



THE SOCIETY OF NOTARIES PUBLIC OF BRITISH COLUMBIA

CONSTITUTION & BYLAWS

SEPTEMBER 2010

(As approved by the members of The Society of Notaries Public of British Columbia)



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CONSTITUTION

1. NAME

The name of the Society is the Society of Notaries Public of British Columbia.

2. PURPOSES

The purposes of the Society are:

- 2.01 To promote and advance the provision of notarial services of the highest standard;
- 2.02 To provide continuing education programs to its Members in order to increase their knowledge, skill and proficiency of notarial services;
- 2.03 To assist the Statutory Examiners in their duty to arrange for and hold examinations and to prescribe tests of competency as may be deemed reasonable and appropriate to qualify applicants to membership in the Society;
- 2.04 To set, provide, regulate and maintain professional and ethical standards for its Members;
- 2.05 To supervise and discipline its Members found guilty of incompetence, misconduct or default in the practice of their profession; and
- 2.06 To undertake such other acts and services as may be necessarily incidental to the purposes set out above.



BYLAWS

1. INTERPRETATION

In these Bylaws:

“**Act**” means the *Notaries Act*, RSBC 1996, c.334, as may be amended from time to time;

“**Board**” means the duly elected Board of Directors of the Society;

“**Candidate**” means an applicant for membership investigated, approved and supported by the Society in his/her efforts to join the Society;

“**Director**” means any Member of the Board, and “**Directors**” shall be two or more Members of the Board;

“**Extraordinary General Meeting**” means every General Meeting of the Members, except an Annual General Meeting;

“**Interpretation Act**” means the Interpretation Act, RSBC 1996, c. 238 as amended from time to time, and the interpretation section of the Interpretation Act shall apply to these Bylaws;

“**Member**” means a Notary Public duly enrolled with the Registrar of the Supreme Court of British Columbia, named upon the Register of the Society and offering Notarial Services in British Columbia;

“**Notarial Services**” means those services provided by notaries public in the Province of British Columbia as described in section 18 of the Act;

“**Register**” means the Register of Members of the Society maintained by the Secretary;

“**Registered address**” means the address of a Member, including email address, as recorded in the Society’s Register, as amended from time to time;

“**Rules**” means those Rules passed by the Board in accordance with the *Act*;

“**Secretary**” means the Secretary of the Society or the acting Secretary, as appointed by the Board;

“**Society**” means the Society of Notaries Public of British Columbia continued under the Act;

“**Special business**” is all business conducted at a General Meeting;



“**Special resolution**” means a resolution passed at a General Meeting by a majority of 75% or more of the votes cast;

“**Statutory Examiners**” means those individuals appointed by the Attorney General in accordance with the *Act* to oversee the examination of individuals seeking to become Notaries Public;

“**Suspension**” means temporary disqualification from providing Notarial Services by a Notary Public. A suspended Member is a Member not in good standing.

2. **THE SEAL**

2.01 The seal of the Society shall be in the custody of the Secretary or in his absence, the President. It shall show the emblem and motto of the Society and bear the inscription the Society of Notaries Public of British Columbia engraved within a circular scroll. The seal shall be affixed to such instruments as authorized by the Board, in the presence of the President or the Vice-President, or a Director, together with the Secretary.

2.02 Notwithstanding the above, the Secretary may affix the seal to a Certificate of Membership in the Society to persons qualifying for membership, to Certificates of Authentication, and to Certificates of Good Standing.

3. **MEMBERSHIP**

3.01 Every application for membership in the Society shall be referred by the Secretary to the Membership Committee for their consideration.

3.02 Every Candidate who successfully passes the statutory examination shall be considered a Member in good standing of the Society:

- a) after enrolment;
- b) after having paid the Society’s admission fee in the amount prescribed from time to time by the Board; and
- c) after having paid the applicable annual dues and assessments for the balance of the current year.

