties and responsibilities outlined.
- 6.2 Subject to section 22 of the Municipal Government Act, meetings of the Committee are open to the public and will be advertised accordingly.
- 6.3 Quorum is met by the attendance of a majority of the Committee's members.

7.0 Review

- 7.1 The Terms of Reference will be reviewed every three years in conjunction with the Municipal Accessibility Plan review.

M·E·M·O

320 Esplanade

Sydney, Nova Scotia, B1P 7B9

902-563-5010

To: Mayor Amanda M. McDougall & the Nominating Committee
From: Deborah Campbell Ryan, Municipal Clerk
Date: February 4, 2021
Subject: Report on Call for Expressions of Interest – Citizen Representatives on Committees

As directed by the Nominating Committee at its December 8, 2020 meeting, expressions of interest for the citizen positions on various internal and external Committees were publicly advertised in the Cape Breton Post on January 9, 2021. Notice was also placed on the CBRM website and social media. The deadline for submissions was 4:30 p.m. on Thursday, January 21, 2021.

In response, there were a total of **forty-seven (47)** applications received, which included two (2) late submissions. It is staff's recommendation that the late submissions not be considered, but of course the Committee can entertain those applications if they so choose.

Further, there were four (4) applicants that expressed an interest in serving on multiple committees. Below is a breakdown of submissions which includes the applicants for multiple Committees but not the applications received after the deadline:

- a) Board of Police Commissioners - fourteen (14)
- b) Audit Committee – three (3)
- c) Diversity Committee – ten (10)
- d) Heritage Advisory Committee – eight (8)
- e) Cape Breton Regional Library Board – eight (8)
- f) Port of Sydney Development Corporation – thirteen (13)

The matrix outlining the particulars of each applicant is attached separately. Also current members who are seeking re-appointment are also duly noted.

Included in the other background information in the agenda is an excerpt from the RC4 Committees Policy outlining the selection process for citizen appointments.

Continued...

Next Steps:

The Nominating Committee shall review the submissions in terms of suitability based on the responsibilities for each Committee and then forward their recommendations to Council for appointments to each Committee.

As noted in Policy, the applicants should be referenced by their number on the matrix only during discussions and in the motion to Council. Once they have accepted the appointments, their names will be publicly released at a future meeting of Council.

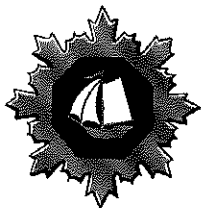
- a) **Board of Police Commissioners:** We require three (3) citizens for a two-year term. Past practice has been to appoint one representative from each Division of the Municipality (i.e. one from Central, East and North Divisions). We have received three (3) applications from North, seven (7) from Central and four (4) from East Divisions.
- b) **Audit Committee:** We require one (1) position for a two-year term. Three (3) applications were received.
- c) **Diversity Committee:** We require twelve (12) positions from various community stakeholder groups for a two-year term. Ten (10) applications were received, noting that we did not receive an application from the Disability Community, Gay, Lesbian & Transgendered Community, Cape Breton University, or from the Cape Breton-Victoria Regional School Board (we require one individual from each sector).

It is recommended that staff be directed to re-advertise for individuals to fill those positions when we issue the call for expressions of interest for the Accessibility Advisory Committee; and also contact those stakeholder groups to request a volunteer representative for the Committee.
- d) **Heritage Advisory Committee:** We require a maximum of three to five (3-5) positions for a two-year term, and we received eight (8) applications.
- e) **Cape Breton Regional Library Board:** We require two (2) positions for a two-year term. Eight (8) applications were received.
- f) **Port of Sydney Development Corporation:** They require one individual licensed to practice law in the Province of Nova Scotia and three (3) applications were received. They also require two (2) individuals with Business and Commerce Expertise and we received ten (10) applications.

Yours truly,

Original signed by:

**Deborah Campbell Ryan,
Municipal Clerk**



Cape Breton Regional Municipality

Citizen Representation on Committees Call for Expressions of Interest

The Council of the Cape Breton Regional Municipality requires, from time to time, the services of citizens who would be willing to serve as volunteer members on various Committees of Council, or exterior Committees to which CBRM appoints Citizens.

Currently there are vacancies on the following Committees:

- **Board of Police Commissioners** (*three positions for a two-year term – with one from Central, North and East Divisions of CBRM. Successful applicants must consent to a criminal record background check as per Section 77 (2) of the NS Police Act Regulations*)
- **Audit Committee** (*one position for a two-year term*)
- **Diversity Committee** (*specific stakeholder groups – see Governance Policy*)
- **CBRM Heritage Advisory Committee** (*three to five positions for a two-year term*)
- **Cape Breton Regional Library Board** (*two positions for a two-year term*)
- **Port of Sydney Development Corporation** (*two individuals with Business and Commerce expertise; one individual licensed to practice law in the Province of Nova Scotia – both for a three-year term*)

The Terms of Reference/Roles for these Committees can be found on the CBRM website:
<https://cbrm.ns.ca/clerks-department.html>

Residents of the Cape Breton Regional Municipality who are interested in serving on these Committees should forward a letter of application, together with their Resume, to the CBRM Clerk's Office. Applicants should clearly indicate their interest in serving on the Committee and outline all qualifications and experience/volunteer work in the related field, by **4:30 p.m. on Thursday, January 21, 2021** to:

Deborah Campbell Ryan, Municipal Clerk
Cape Breton Regional Municipality
City Hall - 320 Esplanade, Suite 405
Sydney, NS B1P 7B9

Or Fax it to: 902-564-0481

Or Email: ClerksOffice@cbrm.ns.ca

* **Please Note:** The applications will be considered at Nominating Committee/Council meetings that are open to the public.

Signed: Deborah Campbell Ryan, Municipal Clerk

Excerpt from NS Police Act Regulations

Municipal Boards of Police Commissioners

Board member selection process

76 The selection process used by a council in appointing a board member to a vacancy on the board, except a board member appointed by the Minister under clause 44(3)(c) of the Act, must include all of the following:

- (a) the board vacancy must be advertised and applications must be solicited for the vacancy;
- (b) each application must be reviewed by a panel established by the council.

Board member qualifications

77 (1) To be a candidate for appointment as a board member under Section 76, a person must demonstrate all of the following qualifications to the satisfaction of the council:

- (a) residence in the municipality served by the board;
 - (b) knowledge of community issues;
 - (c) a good character;
 - (d) the skills and abilities to make the commitment of time and effort required to carry out board responsibilities.
- (2) To be a candidate for appointment as a board member under Section 76, a person must consent to criminal and background checks.
- (3) A person must not be appointed as a board member if criminal and background checks show that the person has been convicted of any criminal offence or has been or is the subject of a disciplinary proceeding in any jurisdiction that, in the opinion of the council, would reasonably be expected to have a negative impact on their acting as a board member or on the board generally.

Role of board chair

78 The role of a chair of a board includes the following responsibilities:

- (a) to preside over the board and to manage, organize, set agendas for and attend meetings, ensuring that all policies developed by the board are appropriately implemented;

- (b) to develop an operations and policy manual that will assist in the orientation of new appointees and direct acting board members regarding their roles and responsibilities;
- (c) to ensure that board members are informed of matters within the board's jurisdiction;
- (d) to act as the sole spokesperson for the board;
- (e) in conjunction with board members and in consultation with the Chief Administration Officer of the municipality, to evaluate the performance of the chief officer on a yearly basis.

Code of conduct for board members

79 (1) A board member must do all of the following:

- (a) uphold the letter and spirit of the code of conduct set out in this Section and discharge their duties in a manner that will inspire public confidence in the abilities and integrity of the board;
- (b) unless they have a reasonable excuse, attend every board meeting;
- (c) not interfere with the police department's operational decisions and responsibilities or with the day-to-day operation of the police department, including the recruitment and promotion of officers;
- (d) keep confidential any information disclosed or discussed at a board meeting;
- (e) not claim to speak on behalf of the board unless authorized by the chair of the board to do so;
- (f) discharge their duties loyally, faithfully, impartially and according to the Act, any other Act and any regulation, rule or by-law;
- (g) discharge their duties in a manner that respects the dignity of individuals and is in accordance with the *Human Rights Act* and the [*Canadian*] *Charter of Rights and Freedoms* (~~Canada~~);
- (h) not use their position inappropriately to advance their interests or the interests of any person or organization with whom or with which they are associated;

- (i) immediately resign from the board if applying for employment with a police department, including employment on contract or on fee for service;
 - (j) refrain from engaging in professional or personal conduct that could discredit or compromise the integrity of the board or the police department;
 - (k) if their conduct or performance is the subject of investigation or inquiry, temporarily withdraw from all board activities and duties as a member of the board until the completion of the investigation or inquiry.
- (2) If the chair or the majority of the board determines that a board member has breached the code of conduct for board members, the board must record that determination in its minutes.
- (3) On determining that a board member has breached the code of conduct for board members, the board may take one or more of the following actions:
- (a) issue a reprimand to the board member;
 - (b) order a period of suspension for the board member;
 - (c) recommend to the Minister or the council that the board member be dismissed under subsection 44(7) of the Act.

Municipal Police Boards

Authority of Boards of Police Commissioners under the Nova Scotia Police Act

Authority of the Police Board Chair

On behalf of the board, the board chair or the chair's delegate may give advice or direction, in writing, to the chief officer on any matter within the jurisdiction of the board under this Act, but not to other members of the police department and, for greater certainty, no other member of the board shall give advice or direction to a member of the police department.

Sec. 52

Training for Police Boards

The members of a board shall undergo any training that may be provided for members of the board or required by the Minister or by the regulations.

Sec. 54

Setting the Police Department's Annual Budget

The board shall annually cause the chief officer to prepare a budget for the police department.

Sec. 53 (1)

The board shall ensure that the budget prepared pursuant to subsection (1) is consistent with those matters referred to in subsection 55(3).

Sec. 53 (2)

The budget prepared pursuant to this Section shall be submitted to council by the board for approval.

Sec. 53 (3)

Functions

Function of the Police Board

The function of a board is to provide

- a. civilian governance on behalf of the council in relation to the enforcement of law, the maintenance of law and order and the prevention of crime in the municipality; and
- b. the administrative direction, organization and policy required to maintain an adequate, effective and efficient police department,

but the board shall **not exercise jurisdiction** relating to

- c. complaints, discipline or personnel conduct except in respect of the chief officer of the municipal police department;
- d. a specific prosecution or investigation; or
- e. the actual day-to-day direction of the police department.

Sec. 55 (1)

With the approval of the Minister, the council, by by-law, may prescribe

- a. the additional or more specific roles and responsibilities of a board; and
- b. the rules and regulations governing proceedings of a board, and the board has sole jurisdiction over the matters so delegated to it.

Sec. 55 (2)

Specific Functions of the Police Board

Without limiting the generality of subsection (1), a board shall

- a. determine, in consultation with the chief officer, priorities, objectives and goals respecting police services in the community;
- b. ensure the chief officer establishes programs and strategies to implement the priorities, objectives and goals respecting police services;
- c. ensure that community needs and values are reflected in policing priorities, objectives, goals, programs and strategies;
- d. ensure that police services are delivered in a manner consistent with community values, needs and expectations;
- e. act as a conduit between the community and the police service providers;
- f. recommend policies, administrative and organizational direction for the effective management of the police department;
- g. review with the chief officer information provided by the chief officer respecting complaints and internal discipline;
- h. ensure a strategic plan and business plan is in place; and
- i. ensure the department is managed by the chief officer according to best practices and operates effectively and efficiently.

