

## Constitution of the Law Society of Scotland

Scheme under the Solicitors (Scotland) Act 1980, approved at a General Meeting of the Society held on 23rd September 1988 (and as amended at subsequent General Meetings) and having, by virtue of section 1 of, and Schedule 1 to, the said Act, effect as if enacted in that Act.

### TITLE AND INTERPRETATION

#### *Title*

1. (1) This Scheme may be cited as the Constitution of the Law Society of Scotland.
- (2) This Constitution shall come into operation on 1st November 1988.

#### *Interpretation*

2. (1) In this Constitution unless the context otherwise requires:-
  - "the Act" means the Solicitors (Scotland) Act 1980;
  - "the 1990 Act" means the Law Reform (Miscellaneous Provisions) (Scotland) Act 1990;
  - "the 2010 Act" means the Legal Services (Scotland) Act 2010;
  - "the Council" means the Council of the Society;
  - "financial year" means the period of twelve months ending on 31st October.
  - "a lay member", means a member of Council who is a person who appears to the Council to be qualified to represent the interests of the public in relation to the provision of legal services in Scotland, or, having regard to the Society's functions, appears to the Council to be suitable in all other respects, but is not a:
    - (a) member of the Society,
    - (b) member of the Faculty of Advocates,
    - (c) conveyancing or executry practitioner as defined in Section 23 of the 1990 Act,
    - (d) person having a right to conduct litigation or a right of audience by virtue of Section 27 of the 1990 Act,
    - (e) confirmation agent as defined in Section 90(4) of the 2010 Act, or
    - (f) will writer as defined in Section 101(3) of the 2010 Act.
  - "a member of the Society" means a solicitor who in terms of section 2(1) of the Act has in force a practising certificate, and any other solicitor who has paid the current annual membership subscription to the Society and whose name appears upon the Roll of Solicitors kept by the Council;
  - "place of business", in relation to a member of the Society means the member's place of business, or if the member has more than one place of business, the member's principal place of business, as specified in the member's practising certificate, if the member has one, or in a notice of change of place of business given by the member to the Society after the issue of the member's practising certificate, if the member has given such

a notice, or if the member does not have a place of business, his residence, and references to the constituency in which a member practises shall be construed as a reference to the constituency in which such member has his place of business;

"the President" means the chairman of the Society provided for in terms of paragraph 2(c) of Schedule 1 to the Act and includes, in the case of the absence of the President or his inability to act as President, the Vice-President;

"the Secretary" means the Secretary of the Society and includes any person authorised by the President to act on behalf of the Secretary;

"the Society means the Law Society of Scotland established by the Solicitors (Scotland) Act 1949;

"the Vice-President" means the vice-chairman of the Society provided for in terms of paragraph 2(c) of Schedule 1 to the Act;

(2) The Interpretation Act 1978 applies to the interpretation of this Constitution as it applies to the interpretation of an Act of Parliament.

## CONSTITUTION AND ELECTION OF MEMBERS OF COUNCIL

### *Composition of the Council*

**3.** The Council shall consist of the following persons:

(1) not more than 31 members of the Society elected in accordance with the provisions in this Constitution,

(2) not more than 9 lay members appointed by the Council in accordance with the Act,

(3) not more than 8 other members of the Society who may be co-opted by the Council, and

(4) such *ex officio*s members as there may be from time to time in terms hereof.

(5) The provisions of this Article are subject to the transitional and savings provisions as contained in Part III of the First Schedule to this Constitution.

### *Election of members of Council by constituencies*

**4.** (1) For the purpose of the election of members of Council, there shall be the several geographical constituencies listed in the first column of Part I of the First Schedule to this Constitution, and there shall be a separate election in each constituency. For the purposes of this Article and of the First and Second Schedules to this Constitution, a member of the Society having a place of business which is not in any such constituency shall be treated as having a place of business within such constituency as such member may select.

(2) A member of the Society shall be entitled to vote in the constituency in which such member's place of business is situated and in that constituency only.

