

Filed December 28, 2020
Registration # 1281746

PROVINCE OF NOVA SCOTIA SOCIETIES ACT

Bylaws of
Eastern Shore
Ground Search and Rescue Team
("ESGSAR")

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PART 1 INTERPRETATION

1.1 Definitions

In these Bylaws, unless the context otherwise requires:

- a) “Act” refers to the Societies Act of Nova Scotia, and on broader understanding, to any jurisdictional Federal or Provincial Act;
- b) “Audit Engagement” refers to the examination of all ESGSAR Financial Processes and Records by an external accredited Auditor to ensure the processes are sound and the Records are accurate;
- c) “Bylaws” refers to these Bylaws, as altered from time to time, and filed with the Registrar;
- d) “Conflict of Interest” refers to an activity or situation that places a member—or the Team—in a real, potential or apparent conflict between their private interests and their official Team duties and responsibilities;
- e) “Committee” refers to an individual or group of people to whom responsibility has been delegated to perform a particular function or duty. Descriptions and responsibilities of ESGSAR Committees are recorded—as altered by the Executive Committee from time to time—in the itemized “ESGSAR Committees Descriptions” document.
- f) “Complaint Resolution Guidelines” is the ESGSAR document that details ESGSAR’s Respectful Workplace Policy, Complaint Resolution Policy and related procedures;
- g) “Eastern Shore Ground Search and Rescue Team” is the name of the Society as registered in the Registry of Joint Stock Companies with the Province of Nova Scotia, and herein after will be identified by the acronym “ESGSAR”:

ESGSAR is a community-based, volunteer, Ground Search and Rescue organization, recognized as a Search and Rescue group by EMO Nova Scotia to perform ground and shoreline-water search and rescue operations under a task number issued by the Agency having Jurisdiction (AHJ);

- h) “Emergency Management Office” or “EMO” means that agency or branch of the Government of Nova Scotia, or its successor, which is delegated the responsibilities for emergency planning and delegating emergency responses in the province of Nova Scotia as outlined in legislation, regulation, or government policy;
- i) “Executive Committee” or “Executive” refers to the elected Officers of ESGSAR for the time-being, acting as a body;
- j) “Fiscal Year” refers to the period from January 1st through December 31st of the same calendar year;
- k) “GSAR” “Ground Search and Rescue” and “Ground Search & Rescue” mean ground and inland-water search and rescue within the Province of Nova Scotia, Canada, including operations and activities conducted by Ground Search and Rescue Groups

- in support of air and marine search and rescue operations and activities and other operations in support of Requesting Agencies and local government emergencies;
- l) “Meeting” refers to an official assembly of ESGSAR Members for the purpose of conducting the business of the Team. Any and all Meetings, including “General”, “Executive”, “Committee”, “Special”, and “Annual General” are each to be called and conducted in accordance with these Bylaws;
 - m) “Member” means an individual who has voluntarily joined ESGSAR, is recognized as an Active Member—as per Article 5.1, Item a) in these Bylaws—and acts at all times in accordance with these Bylaws;
 - n) “Membership” refers to individuals:
 - i) who are Members of ESGSAR when these Bylaws become effective, if any; and
 - ii) those persons who become members of ESGSAR in accordance with these Bylaws.;
 - o) “NSGSARA” or “Nova Scotia Ground Search and Rescue Association” is the Provincial Association representing all GSAR groups at the Provincial and Federal level;
 - p) “Officially Approved Activities” herein refer to official Searches, Activities, and Training as identified on the Team Calendar, and those activities approved by the Search Director;
 - q) “Prescribed period” a maximum specified time period as identified in an applicable Act or Regulation;
 - r) “Registrar” means the Registrar of Joint Stock Companies appointed under the Companies Act in the Province of Nova Scotia, and includes the Deputy Registrar or any person authorized by the Governor in Council to perform the duties of the Registrar in his or her absence;
 - s) “Regular Attendance” is defined as participation by a Member in a minimum of 20% of Team events that are open to the general Membership (General Meetings; Basic Training; Searches.);
 - t) “Requesting Agency” means any organization or government agency with the legal or designated authority to request the deployment of land and inland water search and rescue resources in Nova Scotia, Canada;
 - u) “RESAR” or “Regional Search and Rescue” is an association of GSAR Teams within a specific geographic area;
 - v) “Review Engagement” refers to the review of ESGSAR Finances by an Accountant to ensure the Records are plausible;
 - w) “Search” refers to GSAR operations and activities—see Article 1.1, Item i).
 - x) “Special Resolution” is a resolution that can only be passed by a majority of not less than two thirds of the votes cast on that resolution;