Sec. 55 (3)

Responsibilities

Staff Composition of a Municipal Police Department

A municipal police department shall consist of a chief officer and such other members, special constables, by-law enforcement officers and civilian employees as the council, after consultation with the board, may from time to time determine.

Sec. 37 (1)

Staffing Matters

Members, special constables, by-law enforcement officers and civilian employees of a municipal police department, other than the chief officer, shall be appointed, promoted, suspended, dismissed or reinstated by the board on the recommendation of the chief officer or by the chief officer in accordance with a by-law made by the municipality for that purpose.

Sec. 37 (4)

Policy Regarding Police Extra Duty and Off Duty Employment

Every board shall establish a written policy respecting **extra-duty employment** by members of its police department and the policy shall

- a. define extra-duty employment;
- b. provide that requests for a member of the police department to be employed on extra duty be made to the chief officer;
- c. require that a member of the police department engaged in extra-duty employment be in uniform except where the chief officer determines that plain clothes are required;

- and
- d. require that at all times while on extra duty the member of the police department is under the orders of the police department and no one else.

Sec. 56 (1)

Every board shall establish a written policy respecting **off-duty employment** by members of its police department and the policy shall

- a. define off-duty employment;
- b. set policy guidelines regarding permitted and prohibited off-duty employment;
- c. prohibit a member of the police department from engaging in the business of serving civil process documents or in the private investigator or private guard business; and
- d. prohibit a member of the police department from being in uniform while engaged in off-duty employment.

Sec. 56 (2)

The chief officer shall determine whether employment is extra-duty employment or off-duty employment and whether a particular kind of off-duty employment is permitted or prohibited within the off-duty police policy.

Sec. 56 (3)

Upon Receiving a Complaint Related to the Chief of Police

A complaint respecting the conduct or performance of duty of a member of a municipal police department who is the chief officer shall be referred to the board.

Sec. 73 (1)

The board shall investigate the complaint and attempt to resolve the complaint.

Sec. 73 (2)

The board may designate a person to investigate the complaint and report to the board.

Sec. 73 (3)

A person conducting an investigation pursuant to this Section is a special constable and has all the powers and immunities of a peace officer during the investigation and any hearing related to the matter under investigation.

Sec. 73 (4)

Where the complaint is not satisfactorily resolved by the board and where the person making the complaint or the chief officer has requested a review of that decision by the Review Board, the complaint shall be referred to the Complaints Commissioner in accordance with the regulations.

Sec. 73 (5)

The board shall report all complaints concerning a chief officer to the Complaints Commissioner at the time and in the manner prescribed by the regulations.

Sec. 73 (6)



For more information call
902-424-4030

REQUIREMENTS AND CRITERIA FOR CITIZEN APPOINTEES TO THE AUDIT COMMITTEE

- Satisfactory police check (paid for by the Municipality)
- Be independent as defined in the Audit Committee Policy
- Be a resident of the Cape Breton Regional Municipality
- Be financially literate (the ability to read and understand basic financial statements)
- Have an aptitude for complex organizational effectiveness and governance
- Have a general understanding of the Municipality's major economic, operating, and financial risks
- Have a broad awareness of the interrelationship of the Municipality's operations and its financial reporting
- Have an understanding of the difference between the oversight function of the Committee and the decision-making function of management
- Be willing to challenge management when necessary
- Preferably a member of a professional accounting association.



CBRM

A Community of Communities

Cape Breton Regional Municipality

Cape Breton Regional Municipality Diversity Committee Governance Policy

1.0 MEMBERSHIP:

The Cape Breton Regional Municipality Diversity Committee shall consist of twelve voting members:

# of Members	Committee Structure	Term (years)
1	African Nova Scotia Community	2
1	Mental Health Community	2
1	New Comer Community	2
1	First Nation Community	2
1	Women's Group	2
1	Disability Community	2
1	Gay, Lesbian and Transgendered Community	2
1	Cape Breton University	2
1	Cape Breton Victoria Regional School Board	2
3	Community Member at Large	2
TOTAL 12		

2.0 METHOD OF APPOINTMENT:

All representatives shall be appointed by the Council following a publication of a notice calling for members to fill these positions. Members may reapply for the representative positions. Members may be appointed as individuals or as representatives of a registered non-profit organization.

3.0 MEETINGS:

The Cape Breton Regional Diversity Committee shall meet monthly if possible. Agendas should be circulated one week prior to the meeting.

The Committee shall designate one of the meetings as an Annual Meeting. This meeting could be used for such things as an annual report of activities or committee work over the past year, setting goals for the upcoming year and as a time to recognize outgoing members.

The committee will be responsible to elect both a chair and a recording secretary.

4.0 ROLE:

The Cape Breton Regional Municipality Diversity Committee will work in partnership with the community as a whole. The committee will embrace and promote diversity and understanding within economic, social and cultural development of the community.

The Committee will bring to light issues relating to diversity within the community; ensure information relating to the community is brought to the Committee which will present the information to the greater community; and develop advocacy approaches to issues relating to the community.

The Committee shall:

- Commit to the principle that everyone is equal in dignity and rights,
- Promote the principle of equal opportunity and mutual exchange of feelings, ideas and opinions,
- Create an enduring atmosphere of diversity and all that it encompasses by increasing accessibility, employment equity and human rights awareness.

5.0 RESOURCE STAFF:

The CBRM Director of Human Resources or designate will be the CBRM staff resource for this committee.

The following government departments and agencies shall be invited to attend the meetings to assist on issues arising within the committee i.e.:

- Cape Breton District Health Authority
- Cape Breton Regional Police Services
- Nova Scotia Human Rights Commission

6.0 CHAIR OF THE COMMITTEE:

The Chair should be appointed at the annual general meeting by election or acclamation. The chair may serve multi year terms with a maximum of three consecutive years.

7.0 QUORUM:

The quorum of the Cape Breton Regional Municipality Diversity Committee shall be five (5) members.

8.0 RULES OF ORDER:

The procedural rules of the Committee shall be the same as the rules of order used by the CBRM Council and its committees.

9.0 GENERAL RULES OF ORDER:

In all cases where procedure is in question, the Committee shall be governed by Robert's Rules of Order.

Approved by Council: **May 17, 2011**
Amended: **August 15, 2017**

Role of CBRM Heritage Advisory Committee:

The role of the Heritage Advisory Committee is to advise Council on matters relating to heritage. It advises Council on topics such as:

- inclusion of buildings, public-building interiors, streetscapes, cultural landscapes and areas in the municipal registry of heritage property
- permission to substantially alter or demolish a municipal heritage property
- conservation plan and conservation by-law
- administration of heritage conservation districts
- an application for a certificate

Unlike other Committees of Council, the Heritage Advisory Committee does not have a formalized schedule. Meeting frequency will depend on the volume of heritage items requiring their input. Staff attempts to compile these items to reduce the number of meetings. Generally, the Heritage Advisory Committee meets two times a year, but again, could be more or less depending on public interest.

It is beneficial for Committee members to have a background in architecture or in local history.

CAPE BRETON REGIONAL MUNICIPALITY

Bylaw C3

HERITAGE PROPERTY

1. In this Bylaw:
 - (a) "Council" means the Council of the Cape Breton Regional Municipality;
 - (b) "Clerk" means the Clerk of the Cape Breton Regional Municipality;
 - (c) "Act" means the *Heritage Property Act*;
 - (d) "Committee" means the Heritage Advisory Committee, established pursuant to the *Heritage Property Act* and this Bylaw;
 - (e) "Regional Municipality" means the Cape Breton Regional Municipality (CBRM);
 - (f) "Heritage Officer" means a CBRM employee appointed by Council pursuant to the Act."

2.
 - (a) The Heritage Advisory Committee is composed of a minimum of seven and a maximum of ten members appointed by Council for a term of two years.
 - (b) At least two members of the Committee shall be members of the Council and at least three but no more than seven members shall be members of local historical societies or individuals who have in the opinion of the Council otherwise demonstrated active concern for the preservation of buildings of historic significance.
 - (c) The Committee has the powers and duties of a Heritage Advisory Committee pursuant to the Act.
 - (d) The Committee shall be governed, where not inconsistent with the Act or this Bylaw, by the general rules of procedure applicable to committees as contained in the Bylaws of the Regional Municipality.

3. The Heritage Officer shall establish and maintain at the business office of the Regional Municipality, a Registry of Heritage Property, where all prescribed documents relating to

the registration of Heritage Property pursuant to the Act or this Bylaw shall be filed. The registry shall:

- (a) be maintained and updated by the Heritage Officer;
- (b) be properly indexed;
- (c) be accessible to the public at no charge during regular business hours at the Regional Municipality Offices.

4. The Registry of Heritage Property shall contain:

- (a) a description of any building, streetscape or area registered by the Council pursuant to the *Heritage Property Act*;
- (b) the recommendation for registration, all notices pursuant to the registration, recording particulars of all notices recorded in the Registry of Deeds and particulars of service of all notices required pursuant to the *Heritage Property Act*;
- (c) all applications for permission to make a substantial alteration to the exterior appearance, or to demolish, a registered building, streetscape or area, together with the particulars of the recommendations of the Heritage Advisory Committee thereon and the particulars of the disposition thereof;
- (d) in a separate section, all buildings, streetscapes and areas for which registration has been recommended by the Heritage Advisory Committee but on which a decision to register has not been made;
- (e) in a separate section, all buildings, streetscapes and areas for which registration was recommended by the Heritage Advisory Committee but which Council determined not to register.

5. All properties registered by a municipal unit incorporated within the Regional Municipality shall be considered to have been registered pursuant to this bylaw and be included within the Registry of Heritage Property.

6. Notice of a recommendation by the Heritage Advisory Committee that a building, streetscape or area be registered as a Municipal Heritage Property shall be in the form specified in Schedule "A", attached hereto.

7. Council may register a building, streetscape or area as a Municipal Heritage Property in accordance with the provisions of the Act and the registration shall be in the form specified in Schedule "B", attached hereto.

8. Council may from time to time establish and amend guidelines for the registration of property as a Municipal Heritage Property, and the Heritage Advisory Committee shall, in making recommendations, take the guidelines fully into account.

Passed and adopted by a majority of the whole Council at a duly called meeting of the Cape Breton Regional Municipal Council held on October 17, 1995, and amended on April 17, 2007, and March 12, 2019.

Mayor Cecil P. Clarke

Deborah Campbell Ryan, Clerk

This is to certify that the attached is a true and correct copy of the Heritage Property Bylaw of the Cape Breton Regional Municipality adopted by Regional Council during a meeting held on October 17, 1995 and amended on April 17, 2007 and March 12, 2019.

Deborah Campbell Ryan, Clerk

DATE OF ADVERTISEMENTS: October 27, 1995
July 10, 2007 (amendment)
June 22, 2019 (amendment)

SCHEDULE "A"**NOTICE OF RECOMMENDATION****TO REGISTER A MUNICIPAL HERITAGE PROPERTY****Cape Breton Regional Municipality**

Pursuant to the **Heritage Property Act**, R.S.N.S. 1989, c. 199, the **Cape Breton Regional Municipality** hereby gives notice that the property of [insert name of owner], [insert brief description and address], [insert legal description], has been recommended for registration in the registry of heritage property for the Cape Breton Regional Municipality.