3.03 Every Member shall comply with the following, as amended from time to time

- a) these Bylaws;
- b) the Rules of the Society;
- c) the Society’s Principles for Ethical and Professional Conduct; and the *Act*



- 3.04 The annual membership dues shall be determined by the Board from time to time (the “Dues”).
- 3.05 Every Member shall pay their Dues on or before the due date, as determined by the Board from time to time.
- 3.06 The Secretary shall deliver notice to any Member who fails to timely pay the Dues at the Member’s registered address, providing the Member with a deadline for payment of the Dues. Once the time for payment of Dues set out in the notice has passed, the Secretary shall deliver a notice to the Member terminating the Member’s membership, and shall deliver a copy of the termination notice (together with proof of service) to the Registrar of the Supreme Court of British Columbia.

4. MEETINGS

- 4.01 The Annual General Meeting of the Society shall be held at least once in every calendar year, and not more than 15 months after the adjournment of the previous meeting, at a time and at such place or places as the Board shall decide.
- 4.02 Every General Meeting, other than an Annual General Meeting, is an Extraordinary General Meeting.
- 4.03 The Board may convene an Extraordinary General Meeting at any time; provided however, that the Board provide adequate notice to its Members as outlined below.
- 4.04 The Board, on the requisition of 10% or more of the Members of the Society, shall convene an Extraordinary General Meeting without delay.
- 4.05 The Society shall give to its Members not less than 14 days written notice of any General Meeting. The notice shall specify the time and place or places of the meeting and, in the event of special business, the general nature of the business.
- 4.06 All notices required may be given to any Member either personally, may be given electronically to the email address provided as part of the Member’s Registered Address, or may be given by sending notice through the post, in a prepaid letter or postcard, addressed to each Member’s registered address.
- 4.07 Any notice, if sent by post, shall be deemed to have been delivered on the fourth day following the date upon which it is posted. In proving service, it shall be sufficient to prove that notice was addressed and put into the post office in accordance with Section 4.06. If notice is sent by electronic mail in accordance with Bylaw 4.06 above, then notice shall be deemed to have been delivered on the next business day following its dispatch.



- 4.08 The day of service shall be counted in the number of service days required.
- 4.09 Where an Extraordinary General Meeting is called, only the business specified in the notice shall be dealt with at the meeting.
- 4.10 At all General Meetings, voting must be in person only or by a secured method of electronic voting approved by the Board; whereas, voting in person and an electronic form of voting must occur concurrently during the Annual General Meeting. Proxies shall not be permitted.
- 4.11 Forty (40) Members in good standing shall constitute a quorum for the transaction of business at any Extraordinary General Meeting or Annual General Meeting. If a quorum is not present after the expiration of thirty minutes from the time fixed for any General Meeting of the Members or of the Directors, the President, or in his/her absence, the First Vice-President or in his/her absence, the Second Vice-President or in his/her absence, the Secretary may adjourn the meeting and, upon giving at least 8 days notice to the Members, fix the time and place of such adjourned meeting and, at a meeting so adjourned, the Members present shall constitute a quorum.

5. **THE DIRECTORS**

- 5.01 The Members present at an Annual General Meeting shall elect by ballot or acclamation in each even year eight (8) and in each odd year, seven (7) of its Members to be Directors of the Society for a term of two years.
- (a) A Member will be nominated for election as a Director only by forwarding a legible copy of a nomination form naming the Member as a nominee for a Director of the Society no later than two weeks before an election. Each election shall require a new nomination form.
- (b) The form used for nomination will be designed from time to time by the Board at their discretion and made available to the Members by the Secretary.
- (c) A nomination form may be forwarded by hand, mail, facsimile transmission or other electronic means addressed to the Secretary.
- (d) Qualifications for nomination as a Director shall be limited to the Member being in good standing with The Society for the five (5) years prior to the nomination and not in other than good standing or suspension at the time of the election.