- y) “Team” refers to the entire Membership (including the Executive) of the Eastern Shore Ground Search and Rescue Team, acting as a body;

And,

- z) “Vulnerable Person” refers to any person whose personal circumstances has placed them—or by nature requires them to be—in a position of dependency on another, and/or a person who it at increased risk of being harmed by a person in a position of trust or authority.

- 1.2 Singular, Plural and Gender. Words denoting the singular include the plural and vice versa. All roles, responsibilities, and requirements within these Bylaws are recognized to be gender neutral.
- 1.3 Headings. The headings used in these Bylaws are for convenience of reference only and in no way define, limit, or enlarge the scope or meaning of the provisions of these Bylaws.
- 1.4 Conflict with Laws, Act(s) or Regulations. If there is a conflict between these Bylaws and any Federal or Provincial Law, Act, or Regulation, then the Federal or Provincial Law, Act or Regulation shall prevail.

PART 2 MISSION STATEMENT

- 2.1 The Eastern Shore Ground Search and Rescue Team mission is to seek to preserve life by assisting and augmenting Agencies having Jurisdiction search and rescue efforts in the search for the lost person(s) and assisting the Halifax Regional Municipality as per the RESAR agreement.

PART 3 NAME AND OBJECTIVES OF THE SOCIETY

- 3.1 The name of the Society is Eastern Shore Ground Search and Rescue Team (ESGSAR). The word “Team” hereinafter used in these Bylaws shall, where applicable, be deemed to refer to the Eastern Shore Ground Search and Rescue Team.
- 3.2 The Team shall be incorporated under the jurisdiction of the Registrar of Joint Stock Companies, Province of Nova Scotia. The word “Registrar” hereinafter used in these Bylaws shall, where applicable, be deemed to refer to the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.
- 3.3 The objectives of the Team are:
 - a) To provide the Membership with training in ground search procedures;
 - b) To conduct and assist in ground search operations in accordance with NSGSARA Standards and Operational Guide;
 - c) To perform other related tasks that the Team might be called upon for, such as civil emergency response activities;

- d) To acquire by way of grant, gift, purchase, bequest, devise, or otherwise, real and personal property and to use and apply such property to the realization of the objectives of the Team;
- e) To buy, own, hold, lease, mortgage, sell and convey such real and personal property as may be necessary or desirable in the carrying out of the objectives of the Team.

PART 4 TEAM COMPLIANCE

- 4.1 The Team and its Members shall comply with these Bylaws and with all the rules and regulations governing the operation of ground search and rescue in Nova Scotia.
- 4.2 The Team and its Members shall comply with the Registration requirements of a registered charity as determined by Revenue Canada, Taxation.

PART 5 MEMBERSHIP CATEGORIES AND REQUIREMENTS

- 5.1 There shall be four categories of Team Membership as follows:
 - a) Active: Regular Attendance as defined in Article 1.1, Item s) Must be 18+ years of age. Full voting privileges. Nova Scotia SAR license plates for a single vehicle. Provincial and Federal (hours dependent) SAR tax credit. On call-out list for all events including searches.
 - b) Associate: For those not wanting to attend searches and regular training events. No voting privileges. No Nova Scotia SAR license plates. No SAR tax credit. Cannot hold any office. Called only for General Meetings and non-training/non-search events.
 - c) Lifetime: Honorary Category. Accept nominations for one position per year at the General Meeting prior to the AGM. Present nomination thru the Membership Committee. Plaque Award. SAR license plates and voting privileges *only* if member maintains Active status, and then per Article 5.1, Item a). Called for whatever they want to be called for, unless Active member, then refer to Article 5.1, Item a) regarding call-outs.
 - d) Junior: Individuals who have not reached the age of 18, but who are at least 16 years of age may be registered as members. Application requires written parental consent. Junior members under the age of majority (18) are *not* permitted to participate in any Search-based activity (actual or training), but may participate in classroom-based training and non-search related activities. No voting privileges.