The property has been recommended for registration [here set out reason for recommendation].

The **Heritage Property Act** provides that if a property is registered as a municipal heritage property:

- 1) The property shall not be substantially altered in exterior appearance or be demolished without the approval of the Regional Municipality;
- 2) An application for permission to substantially alter the exterior appearance or to demolish the property may be made to the Regional Municipality;
- 3) The Heritage Advisory Committee shall be given an opportunity to comment on any application;
- 4) The Regional Municipality may grant or refuse permission or attach conditions;
- 5) Where the municipality does not approve the application, the property owner may, notwithstanding Section 17 of the Heritage Property Act, make the alteration or carry out the demolition at any time after three years from the date of the application but not more than four years after the date of the application;
- 6) Penalties for violation of the Act are a maximum fine of \$10,000.00 for individuals and \$100,000.00 for corporations, with the further right for the Regional Municipality to apply for an order directing the restoration of the property. For further information refer to the **Heritage Property Act**.

The **Heritage Property Act** further provides that no person shall substantially alter the exterior appearance of or demolish a building for 120 days after notice of recommendation to register the property has been served, unless the Regional Municipality sooner refuses to register the property.

The owner has the right to be heard concerning the recommended registration, and the date of the hearing shall be [here set out date, time and place of hearing]. Submissions may be made orally or in writing if desired, and a written submission may be presented at any time prior to the hearing.

A copy of this notice has been recorded at the Registry of Deeds for the County of Cape Breton pursuant to the Act.

Dated at _____ this _____ day of _____ 2_____.

Per:
Regional Municipality Clerk

PROVINCE OF NOVA SCOTIA)
COUNTY OF CAPE BRETON SS)

ON THIS _____ day of _____, A.D., 2_____, before me, the subscriber, personally came and appeared _____ the subscribing witness to the foregoing Notice, who, having been by me duly sworn, made oath and said that **THE CAPE BRETON REGIONAL MUNICIPALITY**, a municipal body corporate, caused the same to be executed in its name and on its behalf, and its corporate seal to be thereunto affixed by its proper officer in h _____ presence.

Schedule "A" should contain the legal description of the property sought to be registered as taken from the deed.

SCHEDULE "B"**NOTICE OF REGISTRATION****MUNICIPAL HERITAGE PROPERTY****Cape Breton Regional Municipality**

Pursuant to Section 14 of the **Heritage Property Act**, R.S.N.S. 1989, c. 199, the **Cape Breton Regional Municipality** hereby gives notice that the property of [insert name of owner], [insert brief description and address], [insert legal description], has been registered in the registry of heritage property for the Cape Breton Regional Municipality.

The **Heritage Property Act** provides that where a property is registered as a municipal heritage property:

- 1) The property shall not be substantially altered in exterior appearance or be demolished without the approval of the Regional Municipality;
- 2) An application for permission to substantially alter the exterior appearance or to demolish the property may be made to the Regional Municipality;
- 3) The Heritage Advisory Committee shall be given an opportunity to comment on any application;
- 4) The Regional Municipality may grant or refuse permission or attach conditions;
- 5) Where the municipality does not approve the application, the property owner may, notwithstanding Section 17 of the Heritage Property Act, make the alteration or carry out the demolition at any time after three years from the date of the application but not more than four years after the date of the application;
- 6) Penalties for violation of the Act are a maximum fine of \$10,000.00 for individuals and \$100,000.00 for corporations, with the further right for the Regional Municipality to apply for an order directing the restoration of the property.

For further information refer to the **Heritage Property Act**.

A copy of this notice has been recorded at the Registry of Deeds for the County of Cape Breton pursuant to s. 15(3) of the Act.

DATED at Sydney, Nova Scotia, this [date].

Cape Breton Regional Municipality

Per:
Clerk

PROVINCE OF NOVA SCOTIA)
COUNTY OF CAPE BRETON SS)

ON THIS day of , A.D., 2____, before me,
the subscriber, personally came and appeared the subscribing witness to the
foregoing Notice, who, having been by me duly sworn, made oath and said that **THE CAPE
BRETON REGIONAL MUNICIPALITY**, a municipal body corporate, caused the same to be
executed in its name and on its behalf, and its corporate seal to be thereunto affixed by its proper
officer in h presence.

Schedule "A" should contain the legal description of the property sought to be registered as taken
from the deed.



Heritage Property Act

CHAPTER 199

OF THE

REVISED STATUTES, 1989

amended 1991, c. 10; 1998, c. 18, s. 561; 2010, c. 54

NOTE - This electronic version of this statute is provided by the Office of the Legislative Counsel for your convenience and personal use only and may not be copied for the purpose of resale in this or any other form. Formatting of this electronic version may differ from the official, printed version. Where accuracy is critical, please consult official sources.

An Act to Provide for the Identification, Preservation and Protection of Heritage Property

Short title

1 This Act may be cited as the Heritage Property Act. *R.S., c. 199, s. 1.*

Purpose

2 The purpose of this Act is to provide for the identification, designation, preservation, conservation, protection and rehabilitation of buildings, public-building interiors, structures, streetscapes, cultural landscapes, areas and districts of historic, architectural or cultural value, in both urban and rural areas, and to encourage their continued use. *R.S., c. 199, s. 2; 1991, c. 10, s. 1; 2010, c. 54, s. 1.*

Interpretation

3 In this Act,

- (a) "Advisory Council" means the Advisory Council on Heritage Property;
- (b) "alter the exterior appearance" includes move in whole or in part;
- (c) "building" includes the land and structures appurtenant thereto;
- (ca) "certificate" means a certificate of appropriateness issued by a heritage officer certifying that a proposed development conforms with the requirements of a conservation by-law;
- (caa) "character-defining elements" means the materials, forms, location, spatial configurations, uses and cultural associations or meanings that contribute to heritage value and that must be sustained in order to preserve heritage value;
- (cb) "conservation by-law" means a heritage conservation district by-law adopted and approved pursuant to this Act;
- (cc) "conservation plan" means a heritage conservation district plan adopted and approved pursuant to this Act;
- (d) "council" means council of a municipality;
- (da) "cultural landscapes" means a distinct geographical area or property uniquely representing the combined work of nature and of people.
- (daa) "development" includes the demolition or removal of a building or structure;
- (e) "heritage advisory committee" means a heritage advisory committee established by a municipality pursuant to this Act;
- (ea) "heritage conservation district" means an urban or rural area with historic or architectural value that is established as a heritage conservation district pursuant to this Act;

(eb) "heritage value" means the aesthetic, historic, scientific, cultural, social or spiritual importance or significance for past, present or future generations and embodied in character-defining materials, forms, locations, spatial configurations, uses and cultural associations or meanings;

(f) "Minister" means the member of the Executive Council charged by the Governor in Council with the administration of this Act;

(g) "municipal heritage property" means a building, public-building interior, streetscape, cultural landscape or area registered in a municipal registry of heritage property;

(h) "municipality" means a regional municipality, incorporated town or municipality of a county or district;

(ha) "prescribed" means prescribed by the regulations;

(i) "provincial heritage property" means a building, public-building interior, streetscape, cultural landscape or area registered in the Provincial Registry of Heritage Property;

(ia) "public-building interiors" means character-defining elements of publicly accessible interiors of a building owned by the Government of the Province in the case of a provincial heritage property or owned by a municipality in the case of a municipal heritage property;

(ib) "regional municipality" means a regional municipality as defined in the Municipal Government Act;

(j) "registered owner" means an owner of land whose interest in the land is defined and whose name is specified in an instrument in the registry of deeds, and includes a person assessed in respect of the occupancy of the land;

(k) "streetscape" means two or more adjacent properties whose collective appearance from the streets has heritage value.[:]

(k[1]) "substantial alteration" means any action that affects or alters the character-defining elements of a property. *R.S., c. 199, s. 3; 1991, c. 10, s. 2; 2010, c. 54, ss. 1, 2.*

Advisory Council on Heritage Property

4 (1) The Governor in Council may appoint not less than five nor more than twelve persons to be the Advisory Council on Heritage Property.

(1A) The Governor in Council shall consider any criteria set out in the regulations in the selection of persons to be appointed pursuant to subsection (1).

(2) The Governor in Council shall designate one of the members of the Advisory Council to be Chairman and one of the members to be Vice-chairman.

(3) A member of the Advisory Council shall hold office for such term as the Governor in Council determines.

(4) The members of the Advisory Council shall be paid such remuneration as is determined by the Governor in Council and actual and reasonable expenses incurred by them in the discharge of their duties. *R.S., c. 199, s. 4; 2010, c. 54, s. 3.*

Powers of Advisory Council

5 The Advisory Council may advise the Minister respecting

(a) the inclusion of buildings, public-building interiors, streetscapes, cultural landscapes and areas in the Provincial Registry of Heritage Property;

(b) an application for permission to substantially alter or demolish a provincial heritage property;

(c) building or other regulations that affect the attainment of the intent and purpose of this Act;

(d) any other matters conducive to the effective carrying out of the intent and purpose of this Act. *R.S., c. 199, s. 5; 2010, c. 54, s. 4.*

Provincial Registry of Heritage Property

6 The Minister shall establish and maintain a Provincial Registry of Heritage Property. *R.S., c. 199, s. 6.*

Recommendation as provincial heritage property

7 (1) The Advisory Council may recommend to the Minister that a building, public-building interior, streetscape, cultural landscape or area be registered as a provincial heritage property in the Provincial Registry of Heritage Property.

(1A) Before making a recommendation pursuant to subsection (1), the Advisory Council shall evaluate the provincial heritage value of a property against any baseline criteria established by the regulations.

(2) The Minister shall cause notice of the recommendation to be served upon each registered owner of the building, public-building interior, streetscape, cultural landscape or area that is the subject of the recommendation at least thirty days prior to registration of the building, [public-building interior,] streetscape[, cultural landscape] or area in the Provincial Registry of Heritage Property.

