

# Bye-Laws of the Law Society

**October 2021**

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## BYE-LAWS OF THE LAW SOCIETY

[Adopted on 5 July 2012 by the Annual General Meeting, amended 9 July 2014, 3 July 2019, 13 October 2020 (as confirmed by membership ballot on 7 January 2021), 12 February, 21 June and 14 October 2021

### INTERPRETATION

#### Interpretation

1(1) In these Bye-Laws, except where the context otherwise requires, the following words and phrases have the meanings set out or referred to alongside them -

"Act"	an Act of the Parliament of the United Kingdom;
"appropriate motion"	a motion which, in the opinion of the Council, relates in substance to a matter affecting the affairs of the Society or of the solicitors' profession;
"Audit Committee"	has the meaning given by Bye-Law 89;
"Ballot Scrutineer"	the body appointed by the Council to administer ballots in Council elections and membership ballots;
"Charter"	the Royal Charter of 26 February 1845, supplemented by Charters of 1872, 1903, 1909 and 1954, and as later amended;
"Chief Executive"	the Chief Executive of the Society in its representative capacity, including any deputy or person temporarily performing the duties of the office, and in respect of certain functions under these Bye-Laws related to membership includes the Chief Executive of the SRA;
"Council"	the Council of the Society;
"Council functions"	the meaning given by Bye-Law 83(2);
"Council member"	a member of the Council, but not an honorary member of the Council;
"Council Membership Committee"	has the meaning given by Bye-Law 90;

"court"	a criminal court in the United Kingdom, the Isle of Man or the Channel Islands;
"Junior Lawyers Division"	the grouping of newly-qualified solicitors and Legal Practice Course students recognised by the Council under that title;
"last date for nominations"	the meaning given by Bye-Law 57(1);
"local law society"	a society recognised by the Council as representative of solicitors in some part of England and Wales;
"member"	a member of the Society, but not an honorary or associate member;
"motion"	a motion which is not inconsistent with the Charter or any statutory provision;
"registered European lawyer"	a European lawyer registered with the SRA under Directive 98/5/EC;
"registered foreign lawyer"	a foreign lawyer registered with the SRA under Section 89 of the Courts and Legal Services Act 1990;
"regulations"	regulations made by the Council.
"Society"	the Society incorporated by the Charter;
"specified"	specified by the Council;
"SRA"	Solicitors Regulation Authority Limited, a Company registered in England (company registration number 12608059), a wholly owned subsidiary of the Society which exercises the functions of the Society as an approved regulator under the Legal Services Act 2007;
"subscription"	the annual subscription payable by members and fixed by the Council under Bye-Law 3(1); and
"Tribunal"	the Solicitors Disciplinary Tribunal

- (2) The Interpretation Act 1978 applies to these Bye-Laws as to an Act of Parliament.
- (3) A reference in these Bye-Laws to any Act includes a reference to that Act as subsequently amended, replaced or re-enacted.
- (4) Any reference to specification by the Council includes the power to amend or withdraw the specification concerned and to exercise the power of specification from time to time.



## **MEMBERSHIP AND AFFILIATE STATUS**

### **Election to membership**

- 2(1) The Council may elect to membership any eligible candidate, whether or not he or she has applied for membership.
- (2) Where a candidate applies for membership he or she shall agree to abide by the Charter, these Bye-Laws and regulations.
- (3) Where the Council has elected to membership a candidate who has not previously applied for membership -
  - (a) the election shall be provisional for the period of 28 days after the date of election ("the provisional period"), and
  - (b) he or she may not exercise any of the privileges of membership (including voting rights) during the provisional period.
- (4) If during the provisional period the candidate informs the Chief Executive that he or she does not wish to take up membership, the provisional election shall be void.
- (5) Unless the election has been voided in accordance with (4), then at the end of the provisional period -
  - (a) the election shall be final;
  - (b) the member shall be taken to have agreed to abide by the Charter, these Bye-Laws and regulations; and
  - (c) he or she may exercise the privileges of membership.
- (6) In this Bye-Law, "eligible" means eligible according to Article X of the Charter.

### **Subscriptions**

- 3(1) A member shall pay an annual subscription to the Society of such amount (which may be "nil") as is specified.
- (2) The Council may divide members into classes to specify different rates of subscription.

### **Register of members**

- 4(1) The Society shall keep the name and address of every member ("his or her registered address") in a Register of Members ("the register").
- (2) The address of a member to be registered in the register is -
  - (a) for any member practising in England and Wales, the address of the main office at which he or she practises.
  - (b) for any member employed but not practising in England and Wales, the address at which he or she is employed;
  - (c) for any member resident but not practising or employed in England and Wales, the address of his or her residence; and

- (d) for any member not practising, employed or resident in England and Wales, any address in England and Wales nominated by him or her together with his or her address outside England and Wales.
- (3) If any member who has an address in categories (a) to (d) has notified a preference to be registered at an alternative work address or at their main residential address, then that preferred address shall be their registered address.
- (4) The register shall include, as far as is reasonably practicable, such information required by these Bye-Laws for the purposes of elections as provided and updated by members.
- (5) The register may be populated in whole or in part in respect of main work-practice and characteristic information by utilising data held in respect of members by the Law Society Divisions and Sections and by external organisations which previously held seats on Council providing all relevant legislation in respect of that data is complied with.
- (6) On the announcement of an election in any specific constituency, the member entries for that constituency will be extracted and used for the purpose of that election.
- (7) The Society shall update the register regularly and upon receipt of information received from a member relating to that member's entry in the register. The Society shall upon request make a member's entry in the register electronically available to that member for the purpose of updating or correcting that member's entry.
- (8) The register shall be deemed for all purposes to include the correct information about members including their registered addresses.

### **Associate members**

- 5(1) The Council may elect trainee solicitors as associate members of the Society for such period as it thinks fit.
- (2) No person shall remain an associate member after admission as a solicitor.

### **Change of address**

- 6 A member who changes his or her registered address shall inform the Chief Executive.

### **Register to be conclusive**

**[This Bye-Law (BL 7) has been deleted since the provisions are now included in Bye-Law 4]**

### **Suspension of membership**

- 8(1) Membership shall automatically be suspended, and the member suspended from exercising any membership rights or privileges, if -
  - (a) he or she is suspended from practice as a solicitor; or

- (b) his or her registration as a registered European lawyer or a registered foreign lawyer is suspended.

### **Suspension of privileges**

- 9 The Council may for such period and for such reasons as it considers appropriate suspend a member from using the facilities of the Society's Hall, or exercising some or all of the other rights or privileges of membership, so long as he or she has been given-
- (a) not less than 14 days' notice in writing of the proposed suspension; and
  - (b) a reasonable opportunity to make representations concerning the proposed suspension.

### **Automatic termination of membership**

- 10(1) Subject to (2), membership shall be automatically terminated, without affecting any liability to pay any outstanding subscription, if the member -
- (a) is in arrears with subscription for a specified period (which must be not less than one month);
  - (b) is struck from the Roll; or
  - (c) ceases to be registered as a registered European lawyer or a registered foreign lawyer.
- (2) Membership shall not be terminated under 10(1)(a) unless -
- (a) the member has received notice of the arrears; and
  - (b) has been given not less than seven days in which to settle the arrears.

### **Expulsion from membership**

- 11(1) The Council may expel from the Society any member who –
- (a) is an undischarged bankrupt, or has entered into a deed of arrangement with his or her creditors;
  - (b) has been suspended from practice;
  - (c) has had his or her registration as a registered European lawyer or registered foreign lawyer suspended;
  - (d) is a person subject to Sections 15 - 16 of the Mental Capacity Act 2005;
  - (e) has not paid a penalty or costs ordered by the Tribunal; or
  - (f) has had an order made against him or her for the issue of a writ of attachment.
- (2) The powers in (1)(b) and (1)(c) may be exercised whether or not the member has been or is suspended from membership under Bye-Law 8.
- (3) The Council may expel a member whose conduct as such appears to render him or her unfit to remain a member, so long as –

- (a) he or she has been given not less than 14 days' notice in writing of the proposed expulsion; and
  - (b) he or she has been given a reasonable opportunity to make representations concerning the proposed expulsion.
- (4) The power in (3) may be exercised whether or not the member has been or is suspended under Bye-Law 8.
- (5) Expulsion under this Bye-Law shall not affect liability to pay any outstanding subscription.

### **Honorary membership of the Council**

- 12(1) The Council may for such period as it thinks fit elect a person as an honorary member of the Council on account of his or her distinction and eminence.
- (2) The Council shall decide the privileges of honorary members of the Council.

