

Standing Orders of The Law Society of Scotland

Standing Orders made by the Council of the Law Society of Scotland in terms of Article 25 of the Constitution of the Law Society of Scotland (the 'Constitution').

Interpretation

1. (1) Expressions used in these Orders shall have the same respective meanings as in the Constitution.

(2) The Interpretation Act 1978 applies to the interpretation of these Standing Orders as it applies to the interpretation of an Act of Parliament.

(3) These Orders may be cited as the Law Society of Scotland Standing Orders, 2018 and have effect to regulate all proceedings of the Society on and after 1 December 2018.

CONDUCT OF BUSINESS AT GENERAL MEETINGS OF SOCIETY

Authority of the Chair

2. The decision of the Chair of a General Meeting of the Society on any question relating to procedure or order at the meeting shall be final and conclusive.

Motions and Amendments at Meetings of Society

3. (a) Every motion submitted to a General Meeting, except those relating to routine matters or the conduct or procedure of the meeting, shall be in writing and signed by the mover, who shall be a member of the Society, and shall relate to business specified in the notice calling the meeting.

(b) In the case of any motion, any member of the Society may propose –
(i) an amendment of the motion by substitution, deletion and/or addition,
(ii) the direct negative,
(iii) that the debate be adjourned, or
(iv) that the question be now put or that the meeting move to the next business.

(c) In circumstances where votes have been cast in accordance with Article 14 (1) of the Constitution all such votes shall automatically be counted and added to the numbers present and voting at a General Meeting

(d) All proposals under 3(b)(i), (iii) and (iv) but not (ii) shall require a seconder.

(e) Movers of motions and of proposals under 3(b)(i), (ii) or (iii) shall be allowed five minutes to speak and other speakers shall be allowed three minutes. The Chair may, at the Chair's discretion, allow a specific extension of time to any speaker.

(f) Without the permission of the Chair, no member shall be entitled to speak more than once on any motion or on any proposal under 3(b)(i),

- (ii) or (iii) (unless on a point of order or information) except that movers of motions and of proposals under 3(b)(i), (ii) or (iii) may reply, and shall be allowed three minutes therefor. In replying, members shall confine themselves to answering previous speakers and shall not introduce new matters. Movers of motions shall have the opportunity of closing the debate and shall be allowed three minutes therefor.
- (g) Proposers and seconders of a proposal under 3(b)(iv) shall not be permitted initially to speak in support of the proposal. When the proposal has been proposed and seconded, the Chair will ask the meeting whether any member wishes to move the direct negative and, if any member so wishes, whether that member has the support of one other member. If no member and supporting member wish so to do, the proposal will be stated by the Chair to have been carried unanimously. If a member and supporting member wish to move the direct negative the proposer of the proposal will be allowed three minutes, and the seconder two minutes, to speak in favour of the proposal. The mover of the direct negative will be allowed three minutes, and the supporting member two minutes, to speak in favour of the direct negative. No other member will be allowed to speak and, at the conclusion of those four speeches, the proposal will be put to the meeting.
- (h) Points of order shall be confined strictly to the conduct or procedure of the meeting.
- (i) No motion or proposal may be withdrawn except with the concurrence of its seconder and, in the case of a motion, by permission of the meeting.
- (j) No member shall, unless with the permission of the Chair, move more than once that any one motion be amended.

Adjournment of General Meetings of the Society and suspension of Standing Orders

- 4.(a) The Chair may, with the consent of any General Meeting of the Society at which a quorum is present, and shall, if so instructed by the meeting, adjourn the 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 at which the adjournment took place. When a meeting is adjourned for more than 14 days, seven days' notice of the adjourned meeting shall be given to each member of the Society but, save as aforesaid, it shall not be necessary to give any notice of an adjournment. It shall not be necessary in any case to give notice of the business to be transacted at an adjourned meeting.
- (b) At any General Meeting of the Society a motion to suspend Standing Orders may be made. Only the mover of such a motion may speak to it, and for not more than five minutes. If seconded, the motion shall then be put to the meeting and shall not be passed unless it is supported by two-thirds of the members voting. Any such suspension shall relate to one item

of business only, or shall be for a fixed period of time not extending beyond the conclusion of that General Meeting.

Minutes of General Meeting of the Society

5.(1) Minutes shall be kept by or on behalf of the Secretary recording –

- (a) the names and places of business of the members present at each meeting; and
- (b) all resolutions and proceedings at such meetings of the Society.