(3) The notice shall contain

- (a) a statement that the building, public-building interior, streetscape, cultural landscape or area described in the notice has been recommended for registration in the Provincial Registry of Heritage Property;
 - (b) a brief statement of the reasons for the recommendation;
 - (c) a summary of the consequences of registration;
 - (d) a statement that no person shall substantially alter the exterior appearance of or demolish the building, public-building interior, streetscape, cultural landscape or area for one hundred and twenty days after the notice is served unless the Minister sooner refuses to register the property; and
 - (e) an invitation to the registered owner to comment on the proposed registration.
- (4) No person shall substantially alter the exterior appearance of or demolish a building, public-building interior, streetscape, cultural landscape or area for one hundred and twenty days after a notice respecting the building, public-building interior, streetscape, cultural landscape or area has been served pursuant to subsection (2) except in those cases where, prior to the expiration of one hundred and twenty days, the Minister refuses to register the property.
- (5) A copy of the notice served pursuant to subsection (2) shall be deposited in the registry of deeds for the registration district in which the building, public-building interior, streetscape, cultural landscape or area is situate. *R.S., c. 199, s. 7; 2010, c. 54, s. 5.*

Registration as provincial heritage property

- 8 (1) At any time not less than thirty days nor more than one hundred and twenty days after service of the notice pursuant to Section 7 and on the advice of the Advisory Council, the Minister may register the building, public-building interior, streetscape, cultural landscape or area as a provincial heritage property in the Provincial Registry of Heritage Property.
- (2) Notice of the registration or the refusal to register shall be served upon each registered owner of the building, public-building interior, streetscape, cultural landscape or area and a copy thereof shall be deposited in the registry of deeds for the registration district in which the building, public-building interior, streetscape, cultural landscape or area is situate. *R.S., c. 199, s. 8; 2010, c. 54, s. 6.*

Deregistration of provincial heritage property

- 9 (1) On the application of an owner of a provincial heritage property or on its own motion, the Advisory Council may recommend to the Minister that the provincial heritage property cease to be registered in the Provincial Registry of Heritage Property.
- (2) Such a recommendation may be made where
- (a) the property has been destroyed or damaged by any cause; or
 - (b) the continued registration of the property appears to the Advisory Council to be inappropriate as a result of the loss of the property's heritage value, as identified in the property's heritage file or notice of recommendation, unless the loss of the heritage value was caused by neglect, abandonment or other action or inaction of the owner .
- (3) Where the Minister receives a recommendation for deregistration from the Advisory Council or where it appears to the Minister that the continued registration is inappropriate, the Minister may deregister a provincial heritage property not less than thirty days after a notice giving particulars of the proposed deregistration is served on the registered owner of the provincial heritage property and published in a newspaper circulating in the area where
- (a) the property has been destroyed or damaged by any cause; or
 - (b) the continued registration of the property appears to the Minister to be inappropriate as a result of the loss of the property's heritage value, as identified in the property's heritage file or notice of recommendation, unless the loss of the heritage value was caused by neglect, abandonment or other action or inaction of the owner .
- (4) Where the Minister deregisters a property, the Minister shall cause notice of the deregistration to be sent to the registered owner of the property and a copy thereof to be deposited in the registry of deeds for the registration district in which the property is situate. *R.S., c. 199, s. 9; 2010, c. 54, s. 7.*

Sign or plaque

- 10 The Minister may cause a sign, plaque or other marker to be placed on a provincial heritage property indicating the significance of that property. *R.S., c. 199, s. 10.*

Approval to alter or demolish

- 11 (1) Provincial heritage property shall not be substantially altered in exterior or public-building interior appearance or demolished without the approval of the Governor in Council.
- (2) An application for permission to substantially alter the exterior or public-building interior appearance of or demolish provincial heritage property shall be made in writing to the Minister.

- (3) Upon receipt of the application, the Minister shall refer the application to the Advisory Council for its recommendation.
- (3A) The Advisory Council shall assess the application using any standards and guidelines set out in the regulations.
- (4) Within thirty days after the application is referred by the Minister, the Advisory Council shall submit a written report and recommendation to the Minister respecting the provincial heritage property.
- (5) The Minister shall present the recommendation of the Advisory Council to the Governor in Council for consideration.
- (6) The Governor in Council may grant the application either with or without conditions or may refuse it.
- (7) The Minister shall advise the applicant of the determination made by the Governor in Council. *R.S., c. 199, s. 11; 2010, c. 54, s. 8.*

Municipal registry of heritage property and heritage advisory committee

- 12 (1) A municipality may by by-law establish a municipal registry of heritage property.
- (2) A by-law made pursuant to this Section shall provide for the establishment of a heritage advisory committee.
- (3) The heritage advisory committee shall consist of at least two members of the council and such persons or such number of persons as the council may determine by by-law.
- (4) The by-law may provide the term for which members of the heritage advisory committee shall serve.
- (5) The by-law may provide that the planning advisory committee of the municipality shall be the heritage advisory committee of the municipality.
- (6) A by-law made pursuant to this Section is subject to the approval of the Minister of Municipal Affairs, and when so approved has the force of law. *R.S., c. 199, s. 12.*

Powers of heritage advisory committee

- 13 The heritage advisory committee may advise the municipality respecting
- (a) the inclusion of buildings, public-building interiors, streetscapes, cultural landscapes and areas in the municipal registry of heritage property;
 - (b) an application for permission to substantially alter or demolish a municipal heritage property;
 - (ba) the preparation, amendment, revision or repeal of a conservation plan and conservation by-law;
 - (bb) the administration of heritage conservation districts pursuant to the provisions of this Act;
 - (bc) an application for a certificate that is required by this Act or the conservation plan and conservation by-law to go to a public hearing;
 - (c) building or other regulations that affect the attainment of the intent and purpose of this Act;
 - (d) any other matters conducive to the effective carrying out of the intent and purpose of this Act. *R.S., c. 199, s. 13; 1991, c. 10, s. 3; 2010, c. 54, s. 9.*

Recommendation as municipal heritage property

- 14 (1) A heritage advisory committee may recommend to the municipality that a building, public-building interior, streetscape, cultural landscape or area be registered as a municipal heritage property in the municipal registry of heritage property.
- (2) The municipality shall cause notice of the recommendation to be served upon each registered owner of the building, public-building interior, streetscape, cultural landscape or area that is the subject of the recommendation at least thirty days prior to registration of the building, public-building interior, streetscape, cultural landscape or area in the municipal registry of heritage property.
- (3) The notice shall contain
- (a) a statement that the building, public-building interior, streetscape, cultural landscape or area described in the notice has been recommended for registration in the municipal registry of heritage property;
 - (b) a brief statement of the reasons for the recommendation;
 - (c) a summary of the consequences of registration;
 - (d) a statement that no person shall substantially alter the exterior appearance of or demolish the building, public-building interior, streetscape, cultural landscape or area for one hundred and twenty days after the notice is served unless the municipality sooner refuses to register the property; and
 - (e) notification of the right of the owner to be heard and of the time and place for the hearing.

(4) No person shall substantially alter the exterior appearance of or demolish a building, public-building interior, streetscape, cultural landscape or area for one hundred and twenty days after a notice respecting the building, public-building interior, streetscape, cultural landscape or area has been served pursuant to subsection (2) except in those cases where, prior to the expiration of one hundred and twenty days, the municipality refuses to register the property.

(5) A copy of the notice served pursuant to subsection (2) shall be deposited in the registry of deeds for the registration district in which the building, public-building interior, streetscape, cultural landscape or area is situate. *R.S., c. 199, s. 14; 2010, c. 54, s. 10.*

Registration as municipal heritage property

15 (1) At any time not less than thirty days nor more than one hundred and twenty days after service of the notice pursuant to Section 14 and on the advice of the heritage advisory committee, the municipality may register the building, public-building interior, streetscape, cultural landscape or area as a municipal heritage property in the municipal registry of heritage property.

(2) No registration pursuant to subsection (1) shall take place until the council has given the owner of the property an opportunity to be heard and such opportunity shall be given not earlier than three weeks after service of the notice pursuant to subsection (2) of Section 14.

(3) Notice of the registration shall be sent to each registered owner of the building, public-building interior, streetscape, cultural landscape or area and a copy thereof shall be deposited in the registry of deeds for the registration district in which the building, streetscape or area is situate. *R.S., c. 199, s. 15; 2010, s. 54, s. 11.*

Deregistration of municipal heritage property

16 (1) On the application of an owner of a municipal heritage property or on its own motion, the council may deregister a municipal heritage property where

(a) the property has been destroyed or damaged by any cause; or

(b) the continued registration of the property appears to the council to be inappropriate as a result of the loss of the property's heritage value, as identified in the property's heritage file or notice of recommendation, unless the loss of the heritage value was caused by neglect, abandonment or other action or inaction of the owner ,

after holding a public hearing to consider the proposed deregistration.

(2) Such a public hearing shall be held not less than thirty days after a notice of the hearing is served on the registered owner of the municipal heritage property and published in a newspaper circulating in the area.

(3) Where a municipal heritage property is deregistered, the council shall cause notice of the deregistration to be sent to the registered owner of the property and a copy thereof to be deposited in the registry of deeds for the registration district in which the property is situate. *R.S., c. 199, s. 16; 2010, c. 54, s. 12.*

Approval to alter or demolish municipal heritage property

17 (1) Municipal heritage property shall not be substantially altered in exterior or public-building interior appearance or demolished without the approval of the municipality.

(2) An application for permission to substantially alter the exterior or public-building interior appearance of or demolish municipal heritage property shall be made in writing to the municipality.

(3) Upon receipt of the application, the municipality shall refer the application to the heritage advisory committee for its recommendation.

(4) Within thirty days after the application is referred by the municipality, the heritage advisory committee shall submit a written report and recommendation to the municipality respecting the municipal heritage property.

(5) The municipality may grant the application either with or without conditions or may refuse it.

(6) The municipality shall advise the applicant of its determination. *R.S., c. 199, s. 17; 2010, c. 54, s. 13.*

Consideration by municipality of application to alter or demolish

18 (1) The municipality may take up to three years to consider an application under Section 17.

(2) In its consideration of the application, the municipality may require public notice of the application and information meetings respecting the application to be held.

(3) Where the municipality does not approve the application, the property owner may, notwithstanding Section 17, make the alteration or carry out the demolition at any time after three years from the date of the application but not more than four years after the date of the application.

(4) Where the property owner has made the alteration or carried out the demolition in accordance with this Section, the municipality may deregister the property if the municipality determines that the property has lost its heritage value. *2010, c. 54, s. 14.*

Sign or plaque

19 The municipality may cause a sign, plaque or other marker to be placed on a municipal heritage property indicating the significance of that property. *R.S., c. 199, s. 19.*

Establishment of heritage conservation district

19A (1) A municipality may establish a heritage conservation district by concurrently adopting a heritage conservation district plan and a heritage conservation district by-law for a part of the municipality and there may be different conservation plans and conservation by-laws for different parts of the municipality.

(2) A conservation by-law made pursuant to this Section shall provide for the establishment of a heritage advisory committee and subsections (3) to (5) of Section 12 apply *mutatis mutandis* unless a heritage advisory committee is established pursuant to Section 12.

(3) A conservation plan and conservation by-law shall be adopted by a majority vote of the whole council after a public hearing and consideration of any submissions received, but only those councillors present at the public hearing may vote upon the adoption of the conservation plan and conservation by-law.

(4) The Minister shall forward a copy of the conservation plan and conservation by-law and the prescribed background studies and information to the Minister responsible for the Municipal Government Act for that Minister's recommendation.

(5) The Minister shall approve a conservation plan and conservation by-law unless

(a) the conservation by-law does not carry out the intent of the conservation plan;

(b) the conservation plan is not implemented by the conservation by-law;

(c) the prescribed background studies or information do not support the conservation plan or conservation by-law;

(d) the conservation plan or conservation by-law conflicts with an applicable provincial land-use policy or regulation adopted pursuant to the Municipal Government Act;

(e) the conservation plan or conservation by-law conflicts with the applicable municipal planning strategy or land-use by-law;

(f) in the opinion of the Minister, there is a conflict with any other provincial interest,

and they take effect on and not before approval by the Minister.

(6) A conservation plan and conservation by-law approved by the Minister pursuant to subsection (5) may concurrently be amended, revised or repealed by the council and subsections (3) to (5) apply *mutatis mutandis*.

