

## **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 Society.

### **Interpretation**

1.—(1) “the Act” means the Solicitors (Scotland) Act 1980; and other expressions used in these Orders shall have the same respective meanings as in the Constitution of the Society.

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

(3) In these Orders, references to “the Secretary” include, in the event of the Secretary’s absence or incapacity, the Registrar or any other person authorised by the President to act on behalf of the Secretary.

(4) These Orders may be cited as the Law Society of Scotland Standing Orders, 2004, and have effect to regulate all proceedings of the Society on and after 1 April 2004.

## **CONDUCT OF BUSINESS AT GENERAL MEETINGS OF SOCIETY**

### **Authority of the Chair**

2. The decision of the Chairman 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, and shall relate to business specified in the notice calling the meeting.

(b) In the case of any motion, any member 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) All proposals under 3(b)(i), (iii) and (iv) but not (ii) shall require a seconder.
- (d) 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 Chairman may, at his discretion, allow a specific extension of time to any speaker.
- (e) Without the permission of the Chairman, 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 matter. Movers of motions shall have the opportunity of closing the debate.
- (f) Proposers and seconds 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 Chairman will ask the meeting whether any member wishes to move the direct negative and, if he does, whether he has the support of one other member. If no member and supporting member wishes so to do, the proposal will be stated by the Chairman to have been carried unanimously. If the direct negative is moved and supported as aforesaid the proposer of the proposal will be allowed three minutes to speak to the proposal and the seconder two minutes to speak to it. The mover of the direct negative will be allowed three minutes to speak in support of the negative and the said supporting member two minutes to speak to it. No other member will be allowed to speak and, at the conclusion of the four speeches herein referred to, the proposal will forthwith be put to the meeting.
- (g) Points of order shall be confined strictly to the conduct or procedure of the meeting.
- (h) 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.
- (i) No member shall unless with the permission of the Chairman 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 Chairman 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 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 and may be spoken to only by the mover who shall be allowed five minutes for that purpose. Such a motion if seconded shall be put forthwith to the meeting and shall not be passed unless it be supported by two-thirds of the members voting thereon. 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 Meetings 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 Chairman of the meeting to which it relates or the Chairman 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 7 meetings in each year for the transaction of Council business.

(2) The Secretary shall call a meeting of the Council—

- (a) on being required so to do by the President (or, in the event of the absence or incapacity of the President, the Vice-President), such meeting to be held at a date and time directed by the President or Vice-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 or (in the event of the absence or incapacity of the President) the Vice-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 thereof in writing to the Secretary and such item shall (if the notice is received at least two days before the date when, in the ordinary course of events, notice of the meeting would be issued) be included in the agenda in the next notice issued under paragraph (4) of this Order.

(4) 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 ordinary mail (or a document exchange in which the addressee has provided an address to be used for the purpose) to the place of business of the member so that it would arrive, in the ordinary course of events, at least seven days before the date of the meeting.
- (b) the notice shall specify the business proposed to be transacted at the meeting, but the President (or person actually presiding at the meeting of the Council) may, if it appears to him that any additional item of business should receive consideration, allow that matter to be dealt with although not mentioned in the notice.

**Special Meetings of the Council**

7.—(1) Notwithstanding anything in Order 6—

- (a) if the President (or, in the event of the absence or incapacity of the President, the Vice-President) considers that any item of business is of such urgency that the giving of notice in accordance with paragraph 6(4) would be prejudicial to the interests of the public or of the solicitors' profession, he 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.
- (2) Notwithstanding any of the other provisions of these Orders—
  - (a) in the event that a matter arises which, in the opinion of the President or the Vice-President or the immediate Past President, or in their absence the Secretary, requires powers of discretion to be exercised by the Council in terms of Section 38, 39A, 40, 41, 45 or 46 of the Solicitors (Scotland) Act 1980 more urgently than is allowed for by the foregoing provisions of this Order, the Secretary shall call a meeting of the Council for the purpose of dealing with such matter and the following provisions of this paragraph shall apply to that meeting.
  - (b) such a meeting may be held on giving not less than 24 hours notice, and shall conduct only the item of business for which it was called.

**Notice may be given by facsimile or email**

- 8.—(1) This Order applies to all meetings of the Council.
- (2) Notwithstanding any other provision of these Orders as to the form of a notice of a meeting or as to the manner and time of its delivery—
  - (a) any notice calling a meeting [to which this Order applies] [of the Council] shall be in writing but may be given by facsimile transmission or by e-mail to the facsimile number or e-mail address given to the Society by a member of Council for this purpose;
  - (b) any notice sent by facsimile or by email shall be deemed to have been received by the addressee immediately on sending whether or not it is actually received;

**Attendance by Audio Conference**

- 9.—(1) This Order applies to all meetings of the Council.
- (2) A meeting to which this Order applies 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**

- 10.—(1) The President (or, in the event of the absence or incapacity of the President, the Vice-President) shall preside at each meeting of the Council, but if both be not present the members present shall choose one of their number to preside; in the following provisions of this Order, “the Chairman” 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 Chairman on any question relating to procedure or order at the meeting shall be final.
- (4) Except where different provision is expressly made, or the context otherwise requires, 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) Questions coming and arising before the Council shall, except in so far as may be otherwise expressly provided, be decided by a majority of the members voting on the question. In the event of an equality of votes, the Chairman shall be entitled to a second or casting vote.
- (6) The Council may adjourn a meeting of the Council to any other day, hour and place.
- (7) A motion the purport of which, in the opinion of the Chairman, 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.