PART 6 APPLICATION PROCESS AND REQUIREMENTS

- 6.1 Application for Membership shall be in writing on an official application form.

- 6.2 Applicants must be at least 18 years of age. Exception permitted regarding application for Junior membership, as per Article 5.1, Item d).
- 6.3 Applicants must have a Criminal Record Check completed by the appropriate Police authority and submitted to the Team. ESGSAR will not accept individuals who fail the criminal record check.
- 6.4 Except within the Province of Nova Scotia, and/or the Provincial framework, Years of Service in any other GSAR group are not transferable to ESGSAR.
- 6.5 Nothing herein contained shall oblige ESGSAR to accept any and all applications for Membership. The Team Executive will determine the level of human resources required to execute the objectives of ESGSAR.

PART 7 MEMBER IN GOOD STANDING

- 7.1 Regular attendance at Meetings and training activities is required.
- 7.2 The Membership Review Committee shall scrutinize attendance records and report members not in good standing to the Team's Executive annually.
- 7.3 A Member's attendance shall not be required at Team events when such attendance would jeopardize the member's means of livelihood.
- 7.4 If a Member is planning to be absent for more than four months, they shall notify the Team President.

PART 8 DUTIES OF MEMBERS

- 8.1 Every Member turning out to a Team event (such as a Search, training session, or Meeting) shall ensure that their name is entered in the appropriate register.
- 8.2 On a Search, Members shall at all times take their direction from the Search Manager and designated Team Leader.
- 8.3 A Member may only communicate on behalf of the Team when they have permission from the Executive to do so, or when their position normally requires such communications.
- 8.4 Each Member shall advise the Membership Committee of any changes to their name, address, phone number, or availability.

PART 9 MEMBERS AND CONFLICT OF INTEREST

- 9.1 Members must disclose any—real or potential—Conflicts of Interest as defined in Article 1.1, Item d) to the Executive.

PART 10 MEMBER BEHAVIOUR AND CODE OF CONDUCT

- 10.1 All Members shall perform their official duties and arrange their private affairs so that public confidence and trust in the integrity, objectivity and impartiality of the Team is conserved and enhanced.
- 10.2 All Members shall act at all times in a manner that will bear the closest Team/public scrutiny.
- 10.3 In carrying out their official Team duties, all Members shall make decisions in the Team's interest.
- 10.4 All members shall:
- a) Act only within the capacity of their official Team and/or Executive role(s) when approached by a private entity or person requesting assistance from the Team;
 - b) Avoid soliciting and reject benefits (monetary or otherwise) for illicit purposes, or for purposes that may be perceived to be illicit;
 - c) Avoid according preferential treatment—regarding Team matters—to a family member or friend, or to an organization in which the Member, their family member or friend has an interest; and
 - d) Avoid being placed or appearing to be placed under an obligation to any person, private entity or organization that might profit from special consideration on the part of the Team Member.
- 10.5 All Members shall neither directly nor indirectly use, nor allow the use of, Team property of any kind, including property leased to the Team, for anything other than officially approved activities.
- a) Any loan of Team property to a Team member (outside of an official Search, or training) shall be officially logged by the Committee Chair—or authorized individual—that oversees that particular equipment.
- 10.6 Members are expected to maintain professional behavior. As it is in the best interest of the Team, Members must be courteous, thoughtful, alert to danger and respectful of other persons and property. Ground Search and Rescue is a team activity and Members are expected to be able to work with others in a positive Team environment. Complaints regarding actions and behaviours of Members may be brought before the Executive Committee for review.
- 10.7 Members are expected to conduct themselves in a safe and responsible manner and one which is appropriate to and governed by the Team Bylaws.
- 10.8 Members are expected to comply with all reasonable directives, instructions, and requests given by the Executive Committee, its Officers, and its appointed representatives or officials.