(7) Where a proposed heritage conservation district includes a provincial heritage property, the Minister shall refer the proposed conservation plan and conservation by-law to the Advisory Council for its recommendation and, upon consideration of the recommendation, shall determine that the conservation plan and conservation by-law

(a) apply to the provincial heritage property and that Sections 7 to 11 do not apply to the provincial heritage property;

(b) apply to the provincial heritage property to the extent determined by the Minister and subject to such conditions as the Minister determines; or

(c) do not apply to the provincial heritage property.

(8) Where a building, streetscape or area in an established heritage conservation district is to be designated as a provincial heritage property, the Minister may determine that the conservation plan and conservation by-law apply or do not apply to the provincial heritage property to the extent determined by the Minister and subject to such conditions as the Minister determines. *1991, c. 10, s. 4; 2010, c. 54, s. 15.*

Consequences of establishing district

19B (1) Where a heritage conservation district is established,

(a) no further building, streetscape or area in the district shall be registered as a municipal heritage property;

(b) Section 18 does not apply to any municipal heritage property within the district;

(c) the conservation plan and conservation by-law shall include

(i) policies respecting demolition or removal of municipal heritage properties within the district, and

(ii) a requirement that a certificate be issued for demolition or removal of any municipal heritage property within the district; and

(d) notwithstanding clause (c) and for greater certainty, Section 17 continues to apply to a municipal heritage property within the district.

(2) Subject to subsection (1), a municipal heritage property located in a heritage conservation district continues to be a municipal heritage property. *1991, c. 10, s. 4.*

Design guidelines

19C Design guidelines included in a conservation by-law shall

- (a) with respect to a building or structure, address only the exterior of the building or structure;
- (b) not address the use to which land, a building or a structure may be put. *1991, c. 10, s. 4.*

Prohibited restriction in by-law

19D A restriction in a conservation by-law that does not permit a building of any kind on a lot is ultra vires. *1991, c. 10, s. 4.*

Certificate for development

19E (1) Where a council has adopted a conservation plan and conservation by-law, a certificate is required to undertake the types of development for which a certificate is required by the conservation by-law.

(2) A certificate shall be issued for a proposed development if the development meets the requirements of the conservation by-law or is approved by the council following a public hearing where the conservation plan and conservation by-law require such a hearing.

(3) No certificate that is or may be inconsistent with the proposed amendment or revision of a conservation by-law shall be issued for a period of one hundred and twenty days from the date of publication of the first notice advertising the intention of the council to amend or revise the conservation plan and conservation by-law.

(4) Where the proposed amendment or revision of the conservation plan and conservation by-law has not come into effect after the expiry of the time specified in subsection (3), the certificate shall be issued if, in all other respects, it meets the requirements of the conservation by-law or is approved by the council, as the case may be, following a public hearing, where one is required pursuant to this Act or the conservation plan and conservation by-law.

(5) No development permit granted pursuant to the Planning Act and no permit granted pursuant to the Building Code Act and regulations that is or may be inconsistent with a proposed conservation by-law, or an amendment or revision thereof, shall be issued for a period of one hundred and twenty days from the publication of the first notice advertising the intention of the council to adopt, amend or revise the conservation plan and conservation by-law.

(6) Where the proposed conservation plan and conservation by-law, or amendment or revision thereof, has not come into effect after the expiry of the time specified in subsection (5), the permits referred to in subsection (5) shall be issued if, in all other respects, they meet the requirements of applicable by-laws of the municipality. *1991, c. 10, s. 4.*

Public hearing and conditions for approval of demolition or removal

19F (1) Where the conservation plan and conservation by-law require that a certificate be issued for demolition or removal of a building or structure in a heritage conservation district, the council shall hold a public hearing.

(2) Where the council considers an application for a certificate for demolition or removal of a building or structure, the council shall not approve the application unless

- (a) there is irreversible structural damage or deterioration to the building or structure; or
- (b) the applicable policies of the conservation plan respecting demolition or removal of the building or structure are met. *1991, c. 10, s. 4.*

Heritage officer

19G (1) A council that has adopted a conservation plan and conservation by-law shall designate a person employed by the municipality as the heritage officer and the heritage officer shall be responsible for the administration of the conservation plan and conservation by-law and the issuance of certificates.

(2) A council may, from time to time, authorize another person to act in the heritage officer's stead.

(3) Within fifteen days of receiving an application for a certificate, the heritage officer shall inform the applicant whether or not the application is complete.

(4) Where no public hearing is required pursuant to a conservation plan and conservation by-law, within thirty days of receiving a completed application, the heritage officer shall grant the certificate if it meets the requirements of the conservation by-law or inform the applicant, in writing, of the reasons for not granting the certificate.

(5) Where required to do so by a conservation plan and conservation by-law, the heritage officer shall refer the application for a certificate to the council for a public hearing and shall issue or deny the certificate in accordance with the decision of council, but no certificate shall be issued until the time for appeal has elapsed or the appeal has been disposed of, whichever is the longer. *1991, c. 10, s. 4; 1998, c. 18, s. 561.*

Appeal re subsections 19G(4) and (5)

19H (1) The denial of a certificate or the imposition of conditions on a certificate granted pursuant to subsection 19G(4) may be appealed to the Nova Scotia Utility and Review Board by the applicant for the certificate.

(1A) The approval, imposition of conditions on or denial of a certificate pursuant to subsection 19G (5) may be appealed to the Nova Scotia Utility and Review Board by

- (a) the applicant for the certificate;
- (b) an aggrieved person;
- (c) the council of a municipality adjoining the heritage conservation district to which the certificate relates;
- (d) an official in the public service designated by the Minister.

(2) In subsection (1), "aggrieved person" includes

- (a) an individual who bona fide believes that the proposed certificate will adversely affect
 - (i) the value of or the reasonable enjoyment of that person's property, or
 - (ii) the reasonable enjoyment of the property occupied by that person;
- (b) an incorporated organization the objects of which include promoting or protecting
 - (i) the quality of life of persons resident in the neighbourhood affected by the council's decision, or
 - (ii) features, structures or sites of the community affected by the council's decision of significant historic, architectural or cultural value; and
- (c) an incorporated or unincorporated organization of which the majority of its members are persons who are aggrieved persons pursuant to clause (a).

(3) The Board shall

- (a) confirm the decision of the heritage officer or the council, as the case may be;
- (b) make any decision the heritage officer or the council, as the case may be, could have made; or
- (c) refer the matter back to the heritage officer or council, as the case may be, for reconsideration.

(4) The Board shall not interfere with the decision of the heritage officer or the council, as the case may be, unless the decision cannot reasonably be said to be consistent with the conservation by-law or clause (a) of subsection (2) of Section 19F. *1991, c. 10, s. 4; 1998, c. 18, s. 561.*

Conflict with Building Code Act

19I Where there is a conflict between this Act or the regulations and the Building Code Act or regulations, the Building Code Act and regulations prevail. *1991, c. 10, s. 4.*

Severability of by-law

19J The provisions of a conservation by-law are severable and the illegality of any part does not affect the validity of the rest of the conservation by-law. *1991, c. 10, s. 4.*

Agreement between Minister and owner

20 (1) The Minister may enter into an agreement with the owner of a provincial heritage property, and the council may enter into an agreement with the owner of municipal heritage property or property located in a heritage conservation district, whereby the owner grants to the Minister or the council a right or incurs an obligation respecting the use, preservation or protection of the heritage property or property located in a heritage conservation district.

(2) An agreement entered into pursuant to subsection (1) shall be deposited in the registry of deeds for the registration district within which the heritage property or property located in a heritage conservation district is situate.

(3) Where an agreement is deposited in the registry of deeds, the right or obligation given by the owner becomes an encumbrance upon and runs with the property, and the Minister, in respect of provincial heritage property, and the municipality, in respect of municipal heritage property or property located in a heritage conservation district, may enforce the right or obligation against the property and against the owner or any subsequent owners of the property.

(4) A right or obligation created by an agreement made pursuant to subsection (1) may be waived or discharged by the Governor in Council in respect of provincial heritage property and by the municipality in respect of municipal heritage property or property located in a heritage conservation district. *R.S., c. 199, s. 20; 1991, c. 10, s. 5.*

Appeal re agreement

20A (1) The entering into an agreement or waiving or discharging of a right or condition in an agreement by a council pursuant to Section 20 may be appealed to the Nova Scotia Utility and Review Board by

- (a) an aggrieved person;
 - (b) the council of a municipality adjoining the heritage conservation district to which the agreement relates;
 - (c) an official in the public service designated by the Minister.
- (2) In subsection (1), "aggrieved person" includes
- (a) an individual who bona fide believes that the proposed agreement or waiver or discharge of a right or condition in the agreement will adversely affect
 - (i) the value of or the reasonable enjoyment of that person's property, or
 - (ii) the reasonable enjoyment of the property occupied by that person;
 - (b) an incorporated organization the objects of which include promoting or protecting
 - (i) the quality of life of persons resident in the neighbourhood affected by the council's decision, or
 - (ii) features, structures or sites of the community affected by the council's decision of significant historic, architectural or cultural value; and
 - (c) an incorporated or unincorporated organization of which the majority of its members are persons who are aggrieved persons pursuant to clause (a).
- (3) The Board shall
- (a) confirm the decision of the council;
 - (b) make any decision the council could have made; or
 - (c) refer the matter back to the council for reconsideration.
- (4) The Board shall not interfere with the decision of the council unless the decision cannot reasonably be said to be consistent with the conservation by-law. *1991, c. 10, s. 6; 2010, c. 54, s. 16.*

Acquisition by municipality

- 21 (1) The municipality may acquire municipal heritage property or property located in a heritage conservation district or any right therein.
- (2) Municipal heritage property or property located in a heritage conservation district or any right therein acquired by a municipality shall be and shall be deemed to be property acquired for a city, town or municipal purpose within the meaning of the Municipal Act, the Municipal Affairs Act, the Towns Act, the Dartmouth City Charter, the Halifax City Charter and Chapter 174 of the Acts of 1903, An Act to Incorporate the City of Sydney. *R.S., c. 199, s. 21; 1991, c. 10, s. 7.*

Financial assistance

- 22 (1) The Minister, subject to the approval of the Governor in Council, may provide financial assistance in respect of provincial heritage property and the council may provide financial assistance in respect of municipal heritage property or property located in a heritage conservation district to any person to assist in the restoration or renovation of such property upon such terms and conditions as the Minister or the council, as the case may be, deems fit.
- (2) The Minister of Municipal Affairs may provide financial assistance to a municipality to assist it in exercising its authority pursuant to this Act.
- (3) Any money required by the Minister of Municipal Affairs to exercise his authority pursuant to this Act may be paid out of money voted for that purpose by the Legislature or out of the Consolidated Fund upon the recommendation of the Governor in Council.
- (4) Any money required by a municipality in the exercise of its authority pursuant to this Act may be raised, levied or collected as part of the general rates or taxes of the municipality. *R.S., c. 199, s. 22; 1991, c. 10, s. 8.*

Service of notice

- 23 (1) Service of any notice required to be made by this Act shall be sufficient if served upon the person by registered mail at his last known address.