(3) The members of the Society in each of the several constituencies shall elect the number of members of Council as set out in the second column of the said Part of the said Schedule opposite to the constituency.

(4) Constituencies shall be arranged in three groups as set out in Part II of the said Schedule and the Council shall arrange that in each year there will be an annual election in one of such groups taken in rotation.

*Term of office of members of Council*

**5. (1)** An elected member of Council shall retire from office on the day immediately before the day fixed by the Council for the annual election of members of the Council in the third year after such member's election. A retiring member shall be eligible for re-election.

(2) Members of the Society appointed by the Council in accordance with Article 3(2), or co-opted by the Council in accordance with Article 3(3) shall hold office for such term not exceeding three years as the Council may fix and different terms may be fixed for different persons, but there shall be no limitation upon the number of terms for which such a person may be appointed or co-opted.

*Date of election of members of Council*

**6.** The annual election of members of Council in terms of Article 4(4) hereof shall be held in the month of May in each year on a date to be fixed by the Council.

*Returning officer*

**7.** The Secretary shall act as returning officer for the election in each constituency.

*Conduct of election*

**8. (1)** Subject to the provisions of this Constitution the election of members of Council for a constituency shall be conducted in accordance with the provisions of the Second Schedule hereto and of any regulations made thereunder.

(2) No election held under this Constitution shall be invalidated by reason of any misdescription or non-compliance with the provisions thereof or of any regulations thereunder or by reason of any miscount or of the non-delivery, loss or miscarriage of any document or information required to be sent under this Constitution or regulations thereunder, if it appears to the Returning Officer that the election was conducted substantially in accordance with this Constitution and the regulations and that the result of such misdescription, non-compliance, miscount, non-delivery, loss or miscarriage does not affect the return of any candidate at the election.

*Expenses of election, co-option and appointment*

**9.** All expenses properly incurred by the returning officer or by the Society in relation to the election, co-option or appointment of members of Council shall be paid by the Society.

*Failure of constituency to elect members of Council*

**10.** If the members of the Society in a constituency fail to elect the number of members of Council for the constituency as herein prescribed, the Council may

fill the vacancy by appointing a member of the Society to be a member of Council representing the constituency. Such member of the Society shall have his place of business within such constituency or as close thereto as may be reasonably practicable.

#### *Casual vacancies in Council*

**11.** (1) A member of Council may at any time resign from office by a notice in writing signed by such member and delivered to the Secretary. The resignation shall take effect upon the delivery of the notice or on a date not later than the end of that member's term of office in terms of Article 5 hereof specified by such member in such notice, whichever is the later.

(2) The office of a member of Council shall be vacated if such member is absent, without leave of the President, from three consecutive meetings of the Council, with effect from the conclusion of that third meeting of Council. Such leave may be given retrospectively.

(3) Council may by a majority of three-quarters of members present and voting, suspend a member of Council from attendance at meetings of Council and its committees.

(4) If the office of a member of the Council becomes vacant before the expiry of that member's term of office, whether by death, resignation or otherwise:

(a) in the case of a member elected from a constituency –

(i) where the vacancy arises at least three months before the date on which the vacating member would have reached the end of their term in the ordinary course, there shall be an election in the constituency as soon as practicable, on a date to be fixed by the Council and conducted in the same manner as an election in ordinary course,

(ii) where the vacancy arises within three months of the date on which the rotating member would have reached the end of their term in the ordinary course, the vacancy shall be filled at the election to take place on the date to be fixed by the Council in terms of Article 6 of this Constitution, and the provisions of this Constitution, including the Second Schedule hereto relating to elections, shall apply, subject to any necessary modifications;

(b) In the case of a lay member appointed by Council, the Council shall appoint a new lay member as soon as practicable, on a date to be fixed by Council.

(5) A person elected or appointed to fill a casual vacancy under paragraph (4) shall hold office only for the unexpired period of office for the member in whose place such person is elected or appointed, as appropriate, and shall be eligible for re-election or re-appointment.