### **Honorary membership of the Society**

- 13(1) The Council may for such period as it thinks fit elect as an honorary member of the Society a person who is either -
- (a) a lawyer in any jurisdiction who is -
    - (i) not otherwise eligible for election as a member of the Society, and
    - (ii) not a member of the English Bar ordinarily resident in England and Wales; or
  - (b) a person (whether or not a solicitor) who -
    - (i) has rendered distinguished service to the Society or to the Law,
    - (ii) is able to assist the Society in promoting its objects, or
    - (iii) is otherwise deserving of recognition by the Society on account of his or her distinction or eminence.
- (2) The Council shall decide the privileges of honorary members of the Society.

### **Affiliate status**

- 14(1) Subject to Bye-Law 15, the Council may grant affiliate status to any foreign lawyer not eligible for election as a member of the Society.
- (2) The privileges of affiliate status shall be decided by the Council.
- (3) In this Bye-Law, "foreign lawyer" means a person who -
- (a) is not a solicitor or barrister admitted or called in England and Wales;
  - (b) is a member of a legal profession regulated within a jurisdiction outside England and Wales, and entitled to practise as such; and
  - (c) is not a registered European lawyer or a registered foreign lawyer.

## **Replacement of affiliate status**

- 15(1) The Council may decide that -
- (a) the grant of affiliate status under Bye-Law 14 shall be discontinued;
  - (b) persons holding affiliate status shall then hold such other status, and be described in such other way, as the Council thinks fit; and
  - (c) persons who would previously have been eligible for the grant of affiliate status shall hold the status, and be described in the way, it has decided under (b).

## **ANNUAL GENERAL MEETINGS**

### **Date of annual general meeting**

- 16 The annual general meeting shall be held on a date fixed by the Council.

### **Preliminary notice of annual general meeting**

- 17 Preliminary notice of the annual general meeting shall be published at least 70 clear days before the date of the meeting.

### **Notices of motion**

- 18(1) Thirty or more members, or the president and secretary of a local law society authorised to do so, may give notice of an appropriate motion to be moved at the annual general meeting.
- (2) The notice must be received by the Chief Executive at least 42 clear days before the date of the meeting.
  - (3) The notice may be accompanied by a statement of up to 1000 words about the motion.

### **Notice of the annual general meeting**

- 19(1) Notice of the annual general meeting shall be published at least 28 clear days before the date of the meeting.
- (2) The notice shall state any appropriate motion to be moved at the meeting and the names of the members who have given notice of it.
  - (3) The Chief Executive shall remove from any appropriate motion, or statement received under Bye-Law 18(1), material which it might, in his or her opinion, be unlawful to publish, and his or her decision in this respect shall be final.
  - (4) If substantially the whole motion consists of material falling within (3), it shall not be included in the notice of the meeting.
  - (5) Any statement received under Bye-Law 18(1) shall be published at the same time as the notice of the meeting.
  - (6) The Council may publish at the same time as the notice of the meeting a statement of up to 1000 words on any motion.

## **Business of the annual general meeting**

- 20(1) The business at an annual general meeting shall be -
- (a) The Chair shall be taken under Bye-Law 29, and the notice convening the meeting taken as read.
  - (b) The minutes of the previous general meeting shall be taken as read and put to the meeting for approval.
  - (c) The results of Council elections shall be announced.
  - (d) The Annual Report of the Council shall be put to the meeting to be received.
  - (e) The Accounts as signed by the Auditors shall be put to the meeting to be approved.
  - (f) Any business introduced by the Council shall be taken.
  - (g) Appropriate motions received under Bye-Law 18(1), the text of which has been published under Bye-Law 19(2), shall be considered.
  - (h) Other business which may be introduced, consistent with the Charter and Bye-Laws, shall be taken.
- (2) The Council may publish its Annual Report on the Society's website, but hard copies shall be available on request to any member and at the annual general meeting.

## **SPECIAL GENERAL MEETINGS**

### **Special general meeting convened by the Council**

- 21 A special general meeting may be called by the Council at any time.

### **Special general meeting requisitioned by members**

- 22(1) One hundred or more members may at any time by requisition sent to the Chief Executive require the Council to call a special general meeting to consider a motion set out in the requisition.
- (2) The requisition may be accompanied by a statement of up to 1000 words on the motion set out in the requisition.
- (3) The Council shall within 14 days after receipt of the requisition call a meeting accordingly, to be held -
- (a) not earlier than 42 clear days; or
  - (b) later than 70 clear days
- after receipt of the requisition.
- (4) If the Council does not within 14 days after receipt of the requisition call a special general meeting accordingly, any ten of the requisitioning members may

send to the Chief Executive a notice naming a day and time for holding the meeting, which shall be at least 35 clear days thereafter.

- (5) Where a notice has been received under (4), it shall be the duty of the Chief Executive to call the meeting accordingly.

### **Notice of special general meeting**

- 23(1) Notice of every special general meeting, stating any motion to be moved, and stating on whose requisition (if any) it is called, shall be published at least 28 clear days before the date of the meeting.
- (2) The Chief Executive shall remove from the text of any motion, or statement received under Bye-Law 22(2), material which it might, in his or her opinion, be unlawful to publish, and his or her decision in this respect shall be final.
- (3) Any statement received under Bye-Law 22(2) shall be published at the same time as the notice of the meeting.
- (4) The Council may publish at the same time as the notice of the meeting a statement of up to 1000 words on the motion.

### **Limitation of business at special general meeting**

- 24 No business shall be transacted at a special general meeting other than that of which notice has been given.

### **Order of business at special general meeting**

- 25 At special general meetings the order of business shall, so far as applicable, be the same as at annual general meetings.

## **PROCEDURES FOR ALL GENERAL MEETINGS**

### **Venue**

- 26 All general meetings shall be held either by attendance in person at the Society's Hall, or at such other place decided by the Council or if the Council so decides, by attendance wholly or partly remotely through electronic or other means.

### **Quorum**

- 27(1) Subject to (3), the quorum for all general meetings shall be 50 members.
- (2) No business shall be transacted at a general meeting unless a quorum exists at the time the business is transacted, but if a meeting becomes inquorate that shall not invalidate the business taken when a quorum existed.
- (3) If 50 or more members are not present within 15 minutes after the time appointed for a general meeting -
- (a) a special general meeting called on requisition shall not be held;
  - (b) an annual general meeting, or a special general meeting convened by the Council, shall be adjourned to the same day in the next week at the Society's Hall, when the members present shall be a quorum in any event.

## **Restrictions as to matters previously discussed**

- 28 No motion -
- (a) in substance reversing a resolution passed by a previous general meeting; or
  - (b) re-proposing a resolution not carried by a previous general meeting
- shall, except by permission of the Chair, be considered at any general meeting held within 12 months of that previous general meeting.

## **Chairing**

- 29 At all general meetings the Chair shall devolve to the following members in order, if present and willing to act -
- (a) the President;
  - (b) the Vice President;
  - (c) the Deputy Vice President;
  - (d) a Council member chosen by the Council; and
  - (e) a member of the Society chosen by the meeting, if no Council members are present.

## **Moving of motions**

- 30 A members' motion of which notice has been given may be moved by -
- (a) any member party to the notice or requisition;
  - (b) any member authorised by a member within (a), if no such member is present; or
  - (c) any member present, in the absence of any member within (a) or (b).

## **Rules of debate**

- 31(1) Subject to the overriding discretion of the Chair to regulate the business of the meeting, the following rules of debate at general meetings shall apply.

### Length of speeches and right to speak again

- (2) The mover of a motion (other than one proposing the closure or proposing an adjournment) shall not without the permission of the Chair speak for more than ten minutes when moving the motion.
- (2) No other speaker shall speak for more than five minutes without the permission of the Chair.
- (3) No member shall speak more than once on the same question, other than -
  - (a) the mover of a motion in reply to the debate on the motion;
  - (b) with the permission of the Chair, a member who wishes to speak in explanation, but such a member shall not introduce any new matter;



- (c) the mover of the main motion, after a motion that the question be now put has been passed, but before the motion (or amendment, as the case may be) itself is put to the vote.

#### Closure of debate

- (4) A member who has not spoken in the debate and wishes to move the closure of the debate shall do so by moving that -
  - (a) the question be now put; or
  - (b) the meeting proceed to the next business.
- (5) A closure motion shall be seconded by a member who has not spoken in the debate.