- 5.02 The ballot papers shall be kept for four weeks following the date of the Annual General Meeting in the office of the Secretary and shall only then be destroyed.
- 5.03 The election of the Directors by the Members shall be overseen by scrutineers appointed by the Board in accordance with section 6.03 of these Bylaws. The scrutineers shall announce at the Annual General Meeting the individuals elected by the Members at the Annual General Meeting. Election shall be conducted based on majority of votes. In the event that the ballots cast by the Members indicate that there is a tied vote for the final Director or Directors, as the case may be, the tie shall be decided by a run-off election.
- 5.04 In the event of a failure to elect the number of Directors according to the provisions of these Bylaws, the Board may appoint a sufficient number of Members to be Directors, and the Members so appointed shall hold office for the period for which Directors would have been elected.
- 5.05 At the first Board meeting following an Annual General Meeting, the Board shall elect from among the Directors:
- a) a President;
 - b) a First Vice-President; and
 - c) a Second Vice-President
(collectively, the “Executive”)
- 5.06 At the first Board meeting following the Annual General Meeting, the Board shall appoint a Secretary. The Secretary may be, but need not be, a Director; but shall be a Member in good standing.
- 5.07 A vacancy occurring among the Directors for any cause may be filled by the remaining Directors by appointment from amongst the members, for the unexpired term of office of the former Director.
- 5.08 A Director ceases to be a Director if the Director ceases to be a Member in good standing.
- 5.09 A vacancy occurring among the Executives for any cause may be appointed by the remaining Directors from among the existing Directors, for the unexpired term of office of such Executive.
- 5.10 Directors may be removed at any time by a Special Resolution passed at a General Meeting.
- 5.11 The immediate Past President shall be an *ex officio* Member of the Board unless the immediate Past President is elected as a Director.



- 5.12 The Board may, by simple majority, vote to remove from the Board any Director who has failed to attend three consecutive meetings of the Board, or any Director who has, in the determination of the Board, failed to comply with the Directors Code of Conduct, which is attached to and forms part of the Society's Policy Manual. Any Director removed from the Board in accordance with this Bylaw 5.12 shall have the right to a review of the decision pursuant to section 27 of the *Act*.
- 5.13 A Director shall be eligible for re-election for seven consecutive two-year terms, after which time a Director shall not be eligible for re-election, unless the Director is a member of the Executive, in which case the Director may run for re-election as long as he remains a member of the Executive.
- 5.14 A Member who has been elected as a Director seven consecutive times shall be granted automatic status as a "Lifetime Board Member" with the following rights and restrictions:
- a) the Member shall have the right to receive notice of and attend at all meetings of the Board;
 - b) the Member shall have the right to speak to all motions before the Board;
 - c) the Member shall have no right to vote on any decisions of the Board; and
 - d) the Member shall be bound by all rules and regulations governing the conduct of the Directors, including but not limited to any rules or regulations regarding confidentiality.

6. **POWERS OF DIRECTORS**

- 6.01 The Directors may exercise all of the powers and do all of the acts and things that the Society may exercise and do and which are not, by these Bylaws, or by the *Act* or other statute, required to be exercised or done by the Society in general meeting, subject always to:
- a) all laws affecting the Society;
 - b) these Bylaws; and
 - c) resolutions not being inconsistent with these Bylaws made from time to time by the Society in General Meetings.
- 6.02 The Directors may pass Rules as provided under the *Act*.



- 6.03 The Directors shall appoint three independent individuals at that Annual General Meeting to be scrutineers for the election of the Directors at each Annual General Meeting. These three scrutineers shall choose, from among themselves, a Chief Scrutineer.
- 6.04 No resolution passed by the Society at a General Meeting invalidates a prior act by the Board that would have been valid if that resolution had not been passed.
- 6.05 No act or proceeding of the Board is invalid, only by reason of their being less than the prescribed number of Directors in office.
- 6.06 Directors may be remunerated for being or acting as a Director, as determined by resolution at a General Meeting of the Society. The Directors may also be reimbursed for all expenses necessarily and reasonably incurred by them while engaged in the affairs of the Society.
- 6.07 In furthering the purposes of the Society, the Board shall regulate the standards of education for Members and Candidates.
- 6.08 The Board may, without limiting the generality of the foregoing:
- a) prescribe a curriculum and course of studies to be pursued by Candidates;
 - b) establish courses, lectures, classes and seminars for Candidates, and enter into agreements with governing bodies of British Columbia universities or other approved institutions of learning within the Province for the provision of such lectures, classes, seminars and correspondence courses, as may be required from time to time;
 - c) establish and conduct refresher courses and seminars for the benefit of the Members within the framework of the continuing education program;
 - d) order a Member to take and satisfactorily complete refresher courses of notarial practice or to take such other steps as they deem appropriate, upon a disciplinary finding against a member, or in cases where, in the opinion of the Board, a Member's practice standards appear to be in need of improvement; and
 - e) recommend from time to time to the Attorney General the appointment to the Board of Statutory Examiners of persons felt to be suitable and desirable for such appointment.