(2) Where a person upon whom service should be made cannot be identified or his address is not known, service shall be sufficient if notice is affixed in a conspicuous place on the building, streetscape or area and a copy is delivered to any occupant of the property. *R.S., c. 199, s. 23.*

Manner of entry of notice in registry

24 A notice deposited in a registry of deeds pursuant to this Act shall be indexed as if it were a conveyance by or to, as the case may be, the registered owner of the building, streetscape or area. *R.S., c. 199, s. 24.*

Contravention of Act

25 (1) A person who contravenes the provisions of this Act is guilty of an offence and is liable on summary conviction to a penalty of not more than ten thousand dollars and in default of payment thereof to imprisonment for a term not exceeding six months.

(2) Where a corporation is convicted of an offence against this Act, the maximum penalty that may be imposed upon the corporation is two hundred and fifty thousand dollars and not as provided in subsection (1).

(3) Where there is a contravention or failure to comply with the terms of this Act or any agreement made pursuant to this Act, the Minister, with respect to a provincial heritage property, and a municipality, with respect to a municipal heritage property or property located in a heritage conservation district, may bring an action in the Trial Division of the Supreme Court and the Court may, in addition to any other remedy or relief,

(a) make an order restraining the continuance or repetition of any such contravention or failure;

(b) make an order directing the restoration of the property as nearly as may be to its condition prior to the contravention or failure to comply, and directing that upon failure to comply with the order the Minister or the council, as the case may be, may restore the property or may cause it to be restored at the expense of the owner thereof;

(c) make such other order as is required to enforce the provisions of this Act and as to costs and as to the recovery of the expense of any such restoration as the Court deems just. *R.S., c. 199, s. 25; 1991, c. 10, s. 9; 2010, c. 54, s. 17.*

Regulations

26 (1) The Governor in Council may make regulations

(a) determining the form of the Provincial Registry of Heritage Property;

(aa) respecting heritage conservation districts, conservation plans and conservation by-laws and, without restricting the generality of the foregoing,

(i) respecting the adoption and approval of a conservation plan and conservation by-law, including background studies and information, public participation programs and public hearings,

(ii) respecting the purpose of a conservation plan and conservation by-law,

(iii) respecting the content of a conservation plan and conservation by-law,

(iv) respecting certificates required to undertake development in a heritage conservation district, including public hearings, the imposition of conditions to which the certificates are subject and requirements for the issuance of certificates on or before the issuance of permits pursuant to the Planning Act and the Building Code Act,

(v) respecting appeals;

(ab) determining the criteria to be used to select appointments of persons to the Advisory Council;

(ac) determining the baseline criteria to be used by the Advisory Council to evaluate the heritage value of a property under consideration for provincial heritage registration;

(ad) determining the standards and guidelines to be used for the conservation of registered provincial heritage property;

(ae) respecting cultural landscapes;

(b) respecting forms to be used for the purpose of this Act;

(c) defining any expression used in this Act and not defined herein;

(d) determining whether or not compensation for anything done pursuant to this Act is payable and, if payable, the circumstances in which, the extent to which, by whom and to whom such compensation is payable and the manner in which and the person by whom the amount of such compensation is to be determined;

(e) respecting any matter or thing, whether of the foregoing kind or not, that is necessary to effectively carry out the purpose of this Act.

(2) The exercise by the Governor in Council of the authority conferred by this Section shall be regulations within the meaning of the Regulations Act. *R.S., c. 199, s. 26; 1991, c. 10, s. 10; 2010, c. 54, s. 18.*

Act binds Crown

27 This Act binds Her Majesty in right of the Province. *R.S., c. 199, s. 27.*

Deemed municipal heritage property and deemed agreement

28 (1) A building, streetscape or area which is a heritage resource pursuant to subsection (5) of Section 27 of Chapter 8 of the Acts of 1980 is and is deemed to be registered in the City of Halifax municipal registry of heritage property.

(2) An agreement, easement or covenant entered into by the City of Halifax and another person pursuant to subsection (10) of Section 27 of said Chapter 8 is and is deemed to be an agreement entered into by the City and such person pursuant to subsection (1) of Section 20 of this Act. *R.S., c. 199, s. 28; revision corrected 1999.*



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Cape Breton Regional Library Board
Terms of Reference for Library Board Appointments

1	Statute	C. 254, RSNS 1989 amended 1990, the Libraries Act
2.	Purpose	To set policy and provide governance for the Cape Breton Regional Library, serving the Municipalities of the Counties of Cape Breton and Victoria. A Regional Library Board is a body corporate. A Regional Library Board is a governing board. Governing boards are legal entities which have the authority to make policy and govern the affairs of the organization. They do not have direct responsibility for operations and programming, employees (other than the Regional Librarian), collection development or other day-to-day operational matters.
3.	Composition	Province of Nova Scotia – 2 Citizen Representatives Cape Breton Regional Municipality – 3 Council members Cape Breton Regional Municipality – 2 Citizen representatives County of Victoria – 1 Council Member County of Victoria – 1 Citizen Representative Must reside in area served by the Board.
4.	Library Board Committees	Executive Committee: comprised of Chair, Vice-Chair and Treasurer Audit Committee: comprised of Chair, Vice-Chair and Treasurer Special committees are established at the direction of the Library Board. Regional Librarian serves as Secretary to the Board.
5.	Conflict of Interest	No current or former employee (having worked at the Library within the past two years) shall be appointed a member of the Library Board. Library Board members shall not have a professional or personal (immediate family member of a Library staff member or a person residing in the same household as a Library staff member) conflict of interest. (Immediate family member is defined as spouse, partner, sibling, parent, grandparent, child or in-law of a staff member.)
5.	Work & Experience Requirements	No formal work & experience requirements, however, an understanding and appreciation for the importance of public library services, literacy and reading is very important. Board members are requested to hold a valid Library Card.

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6.	Skills Required	Skill(s) in such area(s) of fundraising, community development, communications, public relations, finance, planning and policy development, advocacy, and information technology would be welcome assets.
7.	Term of Appointment	Terms for one, two or three years (as determined by the municipal unit making the appointment); Province of Nova Scotia appointment term is determined by the Governor in Council.
8.	Remuneration	Participation on the Library Board is voluntary. Cape Breton Regional Library will pay mileage from the Board Members place of residence to Library meetings/events when the member is not compensated from another body for attending a meeting or event (ie. From a municipal unit).
9.	Anticipated Time Commitments	Meetings held a minimum of 4 times per year; weekday (usually Monday) evenings at 6:00pm. Additional meetings are called at the discretion of the Chair. Board members are encouraged to attend special events hosted by/in support of Library (but without remuneration).
10.	Other	The Cape Breton Regional Library operates 12 branches and 2 bookmobiles. A variety of programmes and services are available.

**ARTICLES OF ASSOCIATION
OF
PORT OF SYDNEY DEVELOPMENT CORPORATION**

ARTICLE 1: NAME, PURPOSE AND DEFINITION

- 1.01 The name of the Company is Port of Sydney Development Corporation.
- 1.02 The purposes, objects and powers of the Company are as set out in the Memorandum of Association of the Company.
- 1.03 In these Articles of Association of the Company:
- (a) "Company" means Port of Sydney Development Corporation;
 - (b) "Board" or "Board of Directors" means the board of directors of the Company;
 - (c) "Board Member" or "Director" means an individual who has been appointed as a member to the Board of Directors of the Company;
 - (d) "Member(s) of the Company" means an individual or such other legal entity who has acquired Membership, in the Company in accordance with Article 3 of the Articles of Association of the Company; and
 - (e) "Port of Sydney" means the Sydney Harbour and associated infrastructure as well as any operations collateral or incidental to the development of Sydney Harbour.

ARTICLE 2: POWERS

- 2.01 Subject to the Memorandum of Association of the Company, the powers of the Company are as set out in the *Companies Act*, Chapter 81, Revised Statutes of Nova Scotia, 1989, as amended from time to time.
- 2.02 In addition the Company shall have the power:
- (a) to fix and determine the basis and terms of membership in the Company;
 - (b) to carry out the financing and other agreements necessary to achieve its objects either alone or jointly with others; and
 - (c) to guarantee and act as an endorser on loans and obligations arranged by or on behalf of individuals or groups.

ARTICLE 3: MEMBERSHIP

- 3.01 This, Article 3, shall apply to the admission of voting Members of the Company. Subject to the Memorandum of Association, the Members, by resolution, may approve the admission and terms of membership of non-voting members of the Company.
- 3.02 Subject to the right of the Company to extend its membership and to provide for the terms of such extension, the Members of the Company shall be as follows:
- (a) the Cape Breton Regional Municipality as represented by the Council of the Cape Breton Regional Municipality (sometimes referred to as the "Initial Member");
 - (b) such additional Members of the Company who shall be appointed by the Initial Member; and
 - (c) such additional Members of the Company who shall be appointed by the Members of the Company.
- 3.03 Members of the Company (other than the Cape Breton Regional Municipality), shall, as a condition of membership, sign and file with the Company a copy of the Company's Memorandum of Association as confirmation of an undertaking to contribute to the assets of the Company, subject to the limitations expressed in Article 4 of the Memorandum of Association of the Company.
- 3.04 The number of Members who may be admitted to membership in the Company is unlimited.
- 3.05 The acts and votes of the Members of the Company shall be deemed to be legal and valid notwithstanding any default in the appointment of Members of the Company at the time of such acts or votes; and the act and vote of a majority of those present and voting at any duly convened meeting of the Members of the Company shall be deemed to be the act and vote of the Company.
- 3.06 Subject to Article 3.07, the Members of the Company, including the signatories to the Company's Memorandum of Association, shall continue to maintain membership in the Company unless otherwise removed by a vote of 2/3 of the Members of the Company present in person or by proxy at a duly constituted meeting of the Members of the Company for which notice of the proposed removal of the Member has been provided.
- 3.07 Any Member of the Company, including any signatory to the Company's original Memorandum of Association, shall cease to be a Member of the Company upon:
- (a) in the case of a Member of the Company which is a corporate entity, upon the corporate entity becoming insolvent or being assigned into bankruptcy or being wound up; or
 - (b) with the approval of the Board of Directors, if the Member of the Company fails to pay any fee which may be levied on the Member.

- 3.08 Notwithstanding the foregoing, no fees shall be levied on the Cape Breton Regional Municipality and the Cape Breton Regional Municipality shall not be removed as a Member of the Company.

ARTICLE 4: MEETINGS AND VOTING OF THE MEMBERS OF THE COMPANY

- 4.01 The Secretary or his or her designate shall be responsible for giving notice of all meetings of the Members of the Company.
- 4.02 Notice of the time and place of the annual general meeting of the Members of the Company (the "Annual General Meeting") shall be given to each Member by telephonic, electronic or other communication facility not less than two (2) weeks before the day on which the meeting is to be held. If a Member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.
- 4.03 Notice of the time and place of general meetings of the Members of the Company, other than the Annual General Meeting of the Members of the Company, shall be given to each Member by telephonic, electronic or other communication facility not less than two (2) weeks before the day on which the meeting is to be held. If a Member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.
- 4.04 Notice of any emergency meetings will be deemed sufficient if the Secretary gives notice by telephone, fax or message either in person to the Members of the Company or by message left with some responsible person at the respective homes or offices of the Members of the Company the day previous to the date of the emergency meeting of the Members of the Company.
- 4.05 Voting at any meeting of the Members of the Company shall be voiced "aye" or "nay" or by show of hands or by standing vote, unless a secret vote by ballot is requested by motion, seconded and carried by a majority of the Members of the Company present. A motion of request for secret ballot may not be ruled out of order by reason of there being a prior motion on the floor.
- 4.06 Subject to Article 8.01 of the Articles of Association of the Company, each Member of the Company shall be entitled to one (1) vote and no more on any motion.
- 4.07 A quorum of any meeting of the Members of the Company (whether annual, general or emergency) shall be fifty-one percent (51%) of the Members of the Company (actually present, or by proxy) with no person entitled to be counted as more than one (1). Any Member present at any meeting of the Members by proxy shall have filed with the Secretary or his or her designate at any time prior to the meeting of the Members of the Company a proxy form, (substantially similar to the one set out in Appendix "A" to these Articles of Association) and bearing the signature (or certifies the consent to the Secretary's satisfaction) of the Member who wishes to be present at the meeting of the Members of the Company by way of proxy. The proxy form may be presented to the Secretary or his or her designate either by hand (by any person), prepaid post, fax or such other device which, in written form, evidences the consent of the Member being present at the Meeting of the Members of the Company by proxy, the Secretary or his or her designate shall duly note such fact in the minutes of the meeting of the Company and the proxy form or a copy of the proxy form shall be filed with the minutes of the meeting of the

Members.