#### Amendments

- (6) No amendment to a motion may be moved unless at least 24 hours' notice of it has been given to the Chair.
- (7) All amendments shall be seconded.
- (8) An amendment shall be within the scope of the motion and be in the proper form of an amendment.
- (9) Only one amendment may be discussed at any one time, except with the permission of the Chair.
- (10) If an amendment is carried, the motion as amended shall become the main question which is the subject of the debate, and may be further amended.
- (11) No member shall move more than once that any one motion be amended.

#### Rules of order

- (12) The Chair may call the attention of the meeting to continued irrelevance, repetition, unbecoming language or any breach of order on the part of a member and may direct the member to discontinue his or her speech or leave the meeting.

#### **Adjournment**

- 32(1) Every general meeting may adjourn by resolution.
- (2) If a general meeting is adjourned, the business of the adjourned meeting shall be stated before the adjournment and entered in the minutes.
- (3) No business shall take place at an adjourned general meeting other than that stated and entered under (2).
- (4) Notice shall be published of the adjournment of any general meeting.

## **Voting**

- 33(1) All questions at a general meeting shall be decided by a majority of the members present and voting, except where otherwise provided by the Charter or these Bye-Laws.
- (2) The Chair shall have a second, or casting, vote if there is a tie.

## **Membership ballots**

- 34(1) Immediately after the Chair has announced the result of the voting on any question at a general meeting other than adjournment of the meeting, a ballot of the membership of the Society ("a membership ballot") on the question may be -
- (a) directed by him or her on the basis that the views of the members should be sought on the question; or
  - (b) demanded by not less than 33% of members present voting in favour of a ballot.
- (2) A direction or a demand for a membership ballot at a general meeting may be withdrawn at any time before the conclusion of the meeting at which it is given or made.
- (3) A membership ballot may also be demanded within 28 days after the meeting by 100 or more members.

## **Procedure for a membership ballot**

- 35(1) A membership ballot shall be carried out by electronic means only, unless the Council otherwise directs.
- (2) The Chief Executive shall send details of the ballot to every member, which shall include -
- (a) a statement of the question which is the subject of the ballot ("the question") or information where this may be accessed electronically;
  - (b) the date by which votes must be cast;
  - (c) instructions on how to vote; and
  - (d) details of the address or web voting page to be used by members in registering their votes.
- (3) The Council may publish a statement of up to 1000 words on the question.
- (4) Those members who oppose the Council's position on the question shall be entitled to have a joint statement of up to 1000 words on the question published.
- (5) Any issue on entitlement to a statement and the arrangements for issuing it shall be decided conclusively by the President.
- (6) The Ballot Scrutineer shall be responsible for receiving and counting votes in the ballot and certifying the result.

- (7) If any membership ballot is being carried out wholly or partly by post, the Ballot Scrutineer shall reject any voting paper which is -
- (a) unsigned;
  - (b) lacking the member's address;
  - (c) ambiguous; or
  - (d) received after the date by which votes had to be cast.
- (8) If any membership ballot is being carried out wholly or partly by post, the Ballot Scrutineer shall send a duplicate voting paper to any member on request if it appears that the original has not been received or has been spoilt, lost or destroyed.
- (9) The report of the Ballot Scrutineer on a membership ballot shall contain:
- (a) the total number of votes cast;
  - (b) the number of voting papers received and the grounds of rejection, if postal voting has been available;
  - (c) the total number of valid votes cast in favour of the motion; and
  - (d) the total number of valid votes cast against the motion.
- (10) The question shall be deemed to have been decided accordingly by the meeting at which it was considered.
- (11) If there is a tie in the ballot, the Chair of the meeting at which the question was considered shall have a second, or casting, vote.
- (12) The report of the Ballot Scrutineer shall be published as soon as practicable after it has been received.
- (13) The Ballot Scrutineer shall retain information as to how votes have been cast for one month after the making of its report, following which the information shall be deleted or destroyed.

### **Adoption of resolutions**

- 36(1) Subject to Bye-Law 34, the following resolutions shall become binding immediately -
- (a) the making, revocation or amendment of these Bye-Laws;
  - (b) a resolution proposed by the Council and carried at the meeting when it was proposed;
  - (c) a resolution carried as a result of a membership ballot under Bye-Law 34.
- (2) Subject to Bye-Law 34, the Council shall have power to adopt any other resolution with immediate binding effect.

- (3) Subject to Bye-Law 34, and other than in (1) and (2) above, each resolution passed at a general meeting shall be binding, unless within three months of the passing of the resolution the Council call a special general meeting (to be held not later than 70 days from the date of the Council's resolution) to re-consider it.

### **Chair's decision final**

- 37 The Chair's decision shall be final on all questions of procedure or order.

### **Irregularities**

- 38(1) The validity of the proceedings at any general meeting shall not be affected by an irregularity in the convening of the meeting or during the meeting, unless the irregularity is complained of at the time, when the Chair's decision on the complaint shall be final.
- (2) Accidental failure to give notice of a general meeting to a member shall not invalidate the meeting.

### **Minutes**

- 39 Minutes of all general meetings shall be kept and signed by the Chair at the next general meeting, when they shall be deemed to be conclusive.

## **ACCOUNTS AND AUDIT**

### **Accounts**

- 40 The Council shall ensure that proper accounts are kept of the Society's income and expenditure, and its property, assets and liabilities.

### **Auditors**

- 41(1) The auditors shall be appointed by the Council on the recommendation of the Audit Committee.
- (2) The auditors shall be a firm of registered auditors.
- (3) The auditors may tender their written resignation at any time to the Chief Executive.

### **Audit of accounts**

- 42(1) The income and expenditure accounts and the balance sheet of the Society for the previous year ended on 31 December (or such other financial year as the Council may adopt) shall in each year be delivered to the auditors to be examined, audited and signed by them.
- (2) The signed accounts shall be published on the Society's website and hard copies of the signed accounts shall be made available to any member on request.

### **Presentation of accounts to annual general meeting**

- 43(1) The signed accounts shall be put to the annual general meeting for approval.
- (2) The Council may circulate a summary of the accounts with the notice of the annual general meeting, so long as hard copies of the signed accounts are available to any member on request and available at the meeting.

## **THE COUNCIL**

### **Composition**

- 44 The Council shall consist of members elected by constituencies.
- 45 The Council shall be competent to act until reduced below the number of 30.

### **Constituencies**

- 46(1) England and Wales shall for Council elections be divided into the constituencies described in Appendix 1.
- (2) The Council Membership Committee may, after appropriate consultation, including with any relevant local law society, authorise any amendment to or deletion from the list of post codes in any constituency description defined by post codes to rectify an error or omission or to include new post codes.
- (3) If any constituency description has been amended in accordance with (2), Appendix 1 shall be deemed to be amended accordingly without the need for approval by a general meeting.

### **Designation of constituencies**

- 47 Each Council seat shall bear a designation denoting either the region, the work-practice or the characteristic to be represented by the seat and these designations shall be listed in Appendix 1.

### **Election date**

- 48 Where a vacancy for a Council member arises, either in rotation or through a casual vacancy, it shall be filled by an election to be held on a date fixed by the Council (the "election date").

### **Preliminary notice of election**

- 49 Preliminary notice of an election in a constituency shall be published at least 70 clear days before the election date.
- 50 The preliminary notice of each election shall state -
- (a) the number of vacancies to be filled in each constituency;
  - (b) the reason for each vacancy;
  - (c) a date, at least 42 clear days before the election date, by which nominations of candidates must be received; and
  - (d) except where the provisions of Bye-Law 54(2) apply, there shall be added a statement that registration arrangements pursuant to Bye-Law 4 are in place in respect of the relevant constituency and that the register is now closed in respect of that constituency.

### **Nomination of candidates**

- 51 Between two and ten members eligible under Bye-Law 54 may nominate any other eligible member for election for their constituency.

## **Eligibility of candidates**

- 52 (1) Subject to Bye-Laws 54, 55 and 80, a member shall be eligible for election to the Council for a region constituency defined in Appendix 1 by post codes only if his or her registered address is in the constituency or he or she has a home address which is within the boundary of the constituency or he or she has a preferred work address or main residence address which is within the boundary of the constituency and he or she has registered that alternative address with the Law Society for electoral purposes.
- (2) Subject to Bye-Law 55 a member shall be eligible for election to the Council for a constituency defined in Appendix 1 by work practice sector or by characteristic only if he or she is registered with the Law Society with that work or practice sector identified as their main work practice or sector and has registered as identified with that characteristic or in the case of the seats identified as "Personal Injury mainly Claimant" the requirement shall be satisfied if they are a solicitor and a member of the Association of Personal Injury Lawyers and in the case of "Personal Injury mainly Defendant" the requirement shall be satisfied if they are a solicitor of a member firm or an individual solicitor member of the Forum of Insurance Lawyers.
- (3) A member who is an employee of the Society shall be eligible for election to the Council, but if elected shall (notwithstanding any other disqualification in accordance with Bye-Law 55) be disqualified from exercising any Council functions (as defined in Bye-Law 83) until his or her employment with the Society has ceased.
- (4) A member may stand for election in only one constituency in an annual election cycle.
- (5) Registration for the purposes of 52(1) above and 54(1) below shall mean that in respect of a relevant constituency their names and addresses appear on the register of members kept under Bye-Law 4.
- (6) Until the registration requirements above are in place in respect of an individual constituency no change to the Bye-Laws shall be applied in respect of that constituency unless the provisions of Bye-Law 54(2) apply.

