

WON



WORLD ORGANISATION OF NOTARIES

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CHARTER INDEX

1. NAME

World Organisation of Notaries (Won)

2. PURPOSE

WON was formed to bring together, in an inclusive body, Notarial Organisations and Individual Notaries from around the world to share, between and among Members in their relevant jurisdictions, the common goals of creating better Notarial services and improving trade, business, commerce and international matters.

The purposes of WON are

- a) to promote and advance the provision of the highest standard of Notary Services worldwide;
- b) to promote and encourage mutual reciprocation of business between and among Notaries worldwide;
- c) to provide continuing education programs to WON Members to increase their knowledge, skill, and proficiency of the Notarial services they offer worldwide;
- d) to raise the general profile of Common Law Notaries within Common Law Countries and Civil Law Countries;
- e) to set, provide, regulate, and maintain Professional and Ethical Standards for WON Members; and
- f) to undertake other activities and services that may be necessary to achieve the purposes set out above.

3. INTERPRETATION

- a) “Charter” means the WON Charter, which may be amended from time to time.
- b) “Board” means the duly elected Board of Directors of WON.
- c) “Member” means a Notary Organisation or Individual Member that has been accepted into WON by the Board.
- d) “Founding Members” are The Society of Notaries Public of British Columbia, Faculty of Notaries Public in Ireland, and The Notaries Society of England and Wales.
- e) “Director” means any Member of the Board; “Directors” shall be 2 or more Members of the Board.
- f) The “Administrative Director” is appointed by the Directors.
- g) “Subscription” means the annual subscription payable by each Notary Organisation or Individual Member.
- h) “Extraordinary General Meeting” refers to a General Meeting of the Members, not the Annual General Meeting.
- i) “Register” means the Register of Members of WON maintained by the President and/or the Administrative Director.
- j) “Registered address” means the address of a Member as recorded in the Register, as amended from time to time.
- k) “Rules” means those Rules passed by the Board in accordance with the *Companies Act 2006 (England) and Wales*.
- l) “WON” means the “World Organization of Notaries” incorporated under the *Companies Act (England) and Wales*.
- m) “Special business” is all business conducted at a General Meeting.
- n) “Special resolution” means a resolution passed at a General Meeting by a majority of 75 percent or more of the votes cast.

4. THE WON SEAL

- 4.01 The WON Seal shall be in the custody of the Administrative Director or, in his or her absence, the President. It shall show the WON emblem and motto and bear the inscription "World Organisation of Notaries" engraved within a circular scroll. The Seal shall be affixed to such instruments as authorized by the Directors, in the presence of the President or a Vice President or a Director, together with the Administrative Director or such other persons appointed or approved.
- 4.02 Notwithstanding the above, the President or the Administrative Director may affix the Seal to a WON Certificate of Membership for Notarial Organisations or Individual Members qualifying for Membership, to Certificates of Authentication, and to Certificates of Good Standing or other documentation requiring such Seal.

5. MEMBERSHIP

- 5.01 Every application for membership in WON shall be referred by the Administrative Director or the President to the Board for consideration. The Directors may decline to admit any person or Organisation into membership without assigning any reason for such refusal.
- 5.02 A Member shall be considered a Member in Good Standing in WON when the yearly subscription fee assessed by WON has been paid. The Annual Membership dues shall be payable on or before January 1 of each year, in the amount determined by the Directors.
- 5.03 Every Member shall comply with the following, as amended from time to time:
- a) this *Charter*;
 - b) WON's Principles for Ethical and Professional Conduct as determined by the Board.
- 5.04 A Member shall have 4 months in which to pay the assessed dues. Failure to make payment of the dues shall render the Member a Member Not in Good Standing. Failure to make payment of the dues within 6 months of being assessed shall result in automatic expulsion of the Member from WON.