## MEETINGS OF SOCIETY

#### *Meetings of Society*

**12.**(1) General Meetings of the Society shall comprise the Annual General Meeting and Special General Meetings.

(2) An Annual General Meeting shall be held each year at such time on such date and at such place as the Council may appoint but not more than 15 months after the last preceding Annual General Meeting.

(3) Special General Meetings of the Society shall be convened by the Secretary on the instructions of the President or of the Council or on a requisition signed by not less than 20 members of the Society. The requisition must state the objects of the meeting. It must be deposited with the Secretary and may consist of several documents in like form each signed by one or more requisitionists. A Special General Meeting required by requisition shall be held within 28 days of receipt of the requisition at such time on such date and at such place as the President, whom failing the Vice-President, may appoint.

(4) Twenty-one days' notice at least (exclusive of the day on which the notice is sent but inclusive of the day for which the notice is given), specifying the place, day, and hour of any General Meeting and the business to be considered shall be given to each member of the Society. Service of a notice of a General Meeting shall be deemed to have been effected at the expiration of 24 hours after the notice is sent. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by any member shall not invalidate the proceedings at the meeting.

(5) A lay member of the Council is entitled to attend a General Meeting of the Society.

#### *Proceedings at General Meetings of the Society*

**13.** (1) The President, whom failing the Vice-President, shall preside at a General Meeting, and if at any meeting neither the President nor the Vice-President is present, the members present shall choose one of their number who is a member of Council to preside.

(2) The business of the Annual General Meeting shall be to consider the Report of the Council, the statement of accounts of the Society and the report of the auditors thereon, to elect auditors, and any other business specified in the notice of the meeting. A copy of the Report of the Council shall be made available to the members of the Society on the Society's website from the date the notice of the Annual General Meeting is sent to the members of the Society. If, after the notice of Annual General Meeting has been sent to the members of the Society, a member requests a copy of the Report, the Council shall promptly send a copy to the member. At the option of the member that copy shall be sent either in paper or electronic form to the member at his place of business.

(3) The Council shall include in the notice of the Annual General Meeting any item relating to the business of the Society specified in a requisition made by not less than 10 members of the Society and received by the Secretary not less than 42 days before the meeting. The business of any Special General Meeting shall be to consider only the business specified in the notice of meeting.

(4) No business shall be transacted at any General Meeting unless a quorum of members of the Society is present within half an hour after the time appointed for the meeting. Twenty members personally present shall be a quorum. A meeting at which a quorum is not present, if not convened on a requisition shall

stand adjourned to a day and hour to be fixed by the majority of the members present, and if convened on a requisition shall fail and not be held.

(5) Subject to the provisions of this Constitution and to any directions given by the Society in General Meeting, the Council may make standing orders with regard to the conduct of the business at meetings of the Society, including the adjournment of meetings.

(6) Subject to the provisions of paragraph 5 of Schedule 1 to the Act, no resolution passed at a General Meeting shall be binding on the Society until it has been adopted by the Council or has been confirmed at the next General Meeting, and it shall be the duty of the Council, if it does not adopt the resolution, to bring the same before the next General Meeting accordingly, but this provision shall not apply to a resolution proposed by the Council and passed at the meeting at which it has been proposed.

### *Resolutions and Voting in respect of General Meetings*

**14.** (1) During a period after the giving of notice of any General Meeting in terms of Article 12(4), the commencement and end of which period shall be determined by the Council and specified in the notice, and which may continue up to and including that General Meeting, each member of the Society may vote (by such means as shall be specified in the notice) on each resolution proposed in the notice, on each amendment (if any) proposed to that resolution, and on that resolution as so amended. Where the voting period includes the General Meeting, each member of the Society who attends that meeting otherwise than by being present in person and who has not already voted in terms of this Article 14(1) prior to that meeting may, save as provided in Article 14(10), vote on all matters on which he could vote if present in person at that meeting. The voting options shall be "for", "against" and "abstain".