## **Eligibility for re-election**

- 53 Subject to Bye-Laws 52, 54, 55 and 80, all retiring or resigning members of the Council shall be eligible for re-election.

## **Eligibility to nominate and vote**

- 54(1) Only members whose registered addresses are in the post code areas of a regional constituency or who are registered with the Law Society as being identified with the relevant work or practice sector or characteristic may:
- a) nominate a candidate for election to the Council for the constituency; and
  - b) vote in any ballot held in the constituency;
- save that
- (2) in exceptional circumstances agreed by the Council Membership Committee and Council either (a) or (b) above or both may be disapplied in respect of a particular

constituency.

### **Disqualification for election**

55 Subject to Bye-Law 56, a member shall not be eligible for election as a Council member if:

- (a) he or she has been adjudged bankrupt or has made a composition or arrangement with his creditors;
- (b) he or she is subject to any orders under Part VII of the Mental Health Act 1983 which still have effect despite the repeal of the Act or to any orders under Sections 15-16 of the Mental Capacity Act 2005.

56(1) A member's ineligibility under Bye-Law 55 through having been adjudged bankrupt shall end -

- (a) on the date of annulment, if the bankruptcy is annulled either on the ground that he or she ought not to have been adjudged bankrupt, or that his or her debts have been paid in full;
- (b) on the date of discharge, if he or she is discharged with a certificate that the bankruptcy was caused by misfortune without any misconduct on his or her part;
- (c) in any other case, at the end of five years from the date of discharge.

(2) A member's ineligibility under Bye-Law 55 through having entered into a deed of arrangement with his or her creditors shall end -

- (a) on the date on which payment is completed, if he pays his or her debts in full;
- (b) in any other case, at the end of five years from the date on which the terms of the deed are fulfilled.

### **Nomination form**

57(1) Nominations (on a form obtainable from him or her) shall be sent to the Chief Executive to be received by a date at least 42 clear days before the election date ("the last date for nominations").

(2) The nomination form shall require -

- (a) the name and registered address of the candidate;
- (b) the constituency for which he or she is nominated;
- (c) the name of the local law society or societies (if any) of which he or she is a member in the constituency;
- (d) the names and registered addresses of the nominators;
- (e) any relevant information required in accordance with Bye-Laws 58-63; and
- (f) such other information as the Council may from time to time decide.

- (g) a statement of the candidate's consent.
- (3) Each candidate may not later than seven days after the last date for nominations supply a statement of not more than 1000 words, together with a photograph, for circulation by the Chief Executive with the voting papers or voting information.
- (4) The Chief Executive shall remove from any statement material which, in his or her opinion, it might be unlawful to publish, and his or her decision in this respect shall be final.

### **Declaration of criminal convictions**

- 58(1) Each candidate shall on or before the last date for nominations disclose in writing to the Chief Executive, in such manner as the Chief Executive shall require in the nomination form, any relevant criminal conviction against the candidate.
- (2) In this Bye-Law, "relevant criminal conviction" means any criminal conviction before a court, other than one –
  - (a) which under the Rehabilitation of Offenders Act 1974 does not need to be disclosed;
  - (b) for which an absolute or conditional discharge was imposed; and
  - (c) for a motoring offence, except where a sentence of disqualification from driving for more than 12 months was imposed.

### **Declaration of adverse Tribunal findings**

- 59(1) Each candidate shall on or before the last date for nominations disclose in writing to the Chief Executive, in such manner as the Chief Executive shall require in the nomination form, any adverse findings made against the candidate by the Tribunal.
- (2) In this Bye-Law, "adverse findings" means any findings or order of the Tribunal which led to the candidate –
  - (a) being struck from the Roll of Solicitors, but only if his or her subsequent restoration to the Roll of Solicitors took place within ten years ending on the last day for nominations;
  - (b) being suspended from practice, either indefinitely or for a specified period, but only if the suspension ceased within ten years ending on the last date for nominations;
  - (c) being ordered to make payment of a financial penalty to Her Majesty, but only if the order was made within ten years ending on the last date for nominations;
  - (d) being excluded from legal aid work, either indefinitely or for a specified period, but only if the order was made within ten years ending on the last date for nominations; or
  - (e) being prohibited from being restored to the Roll of Solicitors without the leave of the Tribunal, but only if his or her subsequent restoration to the



Roll of Solicitors took place within ten years ending on the last date for nominations.

### **Declaration of practising certificate conditions**

- 60 Each candidate shall on or before the last date for nominations disclose in writing to the Chief Executive, in such manner as the Chief Executive shall require in the nomination form, any conditions currently placed on the candidate's practising certificate relating to practice only in approved employment.

### **Declaration or criminal and other proceedings**

- 61(1) Each candidate shall on or before the last date for nominations disclose in writing to the Chief Executive, in such manner as the Chief Executive shall require in the nomination form –
- (a) any current criminal proceedings against the candidate before any court; or
  - (b) any other criminal proceedings before a court which have been formally commenced, but where the case has not yet begun to be heard.
- (2) In this Bye-Law, "formally commenced" means, in relation to the candidate, the commencement of proceedings by –
- (a) the issue of a summons or the taking of the equivalent step in a court; or
  - (b) being charged with a criminal offence in the jurisdiction of a court.

### **Declaration of regulatory proceedings**

- 62(1) Each candidate shall on or before the last date for nominations disclose in writing to the Chief Executive, in such manner as the Chief Executive shall require in the nomination form, any current or pending regulatory proceedings against the candidate.
- (2) In this Bye-Law, "current or pending regulatory proceedings" means any regulatory proceedings which are currently taking place, or where notice has been given to the candidate that such proceedings are to be taken, before -
- (a) the Tribunal;
  - (b) the SRA; or
  - (c) any other regulatory body exercising statutory powers to whose jurisdiction the candidate is subject.

### **Declaration of investigations**

- 63(1) Each candidate shall on or before the last date for nominations disclose in writing to the Chief Executive, in such manner as the Chief Executive shall require in the nomination form, any relevant investigation of which the candidate is, or might reasonably be taken to be, aware.
- (2) In this Bye-Law, "any relevant investigation" means any investigation being carried out wholly or partly in relation to the candidate by -

- (a) any police force in the jurisdiction of a court; or
- (b) the Serious Organised Crime Agency, or any successor to that body.

### **Nomination committees**

- 64(1) A nomination committee shall be established in any constituency where an election is to take place if no nomination for the vacancy has been received by the Chief Executive by the last date for nominations.
- (2) In the case of a region constituency the nomination committee shall consist of one representative of each local law society active in the constituency, but if only one local law society is within the constituency the nomination committee shall be the committee of that society and in the case of a work practice sector or characteristic constituency shall consist of the Chair and two members of the Law Society Committee Section, Division, or similar body identified with the constituency.
  - (3) In the case of a region constituency, the Chief Executive shall accordingly inform the honorary secretaries of each local law society in the constituency, one of whom shall act as honorary secretary of the nomination committee. In the cases of work practice sector or characteristic constituency, the Chief Executive shall inform the relevant body under (2) above and one of the three members of the nomination committee shall act as its honorary secretary.
  - (4) The honorary secretary of the nomination committee shall after reasonable notice convene a meeting of the committee to select a candidate to be nominated to fill the vacancy.
  - (5) If, at least five clear days before the election date, the honorary secretary of the nomination committee has informed the Chief Executive of the name of a candidate to fill the vacancy, that candidate shall be deemed duly nominated and elected.
  - (6) If the nomination committee is unable to make a nomination, a further vacancy shall be deemed to occur, another election date shall be fixed and the nomination procedure shall begin again.
  - (7) If no candidate is nominated to fill the further vacancy deemed to have been created under (6), no other steps shall be taken to fill the seat, and it shall remain vacant until the next annual round of elections.