6. MEETINGS

- 6.01 The Directors may convene a General Meeting at any time, provided the Directors give adequate notice to the Members, as outlined below.
- 6.02 The Directors, on the requisition of 75 percent or more of WON Members in Good Standing, shall convene a General Meeting without delay.
- 6.03 WON shall provide its Members with not less than 30 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 (see the definition of special business), the general nature of that business.
- 6.04 The required Notice may be delivered to Members by hand, posted to their registered addresses, or sent electronically via email or facsimile. Any Notice sent by post shall be deemed delivered by the 15th day following the date it was posted. In proving service, it shall be sufficient to prove the Notice was addressed and posted. The day of mailing shall be counted in the number of service days required. Any inadvertent omission to serve any notice on any Member shall not invalidate the meeting or any business dealt with at such meeting.
- 6.05 When a General Meeting is called, only the business specified in the Notice shall be considered at the Meeting.
- 6.06 The WON Annual General Meeting shall be held at least once in every calendar year, not more than 14 months after the adjournment of the previous meeting, at a time and place determined by the Directors.
- 6.07 With respect to voting in General Meetings and the Annual General Meeting, Members must vote in person or by a secure method of electronic voting approved by the Directors. Proxies shall not be permitted.

- 6.08 Where an Extraordinary General Meeting is called, only the business specified in the Notice shall be dealt with at the meeting.
- 6.09 A quorum for the transaction of business at any General Meeting or Annual General Meeting shall be 3 Members in Good Standing. If a quorum is not present 30 minutes after the fixed time for any General Meeting of the Members or the Directors, the President or, in his absence, the First Vice President or, in his absence, the Second Vice President or, in his absence, the Administrative Director may adjourn the meeting and, upon giving at least 8 days' notice to the Members, fix the time and place for the next meeting. OR the meeting shall be automatically adjourned by one week so that it is held at the same time and place, 7 days after the date originally fixed for the meeting.

7. DIRECTORS

- 7.01 The Members present at an Annual General Meeting shall elect by ballot or acclamation, every third year, 6 of its Members to be Directors of WON, each to serve until the conclusion of the next Annual General Meeting.
- a) To qualify for nomination as a Director, an individual must be a Member in Good Standing with his respective Notary Organisation.
 - b) An Individual Notary in Good Standing, and as put forward by a Member Notarial Organisation, will be nominated for election as a Director only by the Notarial Organisation forwarding to the Administrative Director or President a legible copy of a nomination form naming the Individual Notary a Nominee as a Director, no later than 30 days before an election. Each election shall require a new nomination form. Each Notarial Organisation shall be permitted to submit more than 2 Individual Notaries from their organization to run for the Board.
 - c) The form used for nomination will be reviewed from time to time by the Directors at their discretion and made available to the Members by the President and/or the Administrative Director.
 - d) A completed nomination form addressed to the President may be sent by hand, post, email, or facsimile transmission.
- 7.02 The Directors shall appoint 3 independent Individual Members at the Annual General Meeting to be Scrutineers for the election of Directors. The Scrutineers shall choose a Chief Scrutineer from among themselves. The Scrutineers shall announce at the Annual General Meeting the names of the 6 Directors elected, based on a majority of votes.
- 7.03 In the event ballots cast by the Members indicate a tie vote, the Chief Scrutineer shall toss a coin to determine the new Director.
- 7.04 In the event of a failure to elect the required number of Directors set forth by these bylaws, the Directors may appoint Directors from the Membership to fulfill the required number. Those new Directors shall hold office for the same period served by the elected Directors.

- 7.05 The ballot papers shall be kept for 6 weeks following the date of the Annual General Meeting, in the office of the President or Administrative Director, and shall only then be destroyed.
- 7.06 At the first Directors Meeting following the Annual General Meeting, the Directors shall elect an Executive from among the Directors, as follows.
- a) President
 - b) First Vice President
 - c) Second Vice President
- Collectively, they are “the Executive.”
- 7.07 The Directors may consider an Executive that consists of a Vice President of Europe, a Vice President of North America, a Vice President of Asia, a Vice President of Australia, and a Vice President of Africa.
- 7.08 The Directors may appoint an Administrative Director, who may be a current Director but who shall be a Notary in Good Standing within a Member Organisation or within the Member’s Country or State.
- 7.09 If a vacancy occurs in the Executive Committee for any reason, the remaining Directors may appoint another Director for the unexpired term of office of such Executive Committee Member.
- 7.10 If a vacancy occurs among the Directors for any reason, the remaining Directors may appoint a Member in Good Standing to the Board for the unexpired term of office of the former Director.
- 7.11 A Director must step down when he ceases to be a Member in Good Standing within his Notarial Organisation OR within the Member’s country or state.
- 7.12 The Directors may, by simple majority, vote to remove from the Board any Director who has failed to attend 3 consecutive meetings and/or who has, in the sole and absolute determination of the Directors, failed to comply with the Directors Code of Conduct.
- 7.13 Directors may be removed at any time by a Special Resolution passed at a General Meeting or a meeting of the Board of Directors.
- 7.14 The immediate Past President shall be an ex officio Member of the Board unless the immediate Past President is elected as a Director.