PART 11 DISCIPLINE

- 11.1 The Executive is empowered to dispense appropriate discipline in accordance with the Team's Conflict Resolution Process, up to and including termination of membership.
- 11.2 After a matter of discipline has been decided by the Executive Committee, where suspension or termination has been determined, the disciplined individual may appeal the decision. The disciplined individual may approach the Executive for direction towards the next step of an appeal process. In this circumstance, the Executive Committee will provide—without delay or prejudice—information regarding the available next step and the appropriate organization to receive said appeal.

PART 12 WITHDRAWAL FROM THE TEAM

- 12.1 Any Member may resign from the Team at any time by giving verbal or written notice to the Membership Committee or to any member of the Executive Committee.
- 12.2 The resigning individual must also return any badges, identification cards, and all other Team property when presenting their resignation. If in possession of a Nova Scotia SAR license plate(s), the plate(s) must be turned into the Department of Motor Vehicles immediately.

PART 13 TERMINATION OF MEMBERSHIP

- 13.1 Causes for disqualification or dismissal from the Team include reasons such as:
- a) Conviction of any crime, while an adult, involving a child, the elderly, a dependent adult, and/or any vulnerable person(s).
 - b) Conviction of an indictable offence as an adult;
 - c) Conviction of any violent crime within 10 years preceding the individual's application;
 - d) Conviction for any other crime deemed by the NSGSARA / EMO / AHJ / to be disqualifying;
 - e) Falsifying information on the application;
 - f) Failing the criminal record check at any time prior to or during Team membership;
 - g) Failure to maintain one's status within the Membership Categories Article 5.1; and,
 - h) For any reason deemed necessary, such as when a Member ceases to qualify for Membership in accordance with these Bylaws, or when a Member's actions, behavior, and/or conduct is an embarrassment or discredit to the Team.
- 13.2 Disqualification or dismissal is a decision made by the Executive Committee.
- a) Only if the decision is in respect of Article 13.1, Item h) can the decision be appealed. If the disqualified or dismissed individual intends to appeal, then the Executive

- Committee must provide information regarding next steps in the appeal process—as per Article 11.2.
- 13.3 Terminations under Article 13.1, Item g) shall be made by the Executive Committee on the recommendation of the Membership Review Committee.
- 13.4 Any Member to be dismissed under Article 13.1, Item g) shall be sent a letter to remind them of their responsibilities to the Team and be given a date by which to reply in writing. If no reason is given, or no reply received by the stated date, a second letter shall be sent to the Member with a date by when the reply must be received by the Team President. If no reply is forthcoming, the Member shall be sent a final letter—signed by the President—which will inform that his/her name will be struck from the Registry of Members for failing to remain active. By this process, the Member has had—whether exercised or not—the opportunity to explain their intentions on at least two occasions before formal action is taken.

PART 14 EXECUTIVE COMMITTEE

- 14.1 The Executive Committee shall consist of the following Officers:
- a) President;
 - b) Secretary;
 - c) Vice President;
 - d) Search Director;
 - e) Treasurer;
 - f) Training Officer; and
 - g) Equipment Officer.
- 14.2 Job Descriptions for each Executive Officer listed in Article 14.1 are detailed in the itemized “ESGSAR Job Descriptions” document.
- 14.3 Executive Committee Meetings shall be run in accordance to Robert’s Rules of Order.
- 14.4 Four members of the Executive Committee constitute a quorum.
- 14.5 No vote shall be conducted at an Executive Committee Meeting without the participation of a quorum. No Members of the general Team are required for the Executive to conduct business at an Executive Committee Meeting.
- 14.6 At an Executive Committee Meeting, each Officer, including the President, shall have one vote. In the case of an equality of votes, the President shall have the casting vote in addition to the vote to which they are entitled as an Officer. There shall be no proxy voting.
- 14.7 The members of the Executive Committee shall be elected each year at the AGM. A Member can only hold one Executive position at a given time. There is no remuneration for holding an Executive position.