(2) During a period commencing on the giving of notice of a General Meeting in terms of Article 12(4) and ending on a date specified in such notice, any member of the Society may, by notice given to the Secretary, propose an amendment to any resolution proposed in the notice of that General Meeting. Such notice must contain the name of another member of the Society who has agreed to be a seconder and a statement of the reasons for the amendment proposed.

(3) The Secretary shall, as soon as practicable, give notice to each member of the Society of each amendment notified to the Secretary in terms of Article 14(2) together with the statement of the reasons for the amendment proposed.

(4) It shall not be competent at any General Meeting to amend a resolution or an amendment to a resolution prior notice of which amendment has not been given in terms of Article 14(2), save for the purposes of correcting clerical errors or manifest errors in sense.

(5) Save as provided in Article 14(10), it shall not be competent at any General Meeting to demand a poll, nor shall it be competent to vote by proxy.

(6) Save as provided in Article 14(10), at any General Meeting a resolution put to the vote of the meeting shall be decided on the total of the votes on a show

of hands or otherwise, by those members of the Society present in person and the votes cast in terms of Article 14(1).

(7) Every member of the Society, whether present in person at the relevant meeting or otherwise, shall have one vote.

(8) No member of the Society who has cast a vote in terms of Article 14(1) in advance of a General Meeting on a resolution or on any amendment to it or on that resolution as amended may vote on that resolution or on any amendment to it or on that resolution as amended on a show of hands or otherwise at that meeting.

(9) In the case of an equality of votes, the chairman of the meeting shall not be entitled to a second or casting vote.

(10) Where a resolution is proposed for the amendment of this Constitution, it shall, in respect of that resolution:

(a) be competent at the relevant General Meeting to demand a poll, and be competent to vote by proxy; and

(b) not be competent to vote in advance of or at the relevant General Meeting in terms of Article 14(1).

(11) Any instrument appointing a proxy in respect of a resolution referred to in Article 14(10) shall be deposited with the Secretary at any time after the notice is given calling the relevant General Meeting, and not less than 48 hours before the time for holding the meeting, or adjourned meeting, at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. It shall not be competent to deposit an open proxy. A proxy must be a member of the Society.

## PRESIDENT, VICE-PRESIDENT, PAST PRESIDENT AND HONORARY VICE-PRESIDENT OF THE SOCIETY

### *President, Vice-President, Past President and Honorary Vice-President*

**15.** (1) The Council shall at its first meeting after the 1st day of November in each year, receive nominations for the office of President and shall thereafter elect at its first meeting after the 1st day of December in each year one of its number who has been a member of the Council for at least three consecutive years ending on the date of that election to be President of the Society. If there are two or more nominations for the office of President the election shall be decided by ballot. If there are three or more nominations the election shall be conducted by the single transferable vote method.

(2) Only solicitor members of the Council are eligible for election as President.

(3) Before assuming office as President of the Society the President elect shall hold the office of Vice-President of the Society. His term of office as Vice-President shall run from the date of the first post-election meeting until the second post-election meeting. If at or prior to the second post-election meeting the Vice-President, or if at or prior to the first post-election meeting the Vice-President elect (which positions for the purposes of this Article 15(3) are referred

to as "the offices"), ceases to be a member of the Council as the result of retiral in terms of Article 5(1) he shall nevertheless be *ex officio* a member of the Council whilst the holder of either of the offices. If at or prior to the first post-election meeting the Vice-President elect ceases to be a member of the Council for any other reason, his election as President shall be void as at the date of such cessation, he shall not proceed to hold the office of Vice-President, and the Council shall at its first meeting held not less than four weeks after the date of such cessation, proceed to a new election of President.

(4) In Article 15(3) "the first post-election meeting" means the date of the first meeting of the Council held after the annual election of members of the Council following the President elect's election as President; and "the second post-election meeting" means the date of the meeting of the Council held after the annual election of members of the Council in the year after the President elect's election as President.

(5) The serving Vice-President of the Society shall become President of the Society on the expiry of his term of office as Vice-President as specified in Article 15(3). The term of office of the President shall run from that date until the first meeting of the Council held after the next annual election of members of the Council. The serving Vice-President shall become President elect at the first meeting of the Council after the 1st day of December in the year in which he serves as Vice-President.