7. PROCEEDINGS OF DIRECTORS

- 7.01 The Board shall meet together at least once in every four months, or more often at the call of the President or, in his/her absence, the first Vice-President or, in his/her absence, the second Vice-President, at a place they think fit to dispatch business.
- 7.02 The Society shall give not less than 14 days written notice to all Directors of a Board meeting. However, the Directors may waive the period of notice for a particular meeting by unanimous consent.
- 7.03 The quorum for the transaction of business at a Board meeting shall be seven persons, save and except for the purpose of a discipline hearing under the *Act*, when a quorum shall be five.
- 7.04 The Secretary shall, at the request of the President or any two Directors, convene an Extraordinary Meeting of the Board upon giving eight days notice to the Directors.
- 7.05 All meetings of the Board shall be chaired by the President or, in his/her absence, by the first Vice-President or, in his/her absence, by the second Vice-President or, in his/her absence, by the Director elected by the Directors assembled.
- 7.06 The Board may delegate any, but not all, of their powers, other than the powers provided to them under the *Act*, to committees as they think fit.
- 7.07 Matters arising at a Board meeting or committee meeting shall be decided by a simple majority of votes. In the case of equality of votes, the chair shall have the casting vote.
- 7.08 A resolution in writing, signed by all of the Directors and placed within the minutes of the Directors, is as valid and effective as if regularly passed at a Board meeting. Any resolution in writing may be delivered to the Directors by email and an electronic response from a Director shall be deemed to be a valid and effective signature for the purposes of these Bylaws.



8. COMMITTEES

- 8.01 In addition to the committees required by the *Act*, the Society shall establish and maintain the following standing committees:
- a) Executive Committee;
 - b) Audit Committee;
 - c) Education Committee;
 - d) Finance & Investments Committee;
 - e) Membership and Credentials Committee;
 - f) Board Development;
 - g) Insurance Committee;
 - h) Legislation & Bylaws Committee
 - i) Practice Inspection Committee;
 - j) Public Relations and Magazine Committee;
 - k) Discipline Committee; and
 - l) Taxation Committee
- 8.02 The President shall within 30 days following every Annual General Meeting, appoint from the Directors a Chair, Vice-Chair, at least one Member, and Non-Members, to all standing committees to serve for one year or until their successors have been appointed, with power of the Chair to add additional Members.
- 8.03 Any ad hoc committee formed by a decision of the Board shall, in the exercise of the power so delegated, conform to any rule that may be imposed by the Board.
- 8.04 If at any meeting of a committee, the Chair or Vice-Chair is not present within five minutes after the time appointed, the Members present may choose one of the members present to be Chair of the meeting. A committee may meet and adjourn as they think proper.
- 8.05 The *Executive Committee* shall be comprised of the Secretary, the Past President, the President, the First Vice President, and the Second Vice President, who shall deal with day to day issues of the Society between Board meetings.
- 8.06 The *Audit Committee* shall receive, scrutinize and assess the Member's self-audit reporting form to be submitted to the Society each year by every Member under the Rules. The Audit Committee shall enforce all Rules concerning the audit of the trust account(s) of the Members.
- 8.07 The *Education Committee* shall make recommendations to the Board in all educational matters and shall be responsible for arranging and managing educational courses as directed by the Directors.