- 14.8 In the event an Executive Committee member resigns their position or ceases to be a Member of the Team, whereupon their position shall by that very fact be vacated, the vacancy thereby created may be filled for the unexpired portion of the term by the Executive Committee from among Members of the Team.
- 14.9 Any Active Member of the Team shall be eligible to be elected to the Executive Committee.
- 14.10 At the AGM of the Team, all the Executive Committee members shall retire from office, but shall hold office until the dissolution of the Meeting at which their successors are elected and retiring Executive Committee members shall be eligible for re-election.
- 14.11 The Secretary of the Team shall prepare and have custody of the minutes of proceedings of all General and Executive Meetings, and shall keep and maintain other prescribed books and records of the Team as per “ESGSAR Job Descriptions” document. In the absence of the Secretary, the Executive may appoint a temporary substitute for the Secretary who shall, for the purpose of these Bylaws, be deemed to be the Secretary.
- 14.12 Meetings of the Executive Committee shall be held as often as the business of the Team may require, and shall be called by the Secretary. An Executive Committee Meeting may be held at the close of every General Meeting or AGM without notice. Notice of any other Executive Meetings—specifying the time and place thereof—shall be given either orally or in writing to each Executive Committee member within a reasonable time before the Meeting is to take place. Nonreceipt of such notice by any Executive Committee member shall not invalidate the proceedings at any meeting of the Executive Committee.
- 14.13 Each member of the Executive Committee is required to have a report prepared for every General Meeting.
- 14.14 The Vice President shall, at the request of the Executive Committee and subject to its directions, perform the duties of the President during the absence, illness or incapacity of the President or during such period as the President may request them so to do.
- 14.15 In the absence of the President and the Vice President, any Officer appointed from among those present shall preside as Chairperson at meetings of the Executive Committee.
- 14.16 The Team may, by special resolution, remove any member of the Executive Committee before the expiration of the period of office and appoint another person in his/her stead. The person so appointed should hold office during such time only as the member in whose place he/she is appointed would have held office if he/she had not been removed.

PART 15 POWERS OF THE EXECUTIVE COMMITTEE

- 15.1 The management of the activities of the Team shall be vested in the Executive Committee who, in addition to the powers and authorities by these Bylaws or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Team and are not hereby or by statute expressly directed or required to be exercised or done by the Team in General Meeting.

- a) The only exception to Article 15.1 is specified in Part 20 regarding the Repeal and Amendment of these Bylaws, in whole or in part.
- 15.2 The Executive Committee may appoint committees consisting of any members that the Executive Committee may decide.
- 15.3 Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Team by the President or the Vice President and the Treasurer, or otherwise as prescribed by resolution of the Executive Committee.
- 15.4 The Executive Committee is to ensure the reasonable distribution of duties among the Members and to ensure no one member becomes irreplaceable.

PART 16 TEAM MEETINGS

- 16.1 The AGM shall be held within three months after the end of the Team's fiscal year. Individuals who became Members less than one month prior to the AGM are not eligible to vote at the AGM.
- 16.2 The last General Meeting of the Fiscal Year shall be conducted in November. Where an Act of Nature, or State of Emergency, negates the opportunity for the conduct of said meeting in November of a given year, the last General Meeting of the Fiscal Year shall take place at the next earliest opportunity—usually in December of that same year.
- 16.3 A Special Meeting of the Team may be called by the President or by the Executive Committee at any time, and shall be called by the Executive Committee if requisitioned in writing by at least twenty-five per cent (25%) of the Active Membership. The agenda is limited to the topic for which the Meeting was called.
- 16.4 Three day's minimum notice of any General or Special Meeting of the Team shall be given, specifying the place, day and hour of the Meeting, and in the case of special business, the nature of such business, shall be given to the Members. The nonreceipt of any notice by any Member shall not invalidate the proceedings at any General Meeting.
- 16.5 At each AGM or General Meeting of the Team, the following items of business shall be dealt with and shall be deemed to be ordinary business:
 - a) Minutes of preceding General Meeting;
 - b) Consideration of the report by members of the Executive Committee;
 - c) Consideration of the report by Chairpersons of Committees;
 - d) Old business;
 - e) New business;
 - f) Election of Officers for the Executive Committee (at the AGM and as may be required at any General Meeting).
- 16.6 Meetings—with exception to Standing and Special Committee—shall be run in accordance to Robert's Rules of Order.

