



BYLAWS

July 2019

1. INTERPRETATION

In these Bylaws:

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

“**Annual General Meeting**” means the annual general meeting of the Members to be held in each calendar year;

“**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;

“**Executive Director**” means the Chief Executive Officer of the Society;

“**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 and named upon the Register of the Society;

“**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;

“**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 Member.

2. **THE SEAL**

2.01 The seal of the Society 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.

2.02 The seal shall be affixed to such instruments as authorized by the Board, in the presence of:

- (a) the President, Vice-President, the Secretary, or Executive Director; or
- (b) one or more persons appointed by resolution of the Board.

2.03 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.

2.04 The seal of the Society shall be in the custody of the Secretary or in his/her absence, the President.

3. **MEMBERSHIP**

- 3.01 Every application for membership in the Society shall be referred by the Secretary to the Membership and Admissions Committee for their consideration.
- 3.02 Every Candidate who successfully passes the statutory examination shall become a Member in good standing of the Society after:
- (a) successfully completing the prescribed curriculum including any practical training established by the Board pursuant to these Bylaws;
 - (b) enrolment;
 - (c) having paid the Society's admission fee in the amount prescribed from time to time by the Board; and
 - (d) having paid the applicable annual fees 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) the *Notaries Act*;
 - (b) any regulations made pursuant to the Act;
 - (c) these Bylaws;
 - (d) the Rules of the Society; and
 - (e) the Principles for Ethical and Professional Conduct of the Society.
- 3.04 The annual fees shall be determined by the Board from time to time (the "Fees").
- 3.05 Every Member shall pay their Fees on or before the due date, as determined by the Board from time to time.
- 3.06 Every Member shall, each year, file a renewal form, practice declaration and self-audit report in the form required by the Board
- 3.07 The Executive Director shall deliver notice to Members providing the Member with a deadline for payment of the Fees.
- 3.08 Once the time for payment of Fees set out in the notice has passed, the Secretary or the Executive Director shall deliver a notice to the Member terminating the Member's membership.
- 3.09 The Secretary shall deliver a copy of the termination notice with proof of service to the Registrar of the Supreme Court of British Columbia.
- 3.10 A suspended Member is a Member not in good standing

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 as determined by the Board.
- 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 upon providing notice to Members in accordance with these Bylaws.
- 4.04 The Board, upon receiving a request signed by 10% or more of the Members of the Society, shall provide notice in accordance with these Bylaws and 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 of the meeting and, in the event of special business, the general nature of the business.
- 4.06 Notice is deemed to have been given if the notice is:
- (a) sent electronically to the email address provided as part of the Member's registered address; or
 - (b) by sending notice addressed to each Member's registered address; or
 - (c) by personal service.
- 4.07 Any notice:
- (a) if sent by regular mail or delivery service shall be deemed to have been delivered on the fourth day following the date upon which the notice was mailed; or
 - (b) if sent by electronic mail on the next business day.
- 4.08 The day of service shall be counted in the number of service days required.
- 4.09 Any accidental failure to provide notice of a meeting to a Member in accordance with this section shall not invalidate anything done or any business transacted at a General Meeting.
- 4.10 Where an Extraordinary General Meeting is called, only the business specified in the notice shall be dealt with at the meeting.
- 4.11 A Member may join any General Meeting by attending in person or, if available, by electronic means.

- 4.12 A Member may vote on any resolution in person or by electronic means if a secured method of electronic voting is available and approved by the Board.
- 4.13 Voting by proxies is not be permitted.
- 4.14 Ten percent of Members in good standing shall constitute a quorum for the transaction of business at any General Meeting. The President or other person presiding at any General Meeting must declare whether or not a quorum is present at the start of the meeting.
- 4.15 If a quorum is not present after thirty minutes from the time fixed for any General Meeting, the President or other person presiding at any General Meeting shall adjourn the meeting.
- 4.16 Notice to fix the time and place to reconvene a meeting adjourned under section 4.15 shall be not less than 8 days and the Members present in person or electronically at any reconvened meeting shall constitute a quorum.