### **Unopposed elections**

- 65 If the number of candidates duly nominated for a region or work practice sector or characteristic constituency does not exceed the number of vacancies, then -
- (a) if the vacancy arises by retirement in rotation, the person nominated shall be elected from the end of the annual general meeting and the election shall be declared to the annual general meeting;
  - (b) if the vacancy is a casual vacancy, the person nominated shall be deemed elected from the day after the last date for receipt of nominations, and the election shall be published as soon as practicable.

### **Ballot in contested elections**

- 66(1) If there are more candidates than vacancies in a constituency, a ballot shall be held in accordance with the following procedures.
- (2) Subject to (4), the Chief Executive shall at least 20 days before the election date send a voting paper to all members eligible to vote in the constituency.
- (3) The voting paper shall contain -
- (a) the candidates' names in alphabetical order and their registered addresses;
  - (b) the number of vacancies to be filled;
  - (c) the date on or before which the voting paper must be received by the Ballot Scrutineer;
  - (d) instructions on how to vote, whether by post or through the Ballot Scrutineer's website; and
  - (e) the address of the Ballot Scrutineer to which the voting paper should be returned.
- (4) The Chief Executive shall include in or with the voting paper to be sent under (2), in such form as he or she shall decide –
- (a) any statement and photograph received from each candidate under Bye-Law 57(3);
  - (b) a statement of any matters disclosed by any of the candidates in that election in accordance with Bye-Laws 58 - 63 or, where no matters were so disclosed, a statement to that effect; and
  - (c) a reply-paid envelope for the return of the voting paper.

### **Electronic voting on an optional basis**

- 67(1) Until and unless electronic voting is introduced under Bye-Law 68 as the sole method of voting, any member eligible to vote in an election ballot may do so electronically, if he or she so wishes.
- (2) All votes cast electronically shall be transmitted to the Ballot Scrutineer not later than the date on or before which voting papers must be received by the Ballot Scrutineer.
- (3) A member who has returned a voting paper in an election ballot shall not also vote electronically in the ballot, and a member who has voted electronically in a ballot shall not also return a voting paper in the ballot.

### **Introduction of electronic voting as sole method of voting in an election**

- 68(1) The Council may introduce electronic voting as the sole method of voting in an election ballot (subject to making reasonable arrangements for those members with a disability to be able to vote by other means), and shall endeavour to do so, so far as is possible, by no later than 1 May 2021.

- (2) If the Council has exercised the power in (1), the provisions of these Bye-Laws relating to voting by ballot papers shall be interpreted, with the necessary adaptations, as referring solely to the casting of votes electronically.

### **Accidental omissions**

69 Accidental omission to -

- (a) send any voting paper to any member at his or her registered address; or
- (b) send voting information by electronic means to any member at his or her electronic mail address held by the Society, if solely electronic voting has been introduced under Bye-Law 68

shall not invalidate an election.

### **Completion of voting papers**

70 Subject to Bye-Law 72, the member to whom a voting paper is addressed shall complete the voting paper by -

- (a) personally placing a cross on the right-hand side of the voting paper opposite the name of the candidate for whom he or she wishes to vote;
- (b) inserting his or her address in the place provided (unless it has already been so inserted); and
- (c) personally signing the voting paper in the place provided.

### **Return of voting papers**

71 All voting papers shall be sent to the Ballot Scrutineer to be received at least six clear days before the election date.

### **Single transferable voting**

72 Where three or more candidates have been validly nominated in any election the election shall be conducted by single transferable voting under the rules contained in Appendix 2 and the member shall vote in accordance with those rules.

### **Duplicate voting papers**

73(1) Where voting papers are being used, a duplicate voting paper shall be sent to any member on request if it appears to the Chief Executive that the original has not been received by the member or has been spoilt, lost or destroyed.

### **Scrutiny of votes**

74(1) The Ballot Scrutineer shall be responsible for receiving the voting papers or electronic votes in an election ballot, examining and counting them and certifying the result.

(2) The Ballot Scrutineer shall reject any voting paper which -

- (a) is unsigned;
  - (b) is improperly completed;
  - (c) does not bear the member's address as at the time the voting paper was sent to him or her; or
  - (d) is ambiguous.
- (3) Where the election is between two candidates only and there is a tie, the election shall be decided by the drawing of lots, the draw being made by the responsible officer acting on behalf of the Ballot Scrutineer, and a statement to this effect shall be made in the Ballot Scrutineer's report.

### **Ballot Scrutineer's report**

- 75(1) The Ballot Scrutineer's report on the ballot shall contain -
- (a) the total number of voting papers or electronic votes received;
  - (b) the number of voting papers rejected and the grounds of rejection;
  - (c) the total number of votes cast for each candidate, where there are only two candidates in the election;
  - (d) information in such form as the Ballot Scrutineer shall think fit as to the preference votes received and how these have been transferred, where there are more than two candidates in the election; and
  - (e) the name of the candidate elected.
- (2) Subject to no challenge requisition being received under Bye-Law 65, the Ballot Scrutineer's report shall be conclusive despite any irregularity.
- (3) The report of the Ballot Scrutineer shall be published as soon as may be following the election date.
- (4) Once the count has been completed and the result of the ballot ascertained, the Ballot Scrutineer shall retain the voting papers or records of electronic votes for one month after the date of publication of its report, following which, in the absence of a challenge, they shall be destroyed or deleted.

### **Challenge to election**

- 76(1) Any candidate in an election may within 14 days of the publication of the Ballot Scrutineer's report challenge the result of the election and require the matter to be referred to a challenge committee ("the committee") constituted in accordance with this Bye-Law.
- (2) The challenge requisition shall be sent to the Chief Executive.

### **Challenge committee**

- 77(1) The committee shall consist of three persons who may be presidents of relevant local law societies nominated by the President or, if the President has been a candidate in the election concerned, by the Vice President.

- (2) The Chief Executive shall convene a preliminary meeting of the committee to be held within 14 days after the date of receipt of the requisition ("the requisition date"), and at that meeting the committee shall elect its own chair.
- (3) The parties to the challenge procedure ("the parties") shall be the candidates in the election and the Chief Executive, but any candidate not wishing to take part in the proceedings may so indicate to the secretary of the committee ("the secretary").
- (4) If a candidate has indicated under (5) that he or she does not wish to take part in the challenge proceedings, he or she shall not be entitled -
  - (a) to appear before, or submit representations to, the committee,
  - (b) to be sent the papers for the meeting of the challenge committee when the challenge will be determined.
- (5) The parties (other than a candidate who has indicated he or she does not wish to take part) shall be entitled, subject to the directions of the committee, to submit written and oral representations to the committee on the challenge.
- (6) The Ballot Scrutineer shall not be represented at the meeting of the committee when the challenge is to be determined, but shall supply such information and copies of documents relating to the election concerned as the committee shall require.
- (7) The timetable for the stages in determining a challenge shall be as follows –
  - (a) The secretary shall within 21 days after the requisition date notify the parties of the timetable for the challenge, and of the directions of the committee.
  - (b) The parties shall send representations to the secretary, to be received within 35 days after the requisition date, and by the same date shall supply copies of those representations to the other parties.
  - (c) The secretary shall within 42 days after the requisition date supply the parties with copies of the agenda papers for the meeting of the committee when the challenge is to be determined.
  - (d) The meeting of the committee to determine the challenge shall be held within 49 days after the requisition date.
  - (e) The decision of the committee shall within 56 days after the requisition date be notified to the parties.

### **Challenge committee powers**

- 78(1) In the challenge it shall be for the candidate making the challenge to satisfy the committee, on the balance of probabilities test, that the election should be set aside.
- (2) The committee shall not set aside any election unless it is satisfied, on the balance of probabilities test –
  - (a) that the alleged defect complained of affected the result of the election;  
or

- (b) if the alleged defect did not affect the result, that the election was not conducted substantially in accordance with these Bye-Laws.

The committee may take into consideration any relevant legal authorities on Parliamentary or local government elections.

- (3) The committee shall, if it sets aside an election, give directions about the conduct and timetable for the new election which shall be held, and the relevant provisions of these Bye-Laws shall apply to the new election in accordance with those directions.
- (4) The committee may dismiss summarily any challenge based on any ground other than the conduct of the election process.
- (5) In (4), "conduct of the election process" includes (without limitation) -
  - (a) the arrangements for the preparation, printing and despatch of voting papers,
  - (b) the counting and sorting of returned voting papers and
  - (c) arrangements made for electronic voting.
- (6) The committee may also dismiss summarily any challenge which -
  - (a) it deems to be vexatious; or
  - (b) which appears to it to have no realistic chance of success.
- (7) The committee shall reach its decisions by majority vote and, subject to the provisions of this Bye-Law, regulate its own procedure.
- (8) The committee shall give reasons for its decisions, which shall be notified to the parties.
- (9) A summary of the decision of the committee, settled by the chair, shall be published on the Society's website and in the Gazette as soon as possible after it has been given, and copies of the full decision shall be supplied to any person on request.
- (10) The decisions of the committee shall be final.