- 16.7 No business shall be transacted at any Team Meeting unless a quorum of Members is present at the commencement of such business, and such a quorum shall consist of 10 Members.
- 16.8 If one-half hour after the time appointed for the start of the Meeting a quorum of Members is not present, the Meeting, if convened upon the requisition of the Members, shall be dissolved. In any other case, it shall stand adjourned to such time and place as a majority of the Members then present shall direct. If at such an adjourned Meeting a quorum of Members is not present, it shall be adjourned without giving any future date of meeting.
- 16.9 The President of the Team shall preside as Chairperson at every Meeting (excluding Special or Standing Committee Meetings, which shall be chaired by the individual Committee Chairperson).
- 16.10 If there is no President, or if at any Meeting the President is not present at the time of holding the same, the Vice President shall preside as Chairperson.
- 16.11 If there is no President or Vice President or if at any Meeting neither the President nor the Vice President is present at the holding of the same, the Executive Committee Officers present shall choose someone of their number to be Chairperson.
- 16.12 When a Team vote is conducted, every voting Member shall have one vote and no more. There shall be no proxy voting.
- 16.13 At any AGM, General, or Special Meeting, the Chairperson shall have no vote except in the case of an equality of votes. In the case of an equality of votes, the Chairperson shall have a casting vote.
- 16.14 At any General Meeting, unless a poll is demanded by at least three Team Members, a declaration by the Chairperson that a resolution (other than a Special Resolution) has been carried—and an entry to that effect is reflected in the record of the Minutes of the Team Meeting—shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favour of or against such resolution.
- 16.15 If a poll is demanded in the manner aforesaid, the same shall be held in such manner as the Chairperson may prescribe and the result of such poll shall be deemed to be the resolution of the Team in General Meeting.
- 16.16 The Chairperson may, with the consent of the Members, adjourn any Meeting from time to time and from place to place, but no business shall be transacted at any adjourned Meeting, other than the business left unfinished at the Meeting from which the adjournment took place, unless proper notice of such new business is given to the members.

PART 17 COMMITTEES

- 17.1 The Executive Committee has the authority to form Standing Committees as needed. The Executive Committee may also establish Special Committees to deal with specific matters for a limited period of time.

- 17.2 All Committee Chairpersons shall be appointed by and can be removed by the Executive Committee. Committee Chairpersons may choose the members of their committee from the Membership. Chairperson positions of Standing Committees are for one year and may be re-applied for. Nominations for Standing Committee Chairpersons are solicited at the last General Meeting prior to the AGM. Standing Committee Chairpersons are appointed at the first Executive Meeting following the AGM.
- 17.3 All Committee Chairpersons shall submit a report of their committee activities at Executive Committee Meetings and General Team Meetings.

PART 18 FINANCIAL ACCOUNTABILITY

- 18.1 A Finance Committee is to be appointed in September of each year and shall stand for the period of one year. The Finance Committee shall include the Team Treasurer, but shall not be chaired by the Treasurer.
- 18.2 The Finance Committee will meet at least semi-annually during the Team's Fiscal Year for the purpose of reviewing the detailed finances and budget of the Team.
- 18.3 The Treasurer shall prepare the detailed profit and loss statement and balance sheet and provide the same to:
- a) the Finance Committee at the start of all Finance Committee meetings; and
 - b) the Executive Committee on request.
- 18.4 The Treasurer shall prepare a current standard format balance sheet and profit and loss statement and provide to:
- a) The Executive Committee during all Executive Committee meetings; and
 - b) The Team during all General Meetings.
- 18.5 The Finance Committee is also responsible for developing a budget proposal for the Team's coming year. The budget proposal is to be presented to the Executive at the first Executive Committee Meeting of the new Fiscal year. With the Executive's approval, the budget will be presented to the Team at the AGM, and may only be modified with the approval of the Executive and the Team.
- 18.6 Under the oversight of the Finance Committee, total expenditures are required to fit within the approved budget (excluding the Executive's power to make expenditures).
- 18.7 Executive Committee approval is required for all expenditures less than or equal to \$1500.
- 18.8 The spending limit of the Executive Committee shall be limited to \$1500 per transaction without prior approval of the Membership, and with the sole exception of emergency situations.
- 18.9 The borrowing powers of the Team may be exercised by special resolution of the Members.

- 18.10 Any and all expenses that are to be reimbursed to individual members must be pre-approved by the Executive and will be paid only on receipt of detailed proof of expenditure.