8. POWERS OF DIRECTORS

- 8.01 The Directors may exercise all the powers and carry out all the acts and activities that WON may exercise and do and that are not, by this *Charter* or by the *Companies Act 2006 (England) and Wales* or other statute, required to be exercised or done by WON in a General Meeting, subject always to
- all laws affecting WON;
 - this *Charter*, and
 - resolutions made in General Meetings from time to time by WON that are inconsistent with this *Charter*.
- 8.02 The Directors shall meet together at least once every 6 months or more often, at the call of the President or, in his absence, a Vice President, at a place deemed suitable to conduct business.
- 8.03 WON shall give not less than 30 days' written notice to all Directors regarding an upcoming meeting of WON. With unanimous consent, the Directors may waive the period of notice of a particular meeting.
- 8.04 The quorum for the transaction of business at a Directors Meeting shall be 4 persons.
- 8.05 The Administrative Director shall, at the request of the President or any 2 Directors, convene an Extraordinary Meeting of the Directors upon giving 21 days' notice.
- 8.06 All meetings of the Directors shall be chaired by the President or, in his absence, a Vice President or, in his absence, a Director may be elected by the Directors assembled.
- 8.07 The Directors may delegate powers to committees as they see fit.
- 8.08 Matters arising at a Directors Meeting or in a committee shall be decided by a simple majority of votes. In the case of a tie, the President or his representative or the Committee Chair shall cast the deciding vote.
- 8.09 A resolution in writing, signed by all Directors and placed within the minutes, is as valid and effective as if regularly passed at a Board Meeting. Such resolution may be delivered to the Directors by email. For the purposes of these bylaws, an electronic response from a Director regarding a resolution shall be deemed a valid and effective signature.

- 8.10 The Directors may pass amendments to this *Charter* or rules or bylaws as provided under the *Companies Act 2006 (England) and Wales*.
- 8.11 No resolution passed by WON at a General Meeting invalidates a prior act by the Directors that would have been valid if that resolution had not been passed.
- 8.12 No act or proceeding of the Directors is invalid, except if there are fewer than the prescribed number of Directors in office.
- 8.13 Directors may be remunerated for being or serving as Directors, as determined by resolution at an Annual General Meeting of WON. The Directors may be reimbursed for all expenses necessarily and reasonably incurred by them while engaged in the affairs of WON as determined by resolution at an Annual General Meeting of WON.
- 8.14 In furthering the purposes of WON, the Directors shall monitor the standards of Member Organisations.
- 8.15 The Directors may, without limiting the generality of the foregoing,
- a) establish courses, lectures, and seminars for Members; and
 - b) establish and conduct refresher courses and seminars for the benefit of Members within the framework of continuing education.