## **Election of Council members in non-region seats**

**[Bye-Law 79 has been deleted]**

### **Term of office of Council members**

- 80(1) Subject to (2) and (3) and to Bye-Law 96(5), the term of office of a Council member shall be -
  - (a) if the vacancy occurred by annual rotation, until the end of the initial session of the fourth annual general meeting following his or her election (or the end of any adjourned meeting of the Council which began prior to that annual general meeting, if later) unless the Council has determined

before or after the election is called that the term of office in respect of a vacancy shall be for a shorter period which shall then apply

- (b) in any other case, until the end of his or her predecessor's term of office.
- (2) Council members elected to represent solicitors of up to six years Post Qualification experience and solicitors of between six and twelve years Post Qualification experience shall retire after three years and may only stand for two terms in either or both of those constituencies.
- (3) Where two or more vacancies are to be filled in the same constituency, then -
- (a) if the election was contested, the candidate with the highest number of votes (or the candidate remaining at the conclusion of the single transferable voting process) shall be elected for the longest period;
  - (b) if the election was not contested, a candidate who is a Council member retiring in rotation shall be deemed to fill the vacancy thus arising; and
  - (c) in any other case, or where there is a tie between candidates, the length of terms will be decided by lot drawn by the President, Vice President or Deputy Vice President.
- (4) Subject to 80(4)(a) and 80(4)(b) no Council member may hold office for an aggregate total of more than 12 years, save that:
- (a) those Council members who have served an aggregate total of more than 12 years as at 14 October 2020 shall be entitled to complete their current term of office before retiring; and
  - (b) a person elected to be Deputy Vice President shall be entitled to complete their Deputy Vice Presidential, Vice Presidential and Presidential terms and may remain on Council *ex officio* until one year after their Presidential term ends.

### **Withdrawal of nominations or death of a candidate**

- 81(1) If, after the last day for receiving nominations, but before voting papers or electronic information about the election have been sent -
- (a) a candidate withdraws his or her nomination; or
  - (b) notification of his or her death is received by the Chief Executive
- then -
- (c) if two or more candidates remain, the election shall continue as if he or she had never been nominated; and
  - (d) if one candidate remains, that candidate shall be elected.
- (2) If, after voting papers or electronic information about the election have been sent, but before votes must be received by the Ballot Scrutineer -
- (a) a candidate withdraws his or her nomination; or



- (b) notification of his or her death is received by the Chief Executive
- then -
- (c) if two or more candidates remain, the election shall continue and preference votes for the withdrawn or deceased candidate shall be re-distributed accordingly; and
  - (d) if one candidate remains, the votes cast shall be disregarded and that candidate shall be elected.
- (3) If, after votes must have been received by the Ballot Scrutineer, but before the election date -
- (a) a successful candidate withdraws his or her nomination; or
  - (b) notification of his or her death is received by the Chief Executive
- then -
- (c) the process described in (2)(c) shall be followed in the count with the necessary adaptations or, if the count has already taken place, it shall be re-opened for the purpose; and
  - (d) if there was only one other candidate in the election, he or she shall be elected.
- (4) Where two or more candidates are to be elected, the foregoing procedures shall be followed with the necessary adaptations.
- (5) The Council shall fix another election date if the only nominated candidate for election dies on or after the last date for the receipt of nomination papers and before he or she takes office.

### **Term of office of Council Members**

**[This Bye-Law (BL 82) has been deleted since the provisions are now included in Bye-Law 80]**

### **Mandatory equality and diversity training for Council members**

- 83(1) Each Council member shall complete a programme of approved equality and diversity training within a specified period, failing which he or she shall then be rendered ineligible to exercise any Council functions until that training has been completed.
- (2) In this Bye-Law, "Council functions" means any duties, powers or rights attaching to Council members individually or to the Council as a collective body, whether under the Charter, these Bye-Laws or any statutory provision and (without limitation) include –
- (a) attending (other than where permitted under regulations as a member of the Society), speaking and voting at Council meetings or being counted as part of the quorum for such meetings;

- (b) voting in the election of the Deputy Vice President under Bye-Law 93(1) and in any other election restricted to Council members;
- (c) standing for election as Deputy Vice President or for any post or appointment created by regulations;
- (d) serving as chair or a member of any body established by the Council, or of any body subordinate to such a body;
- (e) attending, or receiving agenda papers, as an observer for any meeting of a body within (d); and
- (f) Exercising any wider access to information held by the Society than will apply generally under the Freedom of Information Act 2000 (when this is made to apply to the Society) or the Code of Practice on Freedom of Information adopted by the Council.

### **Automatic vacation of office by Council members**

84(1) A Council member shall vacate office automatically if he or she -

- (a) dies;
- (b) resigns;
- (c) retires in rotation at the end of his or her term of office;
- (d) ceases to be a member of the Society;
- (e) is absent without the consent of the Council from three consecutive Council meetings or three or more Council meetings in any one Council year;
- (f) is adjudged bankrupt or has entered into a deed of arrangement with his or her creditors;
- (g) is subject to Sections 15-16 of the Mental Capacity Act 2005;
- (h) is removed from office under Bye-Law 85.
- (i) has been convicted of any criminal offence in any court, other than -
  - (i) one leading to an absolute or conditional discharge,
  - (ii) a motoring offence where a fine or disqualification from driving for 12 months or less was imposed;
- (j) he or she has been the subject of findings by the Tribunal leading to -
  - (i) suspension from practice, either indefinitely or for a specified period,
  - (ii) payment of a financial penalty to Her Majesty, or
  - (iii) exclusion from legal aid work, either indefinitely or for a specified period.

- (2) A resolution of the Council declaring the reason for a vacation of office shall be conclusive.

### **Removal of Council members**

85(1) Subject to (2), the Council may -

- (a) by two-thirds majority of those present and voting (excluding the member concerned); and
- (b) at a meeting convened on not less than 21 days' notice

remove a Council member from office if he or she is adjudged, following an investigation and report by the Conduct Committee, or by such other person or body as may be authorised by the Council, to have seriously breached the Code of Conduct for Council members by -

- (c) a breach of rules regarding conflicts of interest, or
- (d) a breach of policies relating to dignity at work, prevention of harassment and relations between Society staff and Council members, or
- (e) neglect of duties, other than a failure to attend meetings of the Council.

(2) No Council member may be removed from office under this Bye-Law unless –

- (a) he or she has been given not less than 21 days' notice in writing of the proposal to remove him or her from office, together with a reasonably sufficient statement of the reasons for the proposal; and
- (b) he or she has been given a reasonable opportunity to make representations to the Council, either in person or by a legal representative as he or she shall decide, on the subject of the proposed removal.

(3) A Council member who is the subject of the removal procedure in this Bye-Law shall be automatically suspended while the procedure is followed, and the consequences of suspension stated in Bye-Laws 86(2) and 86(6) shall apply to the member during such suspension as if he or she had been suspended under Bye-Law 86(1).

### **Administrative Suspension of Council members**

86(1) The Conduct Committee, through delegated authority from Council, may place a Council member on administrative suspension if it considers it appropriate in the circumstances by a notice in writing served on a member who is the subject of -

- (a) an investigation by the Conduct Committee, or by such other person or body as may be authorised by the Council, into any allegation that he or she has breached the Code of Conduct or any other relevant policy for Council members where serious allegations have been made;
- (b) proceedings in any court relating to a criminal offence other than an offence under any road traffic legislation for which only a fine or non-custodial penalty can be imposed; or

- (c) regulatory proceedings before the Tribunal or regulatory proceedings issued by any other regulatory body exercising statutory powers to whose jurisdiction the member is subject.
- (2) A Council member placed on administrative suspension under (1) shall not -
- (a) carry out any Council or other Law Society duties, roles or responsibilities,
  - (b) go onto Law Society premises (other than those members' facilities generally open to members of the Society), or
  - (c) make contact with staff of the Society in their member capacity,
- except to the extent permitted by the Conduct Committee, if it is satisfied that it would be appropriate for the Council member to continue to perform those functions while the investigation or proceedings concerning the Council member are ongoing.
- (3) (1) A notice served on a Council member under 86(1) must:
- (a) contain the terms of the suspension under 86(2);
  - (b) include a reasonably sufficient statement of the reasons for the suspension; and
  - (c) offer the Council member a reasonable opportunity, within 21 days of the date of the notice, to object to the suspension and/or its terms by making written representations to the Conduct Committee.
- (2) Following receipt of any such representations the Conduct Committee must convene a meeting to hear the representations in person if so requested. A Council member may make representations at that meeting either in person or by a legal representative as the Council member shall decide.
- (4) Following consideration of any representations made by the Council member under 86(3) the Conduct Committee must confirm, confirm with amendments or terminate the suspension.
- (5) A suspension imposed on a Council member under this Bye-Law will remain in force during any representations process which follows the service of a notice under 86(3) until it is confirmed, amended or terminated under 86(4).
- (6) (1) Upon the conclusion of the investigation or any proceedings referred to in 86(1)(a), (b) or (c), a member will be entitled to have their suspension lifted unless the Conduct Committee determines that it is appropriate as an outcome of that process for the administrative suspension to be continued.
- (2) If suspension is continued under 86(6) the member will have an opportunity to make further representations to the Conduct Committee under the same process as set out at 86(3) and (4).
- (7) Administrative suspension of a Council member under this Bye-Law shall automatically act to preclude a member from acting, or standing for election, as

President, Vice President or Deputy Vice President during the period of suspension.