PART 19 AUDIT OF ACCOUNTS

- 19.1 At the first General Meeting of the fiscal year, the Executive shall make a written report to the Members as to the financial position of the Team in the previous fiscal year. The report shall include a standard format balance sheet and profit and loss statement of the operating accounts provided by the Treasurer.
- 19.2 A level of financial scrutiny will be decided annually by the Members at the first General Meeting of the fiscal year. If the Membership fails to decide the level of scrutiny, the Executive Committee shall do so.
- 19.3 The permissible levels of financial scrutiny are:
- a) Not to appoint a public accountant;
 - b) Leave the level of scrutiny at the default of a review engagement; or,
 - c) Raise the level of scrutiny to an audit engagement.
- 19.4 When an audit engagement is the selected level of financial scrutiny, the Auditor shall be appointed by the Executive *prior to* the AGM, the Executive shall announce the contract of the appointed Auditor to the Membership at the AGM.
- 19.5 Upon completion of the audit, the Auditor shall make a written report to the Executive. In addition to their standard report, the Auditor shall state whether—in their opinion—the standard balance sheet and profit and loss statement of the operating account is full and fair, and properly drawn up so as to exhibit a true and correct view of the Team’s affairs. The report shall be presented to the Membership at the first General Meeting after the Auditor’s Report has become available.

PART 20 REPEAL AND AMENDMENT OF BYLAWS

- 20.1 The Executive Committee will review all proposed amendments to the ESGSAR Bylaw(s), and prepare recommendations prior to submitting any such proposed amendments to the Membership.
- 20.2 The Executive shall submit the recommended Bylaw(s)—addition(s), amendment(s) or repeal(s)—to the Members at the next General or Special Meeting. In turn, the Members will, by Special Resolution as defined in Article 1.1, Item x), either confirm, reject, amend—or confirm-as-amended during the course of that Meeting—the Bylaw(s).
- 20.3 Subject to Article 20.2, the Bylaw(s) as resolved, will be considered to be confirmed by the Membership as at the date of the Special Resolution.
- 20.4 A Member entitled to vote at a Team Meeting may make a proposal to make, amend or repeal a Bylaw. If so requested by the Member who submits a proposal, the Team shall

include the proposal in the agenda for the Team Meeting. The Team is not required to comply with the request if:

- a) The proposal is not submitted in time to include it in the agenda;
 - b) It clearly appears that the primary purpose of the proposal is to enforce a personal claim or redress grievance against the Team, its Executive or its Members;
 - c) It clearly appears that the proposal does not relate in a significant way to the activities or affairs of the Team;
 - d) The Member who made the proposal failed to present it in person at the Team Meeting; and/or
 - e) Substantially the same proposal was recently submitted to the Team and did not receive the prescribed minimum amount of support.
- 20.5 The Team shall, within the prescribed period, send to the Registrar, a copy of ESGSAR's updated and confirmed Bylaws.
- 20.6 As prescribed by the Societies Act of Nova Scotia, the confirmed Bylaws will take effect immediately upon approval by the Registrar.

PART 21 MISCELLANEOUS

- 21.1 The Executive shall file with the Registrar—in conjunction with its Annual Statement—a list of Executive Committee members complete with their addresses, occupations and dates of appointment or election, and shall notify the Registrar of any subsequent change in the Executive within the prescribed period.
- 21.2 The Executive shall file with the Registrar a copy in duplicate of every special resolution within the prescribed period after the resolution is passed.
- 21.3 The seal of the Team shall be in the custody of the Secretary and may be affixed to any document upon resolution of the Executive Committee.
- 21.4 By written request to the Executive, the books and Records of the Team may be inspected by any Member, at any reasonable time prior to any General Meeting, at the registered office of the Team.
- 21.5 Under the direct oversight of the Search Director, and where it is reasonable and possible to do so, a Team vehicle shall be used for travel by Members on Team business, such as travel to and from courses being taught, training being taken by members, NSGSARA meetings and RESAR meetings.
- a) When the Search Director authorizes such use of a Team Vehicle, they shall notify all qualified Search Managers of its use.
- 21.6 All Members are subject to policies and procedures as approved by the Executive Committee.