4.08 The Members of the Company shall hold not less than one (1) meeting each year, of which one meeting shall be the Annual General Meeting of the Members of the Company. The Annual General Meeting of the Members of the Company shall be open to the public and is to be held at the Joan Harris Cruise Pavilion, or such other convenient location, at such time as is deemed expedient by the Board of Directors of the Company. At the Annual General Meeting of the Members of the Company, the order of business shall be as follows:

- (a) Roll call;
- (b) Approval of minutes of preceding Annual General Meeting of the Members of the Company;
- (c) Adoption of the annual report which shall include:
 - Audited financial statements;
 - Completion of a business plan for the fiscal year containing such information as the Council of the Cape Breton Regional Municipality may require, including but not limited to:
 - o Capital and operating budget, including financial targets;
 - o Anticipated infrastructure and facility maintenance;
 - o Marketing plan;
 - o Strategic operating plan.
 - Risk assessment, if applicable in the year of the Annual General Meeting; and
 - Summary of infrastructure maintenance and development for the prior fiscal year.
- (d) Adoption of treasurer's report and appointment of auditors;
- (e) Receiving report of Governance Committee of the Board of Directors;
- (f) Confirmation of individuals to the Board of Directors;
- (g) Election of new Members to Membership in the Company;
- (h) New business.

4.09 General meetings of the Members of the Company may be held at the discretion of the Board of Directors of the Company. Such meetings shall be held at such time and place, and shall take such form as is deemed expedient by the Board of Directors of the Company.

- 4.10 Emergency meetings of the Members of the Company may be called at such time and place as is deemed in the best interests of the Company. Such meetings shall be held when requested by:
- (a) One-third (1/3) or more Members of the Company by notice in writing, delivered to any officer of the Company; or
 - (b) the Board of Directors of the Company; or
 - (c) the chairperson (the "Chairperson").
- 4.11 Subject to such modification as may be required by law and/or pursuant to the Articles of Association of the Company, the business of the Members of the Company shall be conducted in accordance with the most recent edition of Robert's Rules of Order, as it may exist from time to time.

ARTICLE 5: BOARD OF DIRECTORS OF THE COMPANY

- 5.01 The Board of Directors of the Company shall be responsible to establish the policies and perspectives of the Company, including, but not limited to, major policy issues, financial issues and the hiring of the CEO, if any, and shall meet no less than six (6) times during the Company's fiscal year. The Board is responsible for governance and for the oversight of the activities of the Company.
- 5.02 Subject to Article 5.22, the following individuals shall not be eligible to sit as Directors:
- (a) an individual who is a mayor, councillor, officer or employee of the Cape Breton Regional Municipality;
 - (b) an individual who is a member of the legislature of the province of Nova Scotia, or an officer or employee of the public service or of a Crown corporation of the province of Nova Scotia;
 - (c) a Senator or a member of Parliament or an officer or employee of the federal public service or of a federal Crown corporation;
 - (d) an individual who is not a resident Canadian;
 - (e) an individual who is under 18 years of age;
 - (f) an individual who has been declared mentally incompetent by a court in Canada or elsewhere; or
 - (g) an undischarged bankrupt.
- 5.03 The Board shall consist of at least nine (9) voting Directors and no more than twelve (12) voting Directors.
- 5.04 The quorum necessary for the transaction of business at a meeting of the Board shall be a majority of the number of Directors in office. A quorum of Directors may exercise all powers of the Board.

- 5.05 The appointment of a Director shall be effected by a duly authorized resolution of the Council of the Cape Breton Regional Municipality and the Board of Directors shall be comprised of the following:
- (a) not less than one (1) individual holding a professional accounting designations;
 - (b) not less than one (1) individual licensed to practice law in the Province of Nova Scotia;
 - (c) not less than one (1) individual holding a professional engineering designation;
 - (d) not less than one (1) individual with noted expertise in marketing;
 - (e) not less than three (3) individuals with expertise in business and commerce;
 - (f) one designate appointed by band council resolution from Eskasoni First Nation who is not an elected band official; and
 - (g) one designate appointed by band council resolution from Membertou First Nation who is not an elected band official.
- 5.06 No Director of the Company shall hold office as a Director of the Company for a term greater than three (3) years; the Company may, by a majority vote of the Members of the Company present in person or by proxy at a meeting of the Board, extend such term for up to one (1) additional term, which shall not exceed three (3) years.
- 5.07 Subject to such other requirements prescribed pursuant to these Articles of Association of the Company with respect to membership on the Board of Directors of the Company, if a Director of the Company has held office for a period of six (6) consecutive years, he or she will not be eligible to hold office as a Director of the Company for a period of at least three (3) years from the date on which he or she attained six (6) consecutive years as a Director of the Company.
- 5.08 A Director shall cease to hold office when:
- (a) the Director dies or resigns;
 - (b) the Director is removed for cause;
 - (c) the Director is no longer qualified to hold the office of director;
 - (d) the term of office of the Director expires; or
 - (e) the Director is removed by majority vote of the Members of the Company. Subject to those items enumerated herein Article 5.08, so long as the Cape Breton Municipality is the sole Member of the Company, a Director shall not be unilaterally removed by majority vote of the Members, without cause.

- 5.09 A Director may resign his or her office as a Director by sending to the Company a written resignation which shall become effective on the date received by the Company or on the date specified in the resignation, whichever is later.
- 5.10 The Board shall appoint a Chief Executive Officer (CEO), who shall not be a Director. The Board shall fix the remuneration of the CEO of the Company, subject to the approval of the business plan of the Company at the Annual General Meeting.
- 5.11 The Board, subject to the approval of the Members, may appoint from their number one or more committees of the Board not otherwise provided for herein, to best carry out the provisions enumerated herein, however designated, and delegate to any such committee any of the powers of the Board except the Board shall not delegate to any committee the power to:
- (a) fill a vacancy in the office of the auditor of the Company;
 - (b) issue debt obligations except in the manner and on the terms authorized by the Board;
 - (c) approve the audited financial statements of the Company;
 - (d) adopt, amend or repeal by-laws; or
 - (e) authorize or ratify any activity carried on or to be carried on or any power exercised or to be exercised by a subsidiary.
- 5.12 The Board shall appoint from their number a governance committee comprised of not less than three Directors, one of whom shall be a barrister (the "Governance Committee").
- 5.13 The Governance Committee shall perform the following functions:
- (a) Develop and manage the administration of a code of conduct;
 - (b) Develop and annually update a long-term plan, including recommendations to the Board, for the composition of the Board, in terms of the optimal combination of skills, background or experience, which plan shall take into consideration the skills, background and experience of existing Directors, retirement dates and the strategic direction of the Company;
 - (c) at least four months prior to the expiry of the term of a director appointed by the Cape Breton Regional Municipality provide notice to the Cape Breton Regional Municipality, that the term of its appointee on the Board is about to expire and requesting an appointment;
 - (d) provide to the Cape Breton Regional Municipality the notice described in subsection 5.13(c) above, a current copy of the plan and recommendations described in subsection 5.13(b) and also provide a profile of the skills, background and experience of the continuing Directors;
 - (e) in the event a Director ceases to hold office, the Governance Committee shall forthwith provide to the Cape Breton Regional Municipality, a written request for a

new appointment to fill such vacancy together with a copy of the plan and recommendations described in subsection 5.13(b) and the profile described in subsection 5.13(d).

- 5.14 Subject to such modification as may be required by law and/or pursuant to the Articles of Association of the Company, the business of the Board of Directors shall be conducted in accordance with the most recent edition of "Robert's Rules of Order", as it may exist from time to time.
- 5.15 No Director shall be paid any salary or remuneration for the execution of his or her duties other than such out-of-pocket expenses as he or she may properly incur on behalf of the Company.
- 5.16 Meetings of the Board of Directors of the Company may be held by telephone conference call and Directors of the Company may be present at any meeting of the Board of Directors of the Company by telephone speaker or such similar device, so long as the Director attending the meeting of the Board of Directors by way of speaker phone or such similar device is able to hear and participate in the meeting.
- 5.17 Notice of the time and place of a meeting of Directors shall be given to each Director by telephonic, electronic or other communication at least two (2) weeks before the day on which the meeting is to be held. If a Director requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.
- 5.18 The Board of Directors of the Company shall be tasked with having the following corporate records available for inspection by the Council of the Cape Breton Regional Municipality at any time:
 - (a) copies of the annual financial statements, for a period of six years after the end of the fiscal year to which they relate;
 - (b) copy of every document received by it in the last six years notifying it of the appointment or cessation of office of a director;
 - (c) copy of the constating instruments of each of its wholly-owned subsidiaries;
 - (d) Minutes of any meetings of the Board; and
 - (e) Records relating to the traffic and general use of the Port of Sydney.
- 5.19 The Board of Directors of the Company shall be required to report, and provide supporting documentation, to the Council of the Cape Breton Regional Municipality on the following matters within five (5) business days of such business being approved at a meeting of the Board of Directors:
 - (a) filling a vacancy in the office of CEO;
 - (b) approving the annual financial statements;

- (c) approving a borrowing of more than Fifty Thousand Dollars (\$50,000.00);
- (d) adopting a land use plan or business plan;
- (e) authorizing or ratifying any activity carried on or to be carried on, or any power exercised or to be exercised, by a subsidiary of the Company; or
- (f) approval of internal quarterly financial statements.

5.20 The Board of Directors of the Company shall requisition a risk assessment, relating to the Port of Sydney, prepared by a competent risk assessor every five (5) years with respect to:

- (a) risk, risk management, property value, risk transfer and probable maximum loss; and
- (b) insurance coverage, limits and deductibles.

5.21 Notwithstanding the foregoing regulatory framework concerning the Board of Directors of the Company contained in this Article 5, immediately upon incorporation, the Initial Member shall appoint as the first Directors of the Company:

- (a) the Mayor of the Cape Breton Regional Municipality;
 - (b) the Deputy Mayor of the Cape Breton Regional Municipality; and
 - (c) three (3) councilors of the Cape Breton Regional Municipality.
- (collectively known as the "Interim Directors")

The Interim Directors shall hold office from the date of incorporation until such time as the requisite Directors have been established in accordance with Article 5.05 herein, and on staggered terms as enumerated in Article 5.06. As the requisite Directors are appointed in accordance with Article 5.05 herein, the Interim Directors shall proportionately resign.