(6) If at or prior to the date of expiry of the term of office of the President as specified in Article 15(5), the serving President or the President elect (which positions for the purposes of this Article 15(6) are referred to as "the offices") ceases to be a member of the Council as the result of retiral in terms of Article 5(1) he shall nevertheless be *ex officio* a member of the Council whilst the holder of either of the offices. If at or prior to that date of expiry the President elect ceases to be a member of the Council for any other reason, the provisions of Article 15(9) will apply as if a casual vacancy had occurred in the office of President immediately upon commencement of the term of office of the President.

(7) A President or Vice-President shall cease to hold office if he ceases to be a member of the Society.

(8) A President or Vice-President may resign at any time from office by a signed notice in writing delivered to the Secretary, and the resignation shall take effect upon the delivery of the notice or on the date (if any) specified in the said notice, whichever is the later.

(9) (a) On a casual vacancy occurring in the office of President or Vice-President at a time when there is a President elect or Vice-President elect as the case may be, the President elect or Vice-President elect shall immediately assume office as President or Vice-President as the case may be and his term of office will expire in accordance with whichever of Article 15(3) or Article 15(5) applies.

(b) On a casual vacancy occurring in the office of President at a time when there is no President elect, the Vice-President shall assume the additional office of Interim President until the first meeting of the Council held after the 1st day of



December and shall assume the office of President with effect from the conclusion of that meeting.

(c) On a casual vacancy occurring in the office of Vice-President at a time when there is no Vice-President elect, the Council shall as soon as practicable appoint one of its solicitor members to fill the vacancy until the first meeting of the Council held after the 1st day of December.

(10) From the date upon which the President ceases to hold office as such, except where he ceases to hold office by reason of ceasing to be a member of the Society or having resigned in terms of Article 15(8), he shall serve as Past President of the Society for a period of one year. If the Past President is not, or if during his period of office he should cease as the result of retiral in terms of Article 5(1) to be, a member of the Council, he shall *ex officio* be a member of the Council until the expiry of his period of office. If the Past President ceases to be a member of the Council for any other reason, he shall cease to hold office as such. The Past President may resign in terms of Article 15(8) and shall cease to hold office if he ceases to be a member of the Society.

(11) The Council may at any meeting elect one of its solicitor members or a former one of its solicitor members to be Honorary Vice-President of the Society to hold office until the next annual election of members of the Council and to carry out such duties as may from time to time be prescribed by the Council. If the Honorary Vice-President is not a member of the Council or if during his period of office he should cease to be a member of the Council, he shall *ex officio* be a member of the Council until the expiry of his period of office. An Honorary Vice-President shall not be eligible for re-election as such. An Honorary Vice-President may resign in terms of Article 15(8) and shall cease to hold office if he ceases to be a member of the Society.

## ADMISSION OF HONORARY AND OTHER MEMBERS OF SOCIETY

### *Honorary members of Society*

**16.** (1) The Council may admit as an honorary member of the Society any person of distinction in the legal profession whether or not such person is or has been a member of the Society.

(2) Unless he is a member of the Society an honorary member shall have no right to vote at meetings of the Society or in elections of members of Council and shall not be liable in payment of any annual subscription to the Society.

### *Admission as members of solicitors exempt from holding practising certificates*

**17.** The Council shall, on application and on payment of the annual subscription, admit as a member of the Society any solicitor who is exempt from taking out a practising certificate.

## SECRETARY AND STAFF

*Secretary and staff*

**18.** (1) The Council shall appoint a Secretary of the Society who shall be chief executive officer of the Council and it shall pay a suitable remuneration for his services and may make such provision for pension or other rights for his benefit as it thinks proper. The Secretary shall perform such duties as the Council may from time to time determine.

(2) The Council shall appoint such other staff as it thinks necessary for the efficient discharge of the functions of the Society and of the Council, and shall pay to every member of staff appointed under this Article suitable remuneration and may make such provision for pension or other rights for his benefit as it thinks proper.