5. **THE DIRECTORS**

- 5.01 The directors shall establish, from time to time, the number of directors to be elected as follows:
- (a) the number of directors to be elected shall not be less than 7 and not more than 11;
 - (b) the Members shall, by advanced ballot through a secure online voting site elect;
 - i. in each odd year, 50% plus one of the directors being elected; and
 - ii. in each even year, the remaining number of directors.
- 5.02 The results of the election of directors will be announced at the Annual General Meeting and be made public as soon as practicable after the meeting.
- 5.03 To be eligible to be a candidate for election as a Director of the Society:
- (a) a Member must forward a completed nomination form naming the Member as a nominee for a Director of the Society not later than six (6) weeks before the election date;
 - (b) the nominee must consent to their nomination in writing;
 - (c) the form used for nominations will be made available to the Members by the Executive Director;
 - (c) a completed nomination form may be delivered to the Executive Director by personal delivery, regular mail, or by electronic means; and

- (d) the nominated Member must have been a Member of the Society in good standing for the five (5) year period prior to the nomination and must remain in good standing at the time of the nomination and election.
- 5.04 The ballots or electronic report of the election shall be kept for four weeks following the date of the Annual General Meeting in the office of the Executive Director and shall only then be destroyed.
- 5.05 The election shall be overseen by the Executive Director or scrutineers appointed by the Board.
- 5.06 Upon receiving the report of the results of the election, the President or other person presiding at an Annual General Meeting shall announce the results of the election to the Members of the Society.
- 5.07 Election shall be conducted based on the nominees receiving the greatest number of votes cast, up to the number of Directors to be elected under section 5.01(b).
- 5.08 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 the toss of a coin.
- 5.09 Each director will be elected for a two-year term with the term starting at the Annual General Meeting at which the results of the ballots are announced
- 5.10 The term of office shall conclude at the close of the Annual General Meeting of members two year after the director was elected.
- 5.11 In the event of a failure to elect the number of Directors required pursuant 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.
- 5.12 In addition to the Members elected as Directors, not less than 2 persons who are not Members or past Members of the Society may be appointed as Directors. The appointed persons have the same rights, responsibilities, and privileges as an elected Member.

- 5.13 As soon as possible following the Annual General Meeting the directors elected, continuing, and appointed shall meet and at that meeting the Board shall elect from among the Directors:
- (a) a President;
 - (b) a First Vice-President; and
 - (c) a Second Vice-President
(the “Executive”)
- 5.14 At the first Board meeting following the Annual General Meeting, the Board shall appoint a person to act as Secretary who shall perform such duties as set out in the Act or otherwise contemplated by these Bylaws. The Secretary may be, but need not be, a Director; but shall be a Member in good standing.
- 5.15 Should a vacancy occur among the Directors for any reason the remaining Directors may appoint any Member so long as that Member meets the requirements for nomination for the unexpired term of office of the former Director.
- 5.16 A Director who is found to be not in good standing ceases to be a Director.
- 5.17 Should a vacancy occur in the office of President, first Vice President, or second Vice President for any reason, the remaining Directors may appoint another Director for the unexpired term of office.
- 5.18 A Director may be removed by the Members by a Special Resolution passed at a General Meeting.
- 5.19 The immediate Past President shall be an *ex officio* Member of the Board unless the immediate Past President is elected as a Director.
- 5.20 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.
- 5.21 A Director shall be eligible for re-election for not more than five 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/she remains a Member of the Executive.

- 5.22 A Director who becomes ineligible for re-election and has been a Member of the Executive Committee 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 all meetings of the Board held in open session;
 - b) The Member shall have the right to speak to all motions before the board in open session;
 - 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 the powers and do all of the acts and things that the Society may do which are not, by the *Act*, other statute, or these Bylaws to be exercised or done by the Society in General Meeting, subject 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 make Rules as provided under the *Act*.
- 6.03 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.
- 6.04 No act or proceeding of the Board is invalid, only by reason of there being less than the prescribed number of Directors.
- 6.05 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.
- 6.06 In furthering the purposes of the Society, the Board shall establish and regulate
- (a) the standards of education for notarial candidates,
 - (b) standards of practice for Members, and
 - (c) standards for continuing education of Members.
- 6.07 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 requirements for continuing education,
- (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 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 a majority, save and except for the purpose of a discipline hearing under the *Act*, when a quorum shall be three.
- 7.04 The Executive Director shall, at the request of the President or any two Directors, convene a 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 Matters arising at a Board meeting shall be decided by a simple majority of votes.
- 7.07 The President or other person presiding may order a vote be conducted by secret ballot, or the Directors may decide by resolution.
- 7.08 Each Director present at a meeting is entitled to one vote and a Director is not entitled to vote by proxy. In the case of equality of votes, the President or other person presiding at the meeting shall have the casting vote.