## **COUNCIL PROCEDURES**

### **Regulations**

87 The Council may make, vary, suspend and revoke regulations for its meetings and proceedings, for the appointment of committees, and generally for the management of the Society, if consistent with statute, the Charter and these Bye-Laws.

### **Admission of members to Council meetings**

88 Regulations shall permit members to attend Council meetings, subject to conditions decided by the Council.

### **Audit Committee**

89 Regulations shall establish an Audit Committee with a majority of non-Council members to report to the Council on -

- (a) external and internal audit matters;
- (b) financial control;
- (c) value-for-money issues related to the Society's expenditure; and
- (d) corporate governance issues within the Society.

### **Council Membership Committee**

90 Regulations shall establish a committee ("the Council Membership Committee") with a majority of non-Council members to -

- (a) keep under review the size of the Council;
- (b) keep under review the constituency boundaries;
- (c) keep under review the representative nature of the Council;
- (d) advise the Council on the designation of non-geographical Council seats; and
- (e) advise the Council on the designation of sections, groups, associations and other bodies to be represented by organisational seats.

### **Compensation in respect of Council members**

- 91(1) Subject to (3), reasonable compensation fixed by the Council may be payable, in accordance with arrangements made by the Council, to the firms or employers of Council members and non-Council solicitor members of boards and committees appointed by the Council.
- (2) Compensation under (1) shall be payable half-yearly in arrears on or after 31 December and 30 June in each year.
- (3) The firm or employer of the President, Vice-President and Deputy Vice-President shall receive no compensation under this paragraph.
- (4) In this Bye-Law, "year" means 1 July to the next 30 June.

### **Expenses**

- 92 Reasonable travelling and out-of-pocket expenses fixed by the Council shall be paid to Council members and members of Council and Society bodies for attending meetings of the Council and those bodies or otherwise being engaged on the Society's business.

### **Minutes of Council meetings**

- 93 Minutes of every Council meeting shall be taken and once confirmed signed by the chair of that or the next meeting.

### **Record of attendances**

- 94 Information on how many times each Council member has attended Council, board and committee meetings during the period covered by the last Annual Report shall be made available to any member on request.

## **PRESIDENT, VICE PRESIDENT AND DEPUTY VICE PRESIDENT**

### **Election of Deputy Vice President**

- 95(1) The Deputy Vice President shall be elected by the solicitor-members of the Council from among the solicitor-members of the Council, all of whom shall be eligible for election.
- (2) The name of the candidate the Council has elected to be Deputy Vice President shall be published as soon as practicable following the election.
- (3) If, within 14 days following publication of the name of the candidate elected, 500 or more members send to the Chief Executive a demand, which may include the names of additional candidates, that a ballot shall be held for the office, such a ballot shall take place, in which every member shall be eligible to vote.
- (4) The procedure and timetable for a ballot under (3) for Deputy Vice President shall be decided by the Council.
- (5) If no demand falling within (3) is received, the election by the Council shall be final.

- (6) The Deputy Vice President shall hold office for one year and take office at the end of the first session of the annual general meeting immediately following his or her election (whether by the Council or following a ballot of members).
- (7) In this Bye-Law, "solicitor-member" includes a Council member who is a registered European lawyer or a registered foreign lawyer.

### **Automatic succession of office-holders**

- 96(1) Subject to (5), the Deputy Vice President shall automatically succeed as Vice President at the conclusion of his or her term of office.
- (2) Subject to (5), the Vice President shall automatically succeed as President at the conclusion of his or her term of office.
- (3) Automatic succession as Vice President or President shall not take place if the Council has passed a resolution, at a meeting convened on not less than 14 days' notice, requiring an election to be held by the Council for the office concerned.
- (4) If the Council has passed a resolution under (3), the Council shall elect a Council member to fill the office to which automatic succession would have taken place but for the passing of that resolution.
- (5) Having been elected Deputy Vice President, and in the subsequent roles of Vice President and President, a Council member shall not be required to be re-elected to the Council until the beginning of the fourth year after the date of election to Deputy Vice President and shall continue to represent his or her constituents until the Presidential year when at the option of the incoming President his or her seat may be filled for that year only on a casual basis under Bye-Law 80(1) and may if he or she wishes to, assume an ex officio voting Past Presidential seat on the Council for one further year but otherwise will be required to be re-elected to the Council if eligible.

### **Casual vacancies for office-holders**

- 97(1)
  - (a) If a casual vacancy occurs in the office of President, the Vice President shall succeed immediately to the office and a casual vacancy shall arise in the office of Vice President.
  - (b) If the Vice President declines to succeed as President, the Deputy Vice-President shall succeed as President and a casual vacancy shall arise in the office of Deputy Vice-President.
  - (c) If the Deputy Vice President declines to succeed as President, the Council shall elect a solicitor-member of the Council as President until the next annual general meeting.
- (2)
  - (a) If a casual vacancy occurs in the office of Vice President, the Deputy Vice-President shall succeed immediately to the office and a casual vacancy shall arise in the office of Deputy Vice President.
  - (b) If the Deputy Vice President declines to succeed as Vice President, the Council shall elect a solicitor-member of the Council to hold the office until the next annual general meeting.

- (3) If a casual vacancy occurs in the office of Deputy Vice President, the Council shall elect one of its members to hold the office until the next annual general meeting.
- (4) Where the Vice President has succeeded to that office on filling a casual vacancy under Bye-Law 97(2), he or she shall, subject to (4), be treated as if he or she had done so under the automatic succession provisions in Bye-Law 94, for the purpose of automatic succession to the office of President.
- (5) Where the Deputy Vice President or the Vice President has been elected by the Council to fill a casual vacancy in the relevant office under (3) and (2)(b) respectively, he or she shall, subject to (4), be treated as if he or she had done so under the automatic succession provisions of Bye-Law 96, for the purpose of automatic succession to the office of Vice President or President, as the case may be.

### **Compensation in respect of office-holders**

- 98(1) Reasonable compensation shall be payable to the firm or employer of the President, Vice President and Deputy Vice President or, if the relevant office-holder so wishes, to him or her directly.
- (2) Compensation under (1) shall be payable in equal instalments during the period of office of the President, Vice President and Deputy Vice President, and generally in accordance with arrangements approved by the Council.
- (3) The Council shall decide the compensation payable to the firm or employer of the President, or to him or her directly, but this shall not exceed the annual salary of a district judge in England and Wales.
- (4) The compensation payable to the firms or employers of the Vice President and the Deputy Vice President, or to them directly, shall be 50% and 25% respectively of that payable in respect of the President.

### **Accommodation**

- 99 The Council may permit the President, Vice-President and Deputy Vice-President to live in any of the Society's premises.

## **MISCELLANEOUS**

### **Common seal**

- 100(1) The common seal of the Society shall be used only by authority of the Council.
- (2) Every document to which the common seal is applied shall be signed by a Council member, counter-signed, either by the Chief Executive or by a second Council member, and recorded in a register.

### **Staff**

- 101 The Council may appoint and remove a Chief Executive and such staff as they shall think fit, and pay them such salaries as it thinks fit.

### **Use of Hall**

- 102 The Society's Hall shall be used for the provision of catering, library and other services for the members, for holding general meetings of the Society, and for



any other purpose which the Council shall think beneficial to the Society, including commercial use by non-members.

- 103 The Council may make regulations about use of the Society's Hall and the members' facilities.