ARTICLE 6: OFFICERS: CHAIRPERSON, VICE-CHAIRPERSON, SECRETARY, and TREASURER

6.01 The elected officers of the Company shall be the Chairperson, a Vice-Chairperson, a Secretary, and a Treasurer, and such other officers as the Board of Directors of the Company may from time to time appoint (the "Elected Officers").

6.02 The Directors shall elect from their number the Elected Officers at each Annual General Meeting. Where a vacancy exists in any office of the Company, such vacancy shall be filled at the next meeting of the Board of Directors of the Company immediately following the Annual General Meeting of the Members of the Company, which meeting of the Board of Directors of the Company shall be held no later than thirty (30) days after the Annual General Meeting.

- 6.03 The Board of Directors shall have the authority to elect any Director to serve as an interim officer of the Company, should a vacancy occur during the Company's business year until the next Annual General Meeting.
- 6.04 Any Elected Officer of the Company shall hold office for one (1) year from the date of his or her election, provided such person continues to be a Director of the Company.
- 6.05 No Elected Officer shall be paid any salary or remuneration for the execution of his or her duties other than such out-of-pocket expenses as he or she may properly incur on behalf of the Company.
- 6.06 Notwithstanding anything to the contrary contained herein, with the consent of the Board of Directors, the offices of Secretary and Treasurer may be combined into the one office of Secretary-Treasurer.

ARTICLE 7: EXECUTIVE COMMITTEE

- 7.01 The "Executive Committee" of the Board of Directors of the Company shall consist of the following individuals:
 - (a) the officers of the Company, from time to time;
 - (b) the Chief Executive Officer of the Company, if any, who shall be a non-voting Member of the Executive Committee.
- 7.02 The Executive Committee shall serve as a standing committee of the Board of Directors of the Company and shall oversee the effective execution of the day-to-day operations of the Company, approve all major budgeted expense items, act as the strategic planning committee of the Company, evaluate the performance of the Chief Executive Officer, and be responsible for issuing public statements on major policy/media issues. The Executive Committee shall have the authority to transact such business as may properly be required of the Company between meetings of the Board of Directors of the Company and shall carry on its activities in accordance with such directions and limitations as the Board of Directors of the Company may from time to time prescribe. The Executive Committee shall meet no less than once a month during the Company's business year.

ARTICLE 8: DUTIES OF THE CHAIRPERSON AND VICE-CHAIRPERSON

- 8.01 The Chairperson shall:
 - (a) Provides leadership to the Board that will result in attaining the objectives of the Company and adheres to its Articles of Association;
 - (b) The Chairperson shall preside at meetings of the Members of the Company, the Board of Directors and the Executive Committee and shall have an extra or deciding vote when votes are evenly divided;
 - (c) Encourages Directors to participate in meetings and activities;
 - (d) Keeps the Board's discussion on topic by summarizing issues;

- (e) Keeps the Board's activities focused on the Companies' issues;
- (f) Evaluates the effectiveness of the Board's decision-making process;
- (g) Makes sure that committee chairs are appointed;
- (h) Orients Directors and committee chairs to the Board;
- (i) Makes sure there is a process to evaluate the effectiveness of Directors, using measurable criteria;
- (j) Recognizes Directors' contributions to the Board's work;
- (k) Conducts biannual Director evaluations;
- (l) Acts as one of the signing officers for cheques and other documents, such as contracts and grant applications. Unless otherwise determined by the Board of Directors of the Company, the Chairperson, together with the Secretary, shall sign all documents requiring the seal of the Company and perform such other duties as are usual for such an officer;
- (m) Promotes the Companies' purpose in the community and to the media or to delegate such responsibility to another Director; and
- (n) Vets all reports for the Annual General Meeting.

8.02 In the event of the absence, illness, or incapacity of the Chairperson, the Vice-Chairperson shall act in his or her place and stead for all purposes. The Vice-Chairperson shall learn the duties of the Chairperson and keep informed on key issues. The Vice-Chairperson shall perform such duties as may be directed by the Chairperson or Board.

ARTICLE 9: DUTIES OF THE SECRETARY

9.01 The responsibilities of the Secretary are as follows:

- (a) Ensure notices of meetings have been prepared and delivered;
- (b) Ensure minutes of meetings of the Members of the Company, the Board of Directors of the Company and the Executive Committee are kept;
- (c) Ensure all correspondence has been read and answered as directed by the Officers and Board of Directors;
- (d) Serves on the Executive Committee;
- (e) Keeps copies of the Companies' Articles and the Board's policies and plans;
- (f) Keeps list of officers, Directors, committees and general membership;
- (g) Cares for official minute book;

- (h) Keeps record of Board attendance;
- (i) Makes sure that there is a quorum at Board meetings;
- (j) Distribute copies of minutes to Directors;
- (k) Signs official documents of the Company as required;
- (l) Files with the registrar, with its annual financial statement, a list of its Directors with their addresses, occupations, and dates of appointment or election, and, within fourteen days of a change of Directors, notify the registrar of the change;
- (m) Files with the registrar a copy in duplicate of every special resolution within fourteen days after the resolution is passed;
- (n) In the absence of the Chair and vice-chair, chairs Board meetings until the election of an alternate Chair; and
- (o) such other duties as may be designated from time to time by the Board of Directors of the Company are carried out.

ARTICLE 10: DUTIES OF THE TREASURER

10.01 The responsibilities of the Treasurer are as follows:

- (a) Ensure the financial affairs of the Company are monitored;
- (b) Serves on the Executive Committee;
- (c) Gives regular reports to the Board on the financial state of the Company;
- (d) Present the records to designated accountant for review and preparation of a certified statement for the Annual General Meeting. Prepare the annual financial statements required by law;
- (e) Receive and deposit all funds of the Company in the bank designated by the Board;
- (f) Monitor the budget as approved by the Board;
- (g) Acts as signing officer, with another officer or Coordinator for cheques and other documents; and
- (h) such other duties as may be designated from time to time by the Board of Directors of the Company are carried out.

ARTICLE 11: ARTICLES OF ASSOCIATION

11.01 The Articles of Association of the Company shall be amended or repealed only in accordance with the provisions of the *Companies Act*, Chapter 81, Revised Statutes of Nova Scotia, 1989, as amended from time to time.

ARTICLE 12: ACTIVITIES OF THE COMPANY NECESSARY TO SUPPORT PORT OPERATIONS

12.01 To operate the Port of Sydney, the Company may undertake the activities which are necessary to support the objects of the Company, including, but not limited to:

- (a) Subject to Article 5.20(c), the borrowing of money. The borrowing powers of the Company shall be exercised in accordance with the provisions of the *Companies Act*, Chapter 81, Revised Statutes of Nova Scotia, 1989, as amended from time to time;
- (b) Renting equipment;
- (c) Leasing or licensing real property – the acquisition of freehold title to real property shall be strictly prohibited unless approved by special resolution of the Members;
- (d) Acquisition, disposition, holding, leasing or licensing of personal property;
- (e) Participating as a partner, or a co-venturer in connection with the activities enumerated herein;
- (f) The management of harbour service fees;
- (g) Operation of restaurants, bars, retail, office, display, tradeshow, and carry-on entertainment activities, travel or tour operations and similar tourism-related activities;
- (h) Consulting services relating to the operation of the Port of Sydney; and

12.02 The Company shall carry out the following activities in relation to the operation of the Port of Sydney:

- (a) Environmental risk mitigation and maintenance;
- (b) Navigational services and aids;
- (c) Emergency planning and response;
- (d) Dispatching services;
- (e) Security;
- (f) Vehicle parking, control or marshalling facilities;
- (g) Stevedoring services; and
- (h) General facility maintenance.

12.03 The CEO shall deliver to the Members of the Company an operational report describing the activities undertaken in that quarter in reference to those items enumerated in Article 12.01 and Article 12.02.

ARTICLE 13: GENERAL PROVISIONS

- 13.01 The books and accounts of the Company shall be audited each year and certified by a licensed public accountant appointed at the Annual General Meeting of the Members of the Company.
- 13.02 The Company shall maintain a registered office on Cape Breton Island, Nova Scotia, at a place determined by resolution of the Directors of the Company from time to time, and shall give notice of the same to the Registry of Joint Stock Companies.
- 13.03 Unless otherwise directed by the Board of Directors of the Company, at such registered office shall be kept:
- (a) the corporate seal of the Company;
 - (b) the official list of Members of the Company;
 - (c) the minutes of all meetings of the Members of the Company;
 - (d) the minutes of all meetings of the Board of Directors of the Company; and
 - (e) records and books of account of the Company.
- 13.04 The fiscal year of the Company shall be April 1 to March 31.
- 13.05 The Company shall adopt a seal which may be affixed to any documents signed for or on behalf of the Company. Such seal shall be authenticated by the signatures of the Chairperson and the Secretary or such other person or persons so designated and authorized by the Board of Directors of the Company. The seal is to be given into the custody of the Secretary or as designated by the Board of Directors of the Company.
- 13.06 Any Member of the Company may inspect the books of account or records of the Company at the registered office of the Company upon giving reasonable notice thereof to the Secretary of the Company.

DATED at Sydney, Nova Scotia, this ____ day of _____, 2017

APPENDIX "A"

PROXY

To: Chairperson
And to: Port of Sydney Development Corporation (the "Company")
From: [Name and address of Member]

The undersigned, being a member of the Company, hereby appoints:

_____;

to be proxy of the undersigned (the "Proxy"). The Proxy shall have power of substitution, and may attend, act and vote for and on behalf of the undersigned at the _____ (the "Meeting") of the members of the Company to be held on _____, and at any adjournments thereof, with respect to all business and every poll that may take place at that Meeting, with the same powers that the undersigned would have if the undersigned were present at the Meeting, or any adjournment thereof.

Dated this ____ day of _____, _____

Signature of Member

12. Nominating Committee

(1) At the first regular meeting of Council held, after the Election, and at the first regular meeting of Council held in October and every two years thereafter, the Council shall appoint, or authorize the Mayor to appoint, the Nominating Committee. The Committee shall consist of the Mayor and at least five (5) Councillors.

(2) Upon appointment, or soon thereafter, the Nominating Committee shall convene and nominate persons to serve for the next two years on the standing committees and external agencies/committees.

(3) The Nominating Committee shall also meet as required to deal with citizen appointments and any vacancies on Committees.

(4) With respect to the appointments of citizens to Committees, the following selection process shall be used:

- While the meetings of the Nominating Committee are open to the public, the proceedings will not be live streamed or videotaped when dealing with citizen appointments.
- The background information for the applicants will not be attached to the public agenda.
- A matrix of the applicants identified by name and number, noting their qualifications and experience in the related field, will be provided to the Nominating Committee.
- Discussion by the Committee will be non-specific, referring to the candidates by number and not by name.
- Recommendations to Council will refer to the candidate number, and once the citizens have accepted the positions and any required background checks have been completed, their names will be released at a subsequent open meeting.

(5) The Council may ratify the report of the nominating committee or may substitute the name of any person instead of the person nominated by the committee.

13. Non-Committee Council Members

Council members not serving on Committees will not be permitted to participate in the Committee debate or the vote, but are authorized to make comments, presentations and participate at Committee meetings.