## ACCOUNTS

*Accounts*

**19.** (1) The Council shall keep proper books of accounts with regard to all sums of money received and expended by the Society, the Council and staff of the Society, and the matters in respect of which the receipt and expenditure take place.

(2) The Council shall keep such bank accounts in name of the Society as the Council may determine, and, save as otherwise directed by the Council, there shall be paid into the said bank accounts all sums received by the Society or the Council or staff of the Society or otherwise all payments due to be met by the Society or the Council or otherwise payable out of the funds of the Society. The Council may give directions with respect to keeping, paying money into, and operating on the several bank accounts.

*Accounts to be made up yearly and submitted for audit*

**20.** (1) Immediately after the end of each financial year the Council shall cause the accounts of the Society for that year to be brought to a balance and a balance sheet prepared.

(2) The Council shall cause the accounts for the financial year to be audited as soon as practicable after the end of the year by the auditors appointed by the Society at the Annual General Meeting. A copy of the accounts, or an abstract thereof, and of the auditors' certificate thereon shall be made available to the members of the Society on the Society's website from the date the notice of the Annual General Meeting at which the statement of accounts of the Society and the report of the auditors thereon are to be considered is sent to the members of the Society. If, after the notice of the Annual General Meeting has been sent to the members of the Society, a member requests a copy of the accounts, or an abstract thereof, and of the auditor's certificate thereon to the member. At the option of the member that copy shall be sent either in paper or electronic form to the member at his place of business.

(3) If a vacancy arises in the office of auditor of the accounts of the Society between Annual General Meetings, the Council may appoint an auditor to fill the vacancy until the next Annual General Meeting and fix the remuneration.

## MISCELLANEOUS

### *Committees and Sub-Committees of the Council*

**21.** (1) The Council may constitute committees and sub-committees and shall specify their remit and duties and may specify any restriction or condition on the committee or sub-committee which it considers appropriate.

(2) A committee may constitute sub-committees and shall specify their remit and duties and may specify any restriction or condition on the sub-committee which it considers appropriate.

(3) A sub-committee constituted by a committee shall not have any remit or duty beyond those of that committee, and shall obey any restriction or condition placed upon that committee.

(4) The Council may appoint or remove any member of a committee or sub-committee. A committee may appoint or remove a member of any sub-committee constituted by it.

(5) A committee or the Convener thereof, shall (if so authorised by the Council in the remit of the committee) have the power to co-opt any person as a member of that committee.

(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 of the Society.

### *Notice to members of the Society*

**22.** Any notice or other document or information required by or under this Constitution to be given to a member of the Society may, without prejudice to any other competent method of communication, be given to such member by email to an email address of such member provided by such member to, or lawfully known to, the Society.

### *The Regulatory Committee*

**23.** (1) The regulatory committee is to have the responsibility to exercise the Council's regulatory functions (as defined in Section 3F of the Act) independently and on behalf of Council, and

(a) to determine the Society's strategy in regulatory matters

(b) to set performance targets for the regulatory system, and

(c) to make regular reports to Council on regulatory matters.

(2) The regulatory committee is to have 10 members appointed by the Council. Five members are to be members of the Society. Five members are to be lay members, as defined in Article 2. The members of the regulatory committee may, but need not, be members of the Council.

(3) The committee's Convener shall be a lay member chosen by the committee members.

(4) Any sub-committee of the regulatory committee (a) need not be chaired by a lay member of that Committee and (b) may co-opt members from outside the membership of that committee.

*Council may hold referendum of members of the Society*

**24.** The Council may if it thinks fit and shall on a requisition signed by not fewer than 50 members of the Society and deposited with the Secretary ascertain the views of the members of the Society at any time on any question affecting the Society or the members thereof by holding a referendum of its members and the Council shall make such arrangements as it considers proper for that purpose, including issuing to every member of the Society a voting paper and arranging for the scrutiny of voting papers. The Council shall include in its annual report a report of any referendum taken during the year.