(2) The minutes of each General Meeting of the Society shall be submitted to the following Annual General Meeting of the Society and, if approved as a true record, shall be signed by the Chair of the meeting to which it relates or the Chair of the meeting at which the minute is approved.

MEETINGS OF THE COUNCIL

Ordinary Meetings of the Council

6.(1) Subject to the other provisions of these Orders, ordinary meetings of the Council shall be held at the office of the Society, or at such other place as the Council may from time to time determine, and the Council shall hold not less than seven meetings in each year for the transaction of Council business.

(2) The Secretary or a person authorised by the Secretary shall call a meeting of the Council –

- (a) on being required so to do by the President, such meeting to be held at a date and time directed by the President or
- (b) on receiving a requisition in writing for that purpose, specifying the business proposed to be transacted at the meeting, signed by not less than nine members of the Council, which meeting shall be held within 14 days of receipt of the requisition at a date and time directed by the President.

(3) A member of Council who wishes an item of business to be considered at an ordinary meeting of the Council shall give notice of the item, in writing, to the Secretary. Provided that the notice specifying the item is received by the Secretary no later than the date 10 working days before the date of the next meeting, such item shall be included in the agenda in the next notice issued under paragraph (4) of this Order.

(4) The Secretary or a person authorised by the Secretary shall give to every member of the Council written notice of the time and place of every ordinary meeting of Council, and –

- (a) such notice shall be deemed to have been duly given if it is sent by e-mail or such other method agreed by Council at least seven days before the date of the meeting. The notice will be deemed to have been received on sending whether or not it is actually received;
- (b) the notice shall specify the business proposed to be transacted at the meeting, but the person presiding at the meeting may, if it appears to that person that any additional item of business should receive consideration, allow that matter to be considered, although not mentioned in the notice.

Special Meetings of the Council

7.(1) Notwithstanding anything in Order 6 -

- (a) if the President considers that any item of business is of such urgency that the giving of notice in accordance with paragraph (4) of Order 6 would be prejudicial to the interests of the public or of the solicitors' profession, the President may require the Secretary to call a meeting of the Council to be held on giving not less than three days' notice;
- (b) a meeting called under this paragraph shall conduct only the item of business for which it was called.

Attendance by Audio or Video Conference

8. Any meeting of the Council may consist of a conference between members of Council who are not all in one place, but each of whom is able to speak to each of the others and to be heard by all of the others simultaneously and a member of Council taking part in such a meeting shall be deemed to be present in person at the meeting and accordingly shall be entitled to vote and to be counted in the quorum.

Proceedings at meetings of the Council

9.(1) The President shall preside at each meeting of the Council, but if not present the members of the Council present shall choose one of their number to preside; in the following provisions of the Order, "the Chair" means the person in fact presiding over a meeting in accordance with this paragraph.

(2) No business shall be transacted at a meeting of the Council unless at least nine members are present.

(3) The decision of the Chair on any question relating to procedure or order at the meeting shall be final.

(4) Except where different provision is expressly made, the procedures for the conduct of business of the Council shall be those applicable to the conduct of business at General Meetings of the Society.

(5) Any member of the Council may make a proposal to the Council. In order for it to be voted on it must be seconded by another member of the Council. Before voting any member of the Council may make a proposal for an amendment which must be seconded. The amendment will be voted on first. If the amendment is passed then the original proposal is altered and it is the revised proposal that is then voted upon. If the vote on the amendment is lost then the discussion and subsequent vote will be on the original proposal.

(6) In any matter where a vote takes place a member of the Council may vote "for" a proposal; "against" a proposal or abstain.

(7) Matters coming and arising before the Council shall, except insofar as otherwise expressly provided, be decided by a majority of the members of the

Council voting on the matter. In the event of an equality of votes, the Chair shall be entitled to a second or casting vote.

(8) The Council may adjourn a meeting of the Council to any other day, hour and place.

(9) A motion, the purport of which, in the opinion of the Chair, is to alter or rescind a decision of the Council, shall not be competent within three months from the date of the passing of that decision.

(10) Minutes shall be kept by or on behalf of the Secretary of all meetings of the Council, and—

- (a) the Minutes of each meeting shall record the names of members of the Council attending, and all resolutions and proceedings at, that meeting,
- (b) subject to sub-paragraph (c) below, the Minutes of each meeting shall be submitted to the following meeting for confirmation (either as written or with such amendments as the Council shall direct) of their factual accuracy, but draft minutes approved by the Chair shall be sufficient evidence of the proceedings pending such confirmation,
- (c) a meeting called in terms of Order 7(1) shall not consider the Minutes of any earlier meeting; any Minutes which, apart from this sub-paragraph, would be submitted to such a meeting shall be submitted to the next meeting called in terms of Order 6(4).