- 8.08 *The Finance Committee* shall supervise the financial affairs of the Society.
- 8.09 *The Membership and Credentials Committee* has the duty to evaluate and to consider all applications for membership; to establish credentials; and qualifications for admission; and to recommend applicants for admission to the Board for their decision, if they see fit to do so.
- 8.10 *The Taxation Committee* shall consist of the President, the Secretary and the chairmen of the Finance Committee and the Discipline Committee. The Taxation Committee shall investigate complaints of excessive notarial fees charged by Members. The decisions of the Taxation Committee shall be final and binding upon all Members.
- 8.11 *The Insurance Committee* shall operate the Insurance Fund of the Society, monitor insurance market conditions, and make recommendations to the Board in all insurance matters.
- 8.12 *The Legislation and Bylaws Committee* shall make recommendations to the Board regarding amendments and additions to the *Act*, Bylaws, Rules and Code of Ethics.
- 8.13 *Practice Inspection Committee* shall conduct standard of practice inspections of offices of the Members.
- 8.14 *The Public Relations and Magazine Committee* shall make recommendations to the Board on matters which facilitate the promotion of the services of Notaries to the public, and publish a magazine regarding Notaries on a quarterly basis.
- 8.15 The President shall be an *ex officio* Member of all committees of the Society.

9. **OFFICERS**

- 9.01 The President shall preside at all meetings of the Members and of the Board, and shall perform such other duties as may be designated or assigned by the Board.
- 9.02 The First Vice-President (or, in the absence of the First Vice-President, the Second Vice-President) shall, in the absence of the President, preside at all meetings of the Members and of the Board, and shall perform such other duties as may be designated or assigned by the Board.



- 9.03 The Secretary shall:
- a) keep a true record of the Members, Directors and Officers of the Society;
 - b) keep minutes of all of the meetings of the Society;
 - c) keep minutes of the meetings of the Board;
 - d) have custody of the records and documents of the Society, including the common seal of the Society;
 - e) keep the financial records and render financial statements to the Board, Members, and others, as and when required; and
 - f) perform such other duties as may be designated or assigned by the Board.
- 9.04 The Secretary shall deposit in the name of the Society all monies received for the Society in a chartered bank, or such other financial institution as approved by the Board.
- 9.05 The Secretary shall provide for the Members attending at Annual General Meetings, a copy of the recorded minutes of the previous Annual General Meeting as they appear in the minute book. The Secretary shall, within a period of 30 days from the time any Board meeting is adjourned, provide the Directors with a copy of the recorded minutes of such meetings.
- 9.06 The Board shall fix the remuneration of the Secretary and shall have full power from time to time to revise such remuneration and terminate such employment.
- 9.07 The Secretary, together with the President of the Society, or any one Director, shall be empowered to enter into all banking arrangements, including the signing of cheques.
10. **BORROWING POWERS**
- 10.01 The Board shall have full power to exercise the borrowing powers of the Society, subject to the Act.
11. **AUDITOR AND AUDIT**
- 11.01 At each Annual General Meeting, the Members shall appoint an accounting firm duly qualified to act as auditor for the ensuing year.
- 11.02 The auditor so appointed shall hold office until the next Annual General Meeting of the Society or until a successor is appointed.



11.03 The Board shall ensure that the books of account of the Society are audited annually by the auditor and shall present the auditor's report, duly signed, at the Annual General Meeting.

12. **INSPECTION OF BOOKS**

12.01 The books and records of the Society may be inspected by any Member at such time and such place and under such conditions as the Board may determine.

13. **AMENDMENTS OF BYLAWS**

13.01 Subject to the provisions of the *Act*, the Society may amend its Constitution and/or its Bylaws by Special Resolution passed at an Annual General Meeting or an Extraordinary General Meeting by a majority of 75% or more of the votes cast of such Members; of which not less than fourteen days notice in writing, specifying the intention to propose the resolution, has been duly given to all Members.

14. **GENERAL**

14.01 Words in the plural shall include the singular, and words in the singular shall include the plural.

14.02 In all matters of procedure not provided for by the Act, the Regulations, the Rules and/or these Bylaws, the Roberts Rules of Order, Newly Revised, as amended from time to time, shall apply.