*Standing orders*

**25.** (1) Subject to the provisions of this Constitution, the Council may by standing orders make provision with respect to-

- (a) keeping minutes of General Meetings of the Society; and
- (b) any other matters which the Council considers would facilitate the conduct of business of meetings of the Society, or of the Council, or of any committee or sub-committee of the Council.

(2) Standing orders made under this Article or under any other provision of this Constitution may be varied or revoked at any time by the Council.

*Validity of acts of Council*

**26.** The acts and proceedings of the Council shall not be invalidated by any vacancy among its members or by any defect in the election, appointment, co-option or qualification of any member.

*Expenses of members of Council and committees*

**27.** There shall be paid to the members of the Council and of committees thereof such travelling and other expenses in respect of attendance at meetings as may be approved by the Council.

COMMON SEAL OF SOCIETY

*Common seal of Society*

**28.** The Secretary shall be responsible for the custody of the common seal of the Society. The seal shall not be affixed to any instrument except by order of the Council or of a committee of the Council specifically authorised for the purpose.

## FIRST SCHEDULE

### *PART I*

#### *The Council constituencies*

1. Subject to Part III of this Schedule, the geographical constituencies referred to in article 4.1 are set out in column (i) below and the maximum number of members of the Council to be elected for each of them is set out opposite in column (ii) below. For the avoidance of doubt, the Sheriff Court Districts referred to hereunder are the Sheriff Court Districts as at 31 May 2012.

<i>(i)</i>	<i>(ii)</i>
<i>(Geographical constituencies)</i>	<i>(Maximum number of members)</i>
The Sheriff Court Districts of:	
Glasgow and Strathkelvin	5
Perth	1
Greenock, Kilmarnock & Paisley	2
Cupar, Dunfermline & Kirkcaldy	2
Edinburgh	5
Aberdeen, Banff, Peterhead, Stonehaven	2
Ayr, Dumfries, Kirkcudbright & Stranraer	2
Airdrie, Hamilton and Lanark	2
Dingwall, Dornoch, Elgin, Inverness	
Kirkwall, Lerwick, Lochmaddy, Portree, Stornoway, Tain & Wick	2
Duns, Haddington, Jedburgh, Peebles & Selkirk	2
Campbeltown, Dumbarton, Dunoon, Fort William, Oban & Rothesay	2
Arbroath, Dundee & Forfar	1
Alloa, Falkirk, Linlithgow and Stirling	2

*PART II*

*Grouping of constituencies for purposes of Article 4 so as to determine the rotation of the elections of members of the Council.*

Group 1

Glasgow & Strathkelvin  
Perth  
Greenock, Kilmarnock & Paisley  
Cupar, Dunfermline & Kirkcaldy

Group 2

Edinburgh  
Aberdeen, Banff, Peterhead, Stonehaven  
Ayr, Dumfries, Kirkcudbright & Stranraer  
Airdrie, Hamilton & Lanark

Group 3

Dingwall, Dornoch, Elgin, Inverness, Kirkwall, Lerwick, Lochmaddy, Portree, Stornoway, Tain & Wick  
Duns, Haddington, Jedburgh, Peebles & Selkirk  
Campbeltown, Dumbarton, Dunoon, Fort William, Oban & Rothesay  
Arbroath, Dundee & Forfar  
Alloa, Falkirk, Linlithgow & Stirling  
England & Wales

*PART III*

1. Notwithstanding the provisions of Part II of this Schedule:

(a) Each of the constituencies described in Part I of this Schedule shall come into effect as follows:

- (i) Those constituencies included in Group 1 in terms of Part II of this Schedule shall come into effect no later than 31 May 2013;
- (ii) Those constituencies included in Group 2 in terms of Part II of this Schedule shall come into effect no later than 31 May 2014;

- (iii) Those constituencies included in Group 3 in terms of Part II of this Schedule shall come into effect no later than 31 May 2015.
- (b) The provisions of the Constitution in force as at 31 May 2012 shall continue to have effect until the dates specified in the foregoing sub paragraph.
2. Where a vacancy arises in any constituency constituted prior to 31 May 2012, within the six months immediately prior to the scheduled date of effect of the reformed constituency, the arrangements for election shall be in respect of the reformed constituency.