- (8) The Secretary shall keep (or cause to be kept) Minutes of all meetings of the Council, and—
- (a) the Minutes of each meeting shall record the names of members 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 Chairman shall be sufficient evidence of the proceedings pending such confirmation.
  - (c) a meeting called in terms of Order 7(1) or 7(2) 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**

**11.—**(1) Subject to the following provisions of this Order, the provisions of the Second Schedule to the Constitution shall apply (with such amendments as may be necessary) to a postal ballot held under Article 15(1) of the Constitution as they apply to an election of members of the Council.

(2) Each member of the Council shall be entitled to receive, for each election, a ballot paper, a plain envelope, and an identification envelope.

(3) The marked ballot paper shall be placed in the plain envelope, which the voter shall then seal and (without making any mark thereon) place inside the identification envelope.

(4) After verifying the validity of the votes in terms of paragraph 5(5) of Part 1 of the Second Schedule, the returning officer shall—

- (i) cause the valid identification envelopes to be opened and the plain envelopes removed therefrom and (still sealed) placed apart, then
- (ii) cause the plain envelopes to be shuffled, then
- (iii) cause the ballot papers to be removed from the plain envelopes and counted.

### **APPOINTMENT OF COUNCIL COMMITTEES**

#### **Constitution of Committees and Sub-Committees**

**12.—**(1) The Council may, in terms of Article 22(1) of the Society's 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**

**13.—**(1) Each committee and sub-committee constituted by the Council shall have such members as the Council, on the nomination of the President, shall from time to time appoint; the Council shall appoint one of the members to be Convener of the Committee and may appoint a member to be Vice-Convener of the Committee.

(2) Each sub-committee constituted by a committee shall have a Convener appointed by the committee from among its own members and such other

members (subject to the terms of its remit) as may from time to time be appointed by the Convener of the Committee.

(4) 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.

(5) 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.

(6) The President and Vice-President shall, by virtue of their respective offices, be members of all committees and sub-committees.

(7) Conveners and Vice-Conveners shall hold office from the dates specified in their respective appointments until (unless a different date is specified in the appointment) 31 May next following their 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;
- (d) in the case of a member who is a solicitor, striking off or suspension from practice;

but a Convener or Vice-Convener retiring by reason of the expiry of his period of appointment shall be eligible to be re-appointed.

(8) Subject to paragraph (7) above, members of committees shall hold office for three years (or such shorter period, if any, as is specified in their appointments) or 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;
- (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 expiry of his period of appointment shall be eligible to be re-appointed.

(9) Notwithstanding any other provision of this Order, a member of a Committee shall be deemed to have resigned if he is absent from three successive meetings of the 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 the President;
- (b) in any other case, of the Convener of the Committee.

**Committee Secretaries**

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

**Savings for Existing Committees**

15. Nothing in Orders 12 and 13 affects the constitution or membership of committees and sub-committees which were in existence on 31 March 2004, save that the members of such committees and sub-committees shall remain in office until 31 May 2004 or 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;
- (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.

## CONDUCT OF COMMITTEE BUSINESS

**Meetings of Committees**

**16.**—(1) In this Order, and in Order 17, unless the context requires otherwise—

- (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, the Committee Secretary;
  - (b) references to a committee include (unless the context requires otherwise) 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 the President or by the Convener of that committee, such meeting to be held at a date, time and place specified by the President or the Convener, or
  - (b) on receiving a request in writing for that purpose, specifying the business proposed to be transacted at the meeting, signed by not less than one quarter of the members of the committee, such meeting to be held within ten days of the receipt of the request, at a date, time and place specified by the Convener.
- (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 ordinary mail (or a document exchange in which the addressee has provided an address to be used for the purpose) to the address provided by the member for that purpose so that it would arrive, in the ordinary course of events, at least seven days before the date of the meeting.
  - (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) so as to arrive, in the ordinary course of events, at least three days before the meeting; but the Convener (or person actually presiding at the meeting) may, if it appears to him 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 (4) 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, he 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.
- (7) Order 8, paragraph 2 applies to all committee meetings.
- (8) Order 9, paragraph 2 applies to all committee meetings.

**Procedure at Meetings**

**17.**—(1) The Convener (or, in the event of the absence or incapacity of the Convener, the Vice-Convener, if there is one) shall preside at each meeting of the committee, but if both be 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 at least three members are present.
- (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 in the remit of any committee.

REPEAL OF STANDING ORDERS

The Standing Orders approved by the Council on 23rd September, 1988 are hereby repealed.

*NOTE:*

*Procedure for consideration of draft Rules submitted in terms of section 34 or section 35 of the Act to a General Meeting of the Society*

Draft Rules to be submitted to a General Meeting of the Society in terms of sections 34 or 35 of the Act shall be sent, wherever practicable, at least 28 days before the date of the General Meeting. Any member who wishes to submit proposals for amendments to such Rules to be considered at the General Meeting shall submit such amendments supported by six members of the Society to the Secretary not later than 14 days before said General Meeting and the Secretary shall send notice of such duly submitted and supported amendments to each member of the Society not later than 72 hours before the said General Meeting.