

We are bringing forward a series of proposals to our members which will allow us to update and improve our constitution, ensuring it meets the needs of the new Regulation of Legal Services (Scotland) Act 2025 and that we have appropriate governance structures in place. Proposals to update the Society's constitution will also, if approved, allow for the removal of unnecessary barriers to members of Council who wish to stand for election as the Law Society of Scotland's President.

Please find below information relating to the proposals to amend the Law Society of Scotland Constitution. For clarity, each amendment is presented by showing the current wording alongside the proposed revised wording, with changes highlighted in yellow. [The current constitution can be read on our website.](#)

Resolution 3: Approval of changes to the Society's constitution as required by the implementation of the Regulation of Legal Services (Scotland) Act 2025

The Regulation of Legal Services (Scotland) Act 2025 requires changes to the Law Society of Scotland constitution and we are therefore asking our members to approve this resolution to allow us to make constitutional changes specific to the 2025 Act, to ensure our constitution meets the requirements of the new legislation.

That with effect from the date s8 of the Regulation of Legal Services (Scotland) Act 2025 comes into force, the constitution of the Law Society of Scotland is amended as follows:

Article 2 (1) - Interpretation

It is proposed that this Article be amended by inserting the following entry immediately after the entry for "the Act".

Term	Meaning
<i>the 2025 Act</i>	<i>the Regulation of Legal Services (Scotland) Act 2025</i>

It is proposed that this Article be amended by inserting the following entries immediately after the entry for “the President” and before “the Secretary”.

Term	Meaning
<i>the Regulatory Committee</i>	<i>the regulatory committee established and maintained conform to section 8(2) of the 2025 Act</i>
<i>regulatory function</i>	<i>shall be interpreted in accordance with section 6 of the 2025 Act</i>
<i>regulatory sub-committee</i>	<i>any sub-committee constituted by the Regulatory Committee from time to time</i>

Article 13 – Proceedings at General Meetings of the Society

The following amendments are proposed to Article 13.

Article 13 (6) currently states:

(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.

It is proposed that this be replaced with:

(6) Subject to (i) the provisions of paragraph 5 of Schedule 1 to the Act and (ii) paragraph (7) of this Article 13, 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.

Article 13 (7) – New

Proposed wording:

(7) Notwithstanding any provision of this Constitution, no resolution passed at a General Meeting (whether or not proposed or adopted by the Council) shall bind the Regulatory Committee or any regulatory sub-committee in respect of any matter which relates to the exercise of any regulatory function.



Article 22 – Committees and Sub committees of the Council

The following amendments are proposed to Article 22.

Article 22 (1) currently states:

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

It is proposed that this be replaced with:

*(1) **Subject to Article 23(2)**, the Council may constitute committees and sub committees and shall specify their remit and duties and may specify any restriction or conditions on the committee or sub-committee which it considers appropriate.*

Article 22 (4) currently states:

(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.

It is proposed that this be replaced with:

*(4) **Subject to Article 23(3)**, 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.*

Article 22 (5) currently states:

(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.

It is proposed that this be replaced with:

*(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.*

Article 23 – The Regulatory Committee

The following amendments are proposed to Article 23:

The title of Article 23 currently states:

The Regulatory Committee

It is proposed that this be replaced with:

The Regulatory Committee and regulatory sub-committees

Article 23 (1) currently states:

(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,*
- (c) and to make regular reports to Council on regulatory matters.*

It is proposed that this be replaced with:

(1) The Regulatory Committee will discharge the regulatory functions of the Council (as defined in section 6 of the 2025 Act) in accordance with the Act, the 2007 Act and the 2025 Act.

Article 23 (2) currently states:

(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.

It is proposed that this be replaced with:

(2) The Regulatory Committee will determine its composition, governance arrangements and priorities and may constitute such regulatory sub-committees as the Regulatory Committee deems necessary or appoint individuals to exercise its functions, all in accordance with the Act and the 2025 Act. The Regulatory Committee will specify the remit and duties of the Regulatory Committee and may specify the remit and duties of all regulatory sub-committees including any restriction or condition on any regulatory sub-committee which it considers appropriate. The Council's power to specify remits, duties, restrictions or conditions set out in Article 22(1) shall not apply in respect of the Regulatory Committee or any regulatory sub-committee.

Article 23 (3) currently states:

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

It is proposed that this be replaced with:

(3) The Regulatory Committee may appoint or remove any member of the Regulatory Committee or any regulatory sub-committee. The Council's power to appoint or remove any member of any committee or sub-committee set out in Article 22(4) shall not apply in respect of the Regulatory Committee or any regulatory sub-committee.

Article 23 (4) currently states:

(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.

It is proposed that this paragraph is deleted.

Article 26 – Standing orders

Article 26 (1) currently states:

(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.

It is proposed that this be replaced with:

(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 (subject to paragraph (3) of this Article 26).

Article 26 (2) currently states:

(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.

It is proposed that this be replaced with:

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

Article 26 (3) - New

Proposed wording:

Subject to the provisions of this Constitution, the Regulatory Committee may by standing orders, make provision with respect to any matters which the Regulatory Committee considers would facilitate the conduct of business of meetings of the Regulatory Committee or any regulatory sub-committee. The Council's power to make provision under paragraph (1) of this Article 26 shall not apply in respect of any matters relating to the Regulatory Committee or any regulatory sub-committee.

Article 26 (4) - New

Proposed wording:

Standing orders made by the Regulatory Committee under this Article or under any other provision of this Constitution may be varied or revoked at any time by the Regulatory Committee.

Article 28 – Expenses of members of Council and Committees

The title of Article 28 currently states:

Expenses of members of Council and committees

It is proposed that this be replaced with:

*Expenses of members of Council and **all** committees*

Article 28 currently states:

28. 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.

It is proposed that this be replaced with:

*28. There shall be paid to the members of the Council and of committees **thereof and sub-committees** such travelling and other expenses in respect of attendance at meetings as may be approved by the Council, **or by the Regulatory Committee (in respect of expenses incurred by members of the Regulatory Committee or any regulatory sub-committee).***

Resolution 5: Approval of changes to the constitution in relation to presidential eligibility

Approval of changes to Article 15 of the constitution in relation to Presidential eligibility. This removes the requirement to have been a member of Council for a minimum of three years. The proposed changes will also provide flexibility in allowing for nominations to be re-opened if required.

That with effect from 00.01 hours on 19 June 2026, the Constitution of the Law Society of Scotland is amended as follows:

Article 15 (1) - President, Vice -President, Past President and Honorary Vice-President of the Society currently states:

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.

It is proposed that this be replaced with:

15 (1) The Council shall after the 1st day of October in each year, receive nominations of solicitor members of the Council for the office of President. Candidates with valid nominations shall set out their experience in a manner decided by the Council. The Council shall thereafter elect at its first meeting after the 1st day of December in each year one nominated candidate as President.

Article 15(2) currently states:

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

It is proposed that this be replaced with:

If there is only one valid nomination for the office of President then the Council shall, by majority vote, have the right to re-open nominations for a period specified by the Council. 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.