PROCEEDINGS OF DIRECTORS

9. COMMITTEES

- 9.01 In addition to the Committees required by this *Charter*, the Board may establish and maintain the following Standing Committees.
- a) Executive Committee
 - b) Education Committee
 - b) Finance Committee
 - c) Membership and Credentials Committee
 - d) Public Relations Committee
 - e) Any such other Committee as the Board may decide
- 9.02 The President shall, within 30 days following every Annual General Meeting, appoint from among the Directors a Chair and a Director to each Standing Committee (except the Executive Committee) to serve for 3 years or until their successors have been appointed; the Chair has the power to add additional Members to his Committee.
- 9.03 Any Ad Hoc Committee formed by a decision of the Directors shall, in the exercise of the power so delegated, conform to any rule that may be imposed by the Directors.
- 9.04 If, at any meeting of a Committee, the Chair or Vice Chair is not present within 15 minutes after the appointed meeting time, the Members present may choose one of the Members present to chair the meeting. A committee may meet and adjourn as its Members deem appropriate.
- 9.05 The Executive Committee shall be comprised of the Administrative Director, the Immediate Past President, the President, the First Vice President, and the Second Vice President. It shall deal with day-to-day issues of WON between Directors Meetings.
- 9.06 The Education Committee shall make recommendations to the Directors in all matters of education and shall be responsible for arranging/managing education courses as requested by the Directors.
- 9.07 The Finance Committee shall supervise WON's financial affairs.
- 9.08 The Membership and Credentials Committee has the duty to evaluate and consider all applications for membership, to establish credentials and qualifications for admission, and recommend applicants for admission to the Directors for their decision.
- 9.09 The Public Relations Committee shall make recommendations to the Directors on matters that facilitate the promotion of WON and the services Notaries provide worldwide to the public.
- 9.10 The President shall be an ex officio Member of all WON Committees.

10. OFFICERS

- 10.01 The President shall preside at all meetings of the Membership and Credentials Committee and of the Directors, and shall perform such other duties as may be designated or assigned by the Directors. In the absence of the President, a Vice President shall attend the said meetings or, in the absence of both, such other person as may be selected by those in attendance at such meeting.
- 10.02 A Vice President shall, in the absence of the President, preside at all meetings of the Membership and Credentials Committee and of the Directors, and shall perform such other duties as may be designated or assigned by the Directors.
- 10.03 The Administrative Director shall
- a) keep a true record of all WON Members, Directors, and Officers;
 - b) keep minutes of all WON meetings;
 - c) keep minutes of the meetings of the Directors;
 - d) keep custody of the WON records and documents, including the common Seal;
 - e) keep the financial records and render financial statements to the Directors, Members, and others, as and when required; and
 - f) perform such other duties as may be designated or assigned by the Board.
- 10.04 The Administrative Director shall deposit in the name of WON all monies received for WON in a Bank, or such other Financial Institution as approved by the Directors.
- 10.05 The Administrative 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 Administrative Director shall, within a period of 30 days from the time any Directors Meeting is adjourned, provide the Directors with a copy of the recorded minutes of such meetings.
- 10.06 The Directors shall fix the remuneration of the Executive/ Director and shall have full power to revise from time to time such remuneration and terminate such employment.
- 10.07 The Administrative Director or the acting Administrative Director, together with the President of WON or any one Director, shall be empowered to enter into all banking arrangements, including the signing of cheques.

11. BORROWING POWERS

11.01 The Directors shall have full power to exercise the Borrowing Powers of WON, subject to the *Companies Act 2006 (England) and Wales*.

12. AUDITOR AND AUDIT

12.01 At each Annual General Meeting, the Members shall appoint an accountant duly qualified to act as auditor for the ensuing year.

12.02 The Auditor so appointed shall hold office until the next Annual General Meeting of WON or until a successor is appointed.

12.03 The Directors shall ensure that the books of account are audited annually by the Auditor and shall present the Auditor's report, duly signed, at the Annual General Meeting.

13. INSPECTION OF BOOKS

13.01 The books and records of WON may be inspected by any Member at such time and such place and under such conditions as the Directors may determine.

14. AMENDMENTS

14.01 Subject to the provisions of the *Companies Act 2006 (England) and Wales*, WON may amend, from time to time, its Memorandum of Articles or this *Charter* by Special Resolution passed at a General Meeting, by a majority of 75 percent or more of the votes cast of such Members or at an Extraordinary Meeting, for which not less than 60 days' notice that specifies the intention to propose the resolution has been duly given to all Members.

15. VETO

15.01 Each Founding Member shall have one vote.

15.02 Each Founding Member shall have the Power of Veto in all matters put forward at any Annual General Meeting or Extraordinary General Meeting.

16. GENERAL NOTES

- 15.01 In all matters of procedure not provided by the Memorandum of Articles, this *Charter*, any Regulations, any Rules or Bylaws, then *Roberts Rules of Order Newly Revised*, as amended from time to time, shall apply.
- 15.02 Where the words “he” or “him” are used, “she” or “her” also apply. Words in the plural shall include the singular and words in the singular shall include the plural.