## SECOND SCHEDULE

### RULES WITH REGARD TO THE ELECTION OF MEMBERS OF THE SOCIETY TO THE COUNCIL

#### *Roll of electors and returning officer*

1. The Secretary shall prepare, for each election, a roll of electors identifying every member of the Society who, on the date six weeks before the date of the election, had his place of business in the constituency for which the election is to be held. The Secretary shall appoint, for each election, a returning officer and a deputy returning officer who shall exercise the functions conferred by this Schedule. References in this Schedule to the returning officer shall include the deputy returning officer.

#### *Notice of election*

2. The returning officer shall on or before a date not later than five weeks before the day of the elections in the various constituencies concerned give notice, in such manner as the Council may determine, of election of the members of Council for those constituencies, including the date by which nominations must be received by the returning officer (being not less than three weeks before the day of election) and instructions on the nomination and voting process in such form as the Council may determine.

#### *Nominations*

3. No person may be elected a member of Council unless a nomination in respect of such person is received by the returning officer on or before the date specified in the notice of election. No person may be nominated as a candidate for election by a constituency unless he is a member of the Society having a place of business in the constituency for which the election is to be held. A nomination in respect of a candidate must have two proposers being electors within the constituency and must contain a statement by the candidate that he consents to be nominated and that, if elected, he will act as a member of Council. No proposer may propose more candidates than there are members of Council

to be elected by a constituency, and if he does, his proposal shall be inoperative in all but those nominations up to the permitted number which are first received. A nomination may be withdrawn at any time before the latest date for receipt of nominations.

#### *Uncontested elections*

4. If on the last date for receipt of nominations the number of persons validly nominated for a constituency does not exceed the number of persons to be elected by the constituency, the returning officer shall give notice in such manner as the Council may determine declaring the return of the persons nominated as members of Council and that no voting will take place in the constituency.

#### *Voting in contested elections*

5. (1) If on the last date for receipt of nominations the number of persons validly nominated for a constituency exceeds the number of members to be elected by the constituency, the members of Council shall be elected by the first past the post method in accordance with the following provisions of this Schedule and with the provisions of any regulations made under paragraph 8.

(2) The returning officer shall, on or before a date to be determined by the Council (being not less than 10 days before the day of election), notify each elector on the roll of electors in the various constituencies concerned that voting in the relevant election is open. Such notification shall also contain the name, place of business and date of admission of each candidate and such other information relating to the candidates as the Council may determine, the date and time that voting closes and instructions on how to vote in such form as the Council may determine. The voting process shall, so far as reasonably practicable, ensure anonymity of voting.

(3) The returning officer shall, in the case of each constituency, immediately after the date and time that voting closes, arrange for the votes (providing the same are valid) to be counted and shall then declare the result of the election in such manner as the Council may determine.

#### *Power to returning officer to cancel election*

6. Notwithstanding anything in this Schedule, if after the last date for receipt of nominations a candidate withdraws with the result that the number of the remaining candidates does not exceed the number of persons to be elected by the constituency, the returning officer may cancel the election and give notice in such manner as the Council may determine declaring the return of the remaining candidates as members of Council.

#### *Provisions in case of death of candidate*

7. If a candidate validly nominated dies on or before the last date for receipt of nominations his nomination shall be treated as having been withdrawn, but if such a candidate dies after that date, but before the declaration of the result of



the election under paragraph 5(3), the returning officer shall order a fresh election to be held.

*Power to make regulations varying for certain purposes provisions of schedule*

8. Notwithstanding anything in this Schedule, the Council may make regulations containing consequential amendments to the provisions of this Schedule as appear to the Council to be necessary to give full effect to those provisions.

*Decision of returning officer final*

9. Any question arising with regard to the validity of a nomination, a vote, or otherwise in connection with an election under this Constitution shall be determined by the returning officer, whose decision shall be final.”