- 7.09 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.
- 7.10 The Board may conduct business through electronic means.

8. **COMMITTEES**

- 8.01 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.
- 8.02 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) Practice Standards Committee;
 - (d) Finance Committee;
 - (e) Membership and Admissions Committee;
 - (f) Special Fund Committee;
 - (g) Legislation, Bylaws & Rules Committee;
 - (h) Discipline Committee; and
 - (i) Taxation Committee
- 8.03 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 of the Committee to add additional Members.
- 8.04 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.
- 8.05 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.
- 8.06 The quorum for the transaction of business at a committee meeting shall be a majority of the persons on the committee.

- 8.07 Matters arising at a committee meeting shall be decided by a simple majority of votes. Voting at a committee meeting shall be by show of hands, unless the person presiding at such meeting orders a secret ballot. Each Committee Member present at a Committee Meeting is entitled to one vote and a committee Member is not entitled to vote by proxy. In the case of equality of votes, the person presiding at the meeting shall have the casting vote.
- 8.08 A committee may conduct a meeting and business through electronic means.
- 8.09 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.
- 8.10 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.
- 8.11 The *Practice Standards Committee* shall make recommendations to the Board in all matters related to Candidate education and Member practice standards.
- 8.12 The *Finance Committee* shall supervise the financial affairs of the Society.
- 8.13 The *Membership and Admissions Committee* has the duty to consider all applications for membership, to establish qualifications for admission, to evaluate each Candidate's application record; and to recommend to the Board applicants for admission as Members of the Society.
- 8.14 The *Special Fund Committee* shall manage the Special Fund of the Society with respect to claims or possible claims of misappropriation or wrongful conversion against a Member or former Member and make recommendations to the Board in all matters dealing with the operation and investment of the Special Fund.
- 8.15 The *Legislation, Bylaws and Rules Committee* shall make recommendations to the Board regarding amendments and additions to the *Act*, Bylaws, Rules and Code of Ethics.
- 8.16 The *Discipline Committee* shall be comprised and shall do those things as are described in the *Act*.
- 8.17 The *Taxation Committee* shall consist of the President, 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.

8.18 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 or Executive Director shall:

- (a) keep a true record of the Members, Directors and Officers of the Society;
- (b) keep minutes of all 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 Executive Director shall ensure that all monies received for the Society are deposited in the name of the Society in a chartered bank, or such other financial institution as approved by the Board.

9.05 The Secretary or Executive Director 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 or Executive Director 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 the Executive Director and shall have full power from time to time to revise such remuneration and terminate such employment.

9.07 The Secretary or Executive Director, 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.

9.08 The Board may appoint one or more senior managers to exercise their authority to manage the activities and affairs of the Society as they think fit, save and except

for the activities and affairs to be exercised by the Directors themselves under the *Act*.

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 of the Society must appoint an auditor.

11.02 The auditor appointed under this section must be a Chartered Professional Accountant.

11.03 The Board shall ensure that the books of account of the Society are audited annually by the auditors.

11.04 A Director, Member, or an employee of the Society is not eligible to be appointed auditor under this section.

11.05 A Member of the Society may require the attendance of the auditor at the meeting at the expense of the Society by giving notice in writing to the Executive Director at least 10 days before a meeting at which the financial statements of the Society are to be considered or the auditor is to be appointed or removed, and, in that case, the auditor must attend the meeting.

11.06 The auditor of the Society is entitled to:

(a) attend any general meeting of the Society and to receive every notice and other communication relating to the meeting that a Member of the Society is entitled to receive, and

(b) be heard at any general meeting that the auditor attends on any part of the business of the meeting that concerns the auditor or the financial statements of the Society.

11.07 At any general meeting, the auditor, if present, must answer enquiries directed to the auditor concerning the financial statements of the Society and the opinion on them stated in his or her report.

11.08 The auditor is entitled at all times to have access to every record of the Society and is entitled to require from the Directors, officers, and employees of the Society

information and explanations that the auditor considers necessary to enable the auditor to prepare his or her report.

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 a General Meeting.

13.02 Notice of the meeting, in accordance with these Bylaws, must specify the intention to propose the Special 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.