Elections of President and Vice-President

10. The principles which must be followed in the election of the President and Vice-President under Article 15(1) of the Constitution are :-

- (a) All members of the Council, including lay members, have one vote, and
- (b) Voting is by a ballot system to be agreed by the Council at its first meeting after the first day in October each year.

APPOINTMENT OF COUNCIL COMMITTEES AND SUB COMMITTEES

Constitution of Committees and Sub-Committees

11.(1) The Council may, in terms of Article 21(1) of the Constitution, constitute such committees and sub-committees as are necessary or convenient to carry out the work of the Council, and shall specify (and may from time to time amend) the remit of each committee and sub-committee that it constitutes.

(2) A committee may, unless its remit provides otherwise, constitute such sub-committees as are necessary or convenient to carry out the work of the committee, and shall specify (and may from time to time amend) the remit of each sub-committee that it constitutes.

(3) A sub-committee constituted by a committee shall not have any remit beyond that of the committee which constituted it.

(4) In this Order, “remit” means a written statement setting out the functions, powers, duties and responsibilities of a committee or sub-committee and regulating its membership and procedures.

Membership of Committees and Sub-Committees

12.(1) Each committee and sub-committee constituted by the Council shall have such members as the Council shall from time to time appoint; the Council shall appoint the Convener of the Committee or sub Committee on the recommendation of the Nominations Committee, except in the case of the Regulatory Committee, which shall appoint one of its lay members as its Convener and the In-House Lawyers Committee which will have its Convener elected by the single transferable vote method by all In-House members of the Society not in private practice.

(2) Each sub-committee constituted by a committee other than the Regulatory Committee shall have a Convener appointed by the Council, on the recommendation of the Nominations Committee and such other members (subject to the terms of its remit) as may from time to time be appointed by the Council.

(3) Each sub-committee of the Regulatory Committee is constituted by the Regulatory Committee and shall have such members as the Regulatory Committee shall from time to time appoint; the Convener of each sub-committee shall be appointed by the Regulatory Committee on the recommendation of the Nominations Committee.

(4) The Regulatory Committee and the sub-committees of the Regulatory Committee shall have at least 50% of their membership as lay members.

(5) A committee or sub-committee (or the Convener thereof) shall, if its remit so provides, have the power to co-opt any person as a member for a specified purpose or for a specified period of time not exceeding one year.

(6) A member of a committee or sub-committee need not be a member of the Council or of the Society, and a committee or sub-committee may have a majority of members who are not members of the Council or the Society.

(7) The President and Vice-President shall, by virtue of their respective offices, be members of all committees and sub-committees, except for the Regulatory Committee and the sub-committees of the Regulatory Committee.

(8) Conveners shall hold office from the dates specified in their respective appointments for a period of three years unless another period is specified in the relevant appointment or (in either case) until the earlier occurrence of one of the following events –

- (a) resignation;
- (b) death or mental incapacity;
- (c) removal by a resolution of the Council supported by two-thirds of the Council members voting thereon except the Convener of the Regulatory Committee;
- (d) in the case of a member who is a solicitor, striking off or suspension from practice

but a Convener whose appointment has reached its scheduled expiry date shall be eligible to be re-appointed provided that no person may be appointed as Convener of the Regulatory Committee or any of its sub-committees for more than two terms of three years in that specific role.

(9) Subject to paragraph (8) above, members of committees shall hold office for three years (or such shorter period, if any, as is specified in the relevant

appointment) or (in either case) until the earlier occurrence of one of the following events-

- (a) resignation;
- (b) death or mental incapacity;
- (c) save in respect of a member of a sub-committee of the Regulatory Committee, removal by a resolution of the Council supported by two-thirds of the Council members voting thereon;
- (d) in the case of a member of a sub-committee of the Regulatory Committee, removal by a resolution of the Regulatory Committee supported by two thirds of the members of the Regulatory Committee voting thereon
- (e) in the case of a member who is a solicitor, striking off or suspension from practice;

but a member whose appointment has reached its scheduled expiry date shall be eligible to be re-appointed provided that no person may be appointed (i) as a member of the Regulatory Committee for more than two terms of three years; or (ii) as a member of the same sub-committee of the Regulatory Committee for more than three terms of three years.

(10) Notwithstanding any other provision of this Order, a member of a committee shall be deemed to have resigned if absent from three successive meetings of the Committee or sub-committee; but this paragraph shall not apply if such absence was with the approval (which may be given retrospectively)

- (a) in the case of a Convener of a committee, of the President;
- (b) in the case of a Convener of a sub-committee of the Regulatory Committee, by the Convener of the Regulatory Committee
- (b) in any other case, of the Convener of the committee or sub-committee.

Committee Secretaries

13. Each committee and sub-committee shall have a committee secretary, being a member of the Society staff assigned for that purpose by or on behalf of the Secretary of the Society.

Savings for Existing members of Committees or Sub Committees

14. Nothing in Orders 11 and 12 affects the constitution or membership of committees and sub-committees which were in existence on 30 November 2018, save that the members of such committees and sub-committees shall remain in office for the period specified in their respective appointments or until the earlier occurrence of one of the following events

- (a) resignation;
- (b) death or mental incapacity;
- (c) removal by a resolution by the Council supported by two-thirds of the Council members voting thereon;
- (d) in the case of a member who is a solicitor, striking off or suspension from practice;

but a member retiring by reason of the passage of time shall be eligible to be re-appointed subject to the provisions of Order 12.

CONDUCT OF COMMITTEE BUSINESS

Meetings of Committees

15.(1) In this Order, and in Order 16,

(a) references to the Convener include (if the Convener is absent or unable to act) the Vice-Convener or, if the relevant committee has no Vice-Convener, a member of the committee appointed by agreement of the committee to act in the absence of the Convener at the meeting

(b) references to a committee include a sub-committee.

(2) Subject to the following provisions of this Order, each committee shall meet as often as is necessary for the effective performance of its remit.

(3) The dates, times and places of meetings shall be such as the committee may determine or otherwise as directed by the Convener.

(4) The Committee Secretary shall call a meeting of a committee

(a) upon being required to do so by (i) save in the case of the Regulatory Committee or any of its sub-committees, the President; or (ii) by the Convener of the relevant committee, or (iii) in the case of any of the sub-committee of the Regulatory Committee, by the Convener of the Regulatory Committee such meeting to be held at a date, time and place specified by the person so requiring or

(b) on receiving a request in writing for that purpose, specifying the business proposed to be transacted at the meeting, signed by the number of members required for a quorum for the committee as per the remit, such meeting to be held within ten days of the receipt of the request, at a date, time and place specified by the Convener of the relevant committee.

(5) The Committee Secretary shall give to every member of the committee written notice of the time and place of every meeting of the committee, and-

a) such notice shall be deemed to have been duly given if it is sent by e-mail or such other agreed method deemed appropriate by the committee at least seven days before the date of the meeting. The notice will be deemed to have been received on sending whether or not it is actually received;

(b) the business proposed to be transacted at the meeting shall be specified in the notice or in a separate notice sent (in similar manner) at least three days before the meeting; but the Convener (or person actually presiding at the meeting) may, if it appears to that person that any additional item of business should receive consideration, allow that matter to be dealt with although not mentioned in the notice.

(6) Notwithstanding anything in paragraph (5) of this Order –

- (a) if the Convener considers that any item of business is of such urgency that the giving of notice in accordance with paragraph (5) would be prejudicial to the interests of the public or of the solicitors' profession, the Convener may require the Committee Secretary to call a meeting of the committee to be held on giving not less than three days' notice;
 - (b) a meeting called under this paragraph shall conduct only the item of business for which it was called subject to paragraph 5 (b) above.
- (7) Order 8 applies to all committee meetings.

Procedure at Meetings

16. The Convener shall preside at each meeting of the committee, but if not present the members present shall choose one of their number to preside (in which event, references in this Order to "the Convener" include the person so chosen).

(2) Except where different provision is expressly made, or the context otherwise requires, the procedures for the conduct of the business of a committee shall be those applicable to the conduct of the business of the Council.

(3) No business shall be transacted at a meeting of a committee unless the quorum for the committee is present as per the relevant remit

(4) The Committee Secretary shall keep, or cause to be kept, Minutes of all meetings of the committees, and

- (a) the Minutes of each meeting shall record the names of members attending, and all resolutions and proceedings at, that meeting;
- (b) the Minutes of each meeting shall be submitted to the following meeting for confirmation (either as written or with such amendments as the Committee shall direct) of their factual accuracy, but draft minutes approved by the Convener shall be sufficient evidence of the proceedings pending such confirmation.

(5) Subject to paragraph (3) of this Order, a committee may meet and conduct business notwithstanding any vacancy in its membership.

(6) The provisions of this Order have effect subject to any contrary or inconsistent provisions made by the Council or the Regulatory Committee as appropriate in the remit of any committee.