### **Commencement and transitional arrangements**

- 104 (1) Save as provided in (2) these Bye-Laws shall come into force on being made, when the previous Bye-Laws shall be revoked, but without affecting the validity of anything done under them.
- (2) In respect of Bye-Law 47(1) and the constituency designations in Appendix 1 they shall take effect for the election cycle in 2021 so that in that cycle the new seat designations and constituencies shall apply in respect of seats then falling for election and the balance over the following election cycles and in respect of individual Council Members from the end of election term of the sitting Council member by next rotation under Bye-Laws 48 and 80(1) in accordance with a schedule agreed by Council preceding the commencement of the election year in 2021.

### **Interpretation**

- 105 In the event of any disagreement as to the interpretation of these Bye-Laws or in the event of a matter arising for determination which is not directly covered by these Bye-Laws, that matter shall be decided by the Council and in a way consistent with achieving the purpose of any relevant Council policy or relevant AGM decision.

## APPENDIX 1

Number	Designation	Seats	Post codes where applicable
	Region		
1	Central London	5	EC1-4, WC1-2, W1-W2, W6, W8-11, W14, SW1, SW3, SW5-7, SW10, NW1, NW3, NW5, NW8
2	North East London	1	N1, N4-11, N13-19, N21-22, E1-3, E5, E6-17, E20, EN1-3
3	North West London	1	HA0-9, NW2, NW4, NW6-7, NW9-11, TW1-8, TW11-18, UB1-11, UB18, W3-5, W7, W12-13, N2-3, N12, N20, EN4-5
4	South London	1	SE1-8, SE10-19, SE21-24, SE26-28, SW2, SW4, SW8-9, SW11-12, SW15 (except SW15 3), SW16, SW17 (except SW17 9), SW18, BR1-2
5	Kent	1	SE9, SE20, DA, CT, ME, TN1-4, TN8-18, TN23-30, BR5-8
6	Surrey	1	SW13-14, SW15 3, SW17 9, SW19-20, TW9-10, TW19-20, SM1-7, RH1-5, RH 7-9, KT1-24, SE19, SE25-26, GU1-10, GU12, GU15-27, CR0-9, BR3-4
7	Sussex	1	BN, TN5-7, TN19-22, TN31-40, RH6, RH10-20, GU28-29, PO10, PO18-22, TN31-40
8	South	1	BH24-25, PO1-17, PO30-41, SO, SP10-11, RG21-29, GU14, GU30-35, GU51-52
9	Dorset	1	BH1-23, BH31, DT1-11, SP1-9
10	Bristol	1	BS1-8, BS9-13, BS32, BS34
11	Plymouth & Cornwall	1	TR, PL, EX23
12	Devon and Somerset	1	BS14, BS20-31, BS39-40, BS41-49, BA, TQ, TA, EX1-22, EX24-39
13	Wiltshire and Gloucestershire	1	BS15-16, BS35-37, GL, SN
14	South Wales	1	CF
15	Mid and West Wales	1	SA, SY23-25
16	North Wales	1	LL, CH 5-8, SY15-22
17	Cross Border Wales	1	NP, LD
18	Manchester	2	M, SK1-8, SK13-16, WA14-16
19	Liverpool	1	L, CH41-63, PR8-9, WA1-13
20	Central and South Lancashire	1	BB, BL, FY, OL1-13, OL15-16, PR1-7, PR 25-26, WN
21	Cheshire	1	CH1-4, CH64-66, CW1-12, SK9-12, SY14
22	Cumbria and North Lancashire	1	CA, LA
23	Leeds	1	LS1-29
24	Yorkshire and Humberside	3	BD, DN1-12, DN14, HX, HG, HU, HD, OL14, S1-31, S33-39, S60-76, WF, YO
25	North East	2	DH, SR, NE, DL, TS, TD12, TD15

26	Essex	1	CO1-6, CO11-16, CM0-9, CM11-20, CM24, CM77, CM99, EN9, IG, RM, SS, E4, E18
27	Suffolk	1	CB9, CO7-10, IP1-19, IP23, IP25-33
28	Norfolk	1	IP20-22, IP24, NR, PE30-38,
29	Cambridgeshire and Peterborough	1	CB1-8, CB10-25, PE1-7, PE13-19, PE26-29
30	Lincolnshire	1	DN15-21, DN31-41, LN, NG31-34, PE9-12, PE20-25
31	Derbyshire, East Staffordshire and Nottinghamshire	1	DN22, DE1-73, DE75 S32, S40-49, S80 81, SK17, SK22-23, NG1-25
32	Leicestershire, Northamptonshire and Rutland	1	LE, NN, DE74, CV13, PE8, MK19
33	Hertfordshire and Bedfordshire	1	AL, WD, HP1-4, HP23, EN6-8, EN10-11, CM21-23, MK40-45, LU, SG
34	Oxfordshire, Berkshire and Buckinghamshire	1	HP5-22, HP27, MK1-18, MK46, OX, RG1-20, RG30-31, RG40-42, RG45, GU11, GU13, GU46-47, SL
35	Birmingham	1	B1-48, B62-66, B67-76, B90-94
36	Warwickshire and Worcestershire	1	B49-50, B60-61, B80, B95, CV1-12, CV14-47, DY10-14, WR
37	Wolverhampton and Staffordshire	1	B77-79, ST1-21, WS1-15, WV1-16, DY1-9
38	Shropshire and Herefordshire	1	B96-98, HR1-9, SY1-13, TF1-13
	Work-Practice Sector Constituencies		
39	Private Client	1	
40	Criminal Defence	1	
41	Criminal Prosecution Services	1	
42	Family	1	
43	Child Care	1	
44	Civil Litigation (non- personal injury)	1	
45	Personal Injury mainly Claimant	1	
46	Personal Injury mainly Defendant	1	
47	Housing	1	
48	Employment	1	
49	Immigration	1	
50	Commercial Property	1	
51	Residential Property	1	
52	Law Management	1	
53	Local Government	1	
54	Central Government	1	
55	Small Firms (2-5 Partner)	1	
56	Sole Practitioner	2	
57	EU and International	1	
58	Legal Aid	1	
59	In House Voluntary and Charities	1	
60	Business and Commercial	1	

61	In House Corporate Counsel	4	
62	Major Corporate working in firm with t/o exceeding £35M p.a.	4	
63	6-12 years' Post Qualification Experience	2	
	Characteristic Constituencies		
64	LGBT+	1	
65	Solicitors with Disabilities	1	
66	Ethnic Minority (of which one is a member of The Black Solicitors Network)	5	
67	Women Lawyers	5	
68	Junior Lawyers (0-6 years Post Qualification Experience)	6	

## APPENDIX 2

### Single transferable voting in Council elections

#### Where there is only ONE vacancy to be filled

- 1 Each member shall have one transferable vote.
- 2 Each member in recording his vote on the voting paper -
  - (1) must place on the voting paper the figure 1 opposite the name of the candidate for whom he votes;
  - (2) may indicate the order of his preference for as many other candidates as he pleases by placing against their respective names the figures 2, 3, 4 and so on.

#### Sorting the voting papers

- 3 The Ballot Scrutineer shall examine the voting papers and shall sort them into parcels according to the first preference recorded for each candidate, rejecting any that are invalid.

#### Counting the voting papers

- 4 The Ballot Scrutineer shall count the papers in each such parcel and shall credit each candidate with a number of votes equal to the number of valid papers on which a first preference has been recorded for that candidate.
- 5 If the vote for any one candidate equals or exceeds the votes of all the other candidates combined, that candidate shall be declared elected.
- 6 If not, the Ballot Scrutineer shall exclude together the two or more candidates with the least votes if the total vote of such two or more candidates does not exceed the vote of the candidate next above; otherwise the Ballot Scrutineer shall exclude the candidate having the fewest votes.
- 7 The papers of the excluded candidates shall be transferred to whichever of the continuing candidates is marked by the member as his next available preference, and the votes thus transferred shall be added to the first preference votes of those candidates.
- 8 Any voting paper on which no further preference is marked shall be set aside as non-transferable and the total of such voting papers shall be recorded.
- 9 This process shall be continued until the vote for some one candidate exceeds or equals the votes for all the other continuing candidates

#### Ties

- 10 If, when a candidate has to be excluded, two or more candidates have each the same number of votes and are lowest on the poll, the candidate having the lowest number of votes at the earliest stage in the count, at which the candidates in question had an unequal number of votes, shall be excluded.
- 11 If two or more candidates are still equal and lowest, the Ballot Scrutineer shall draw lots to decide which shall be excluded.

## **Where several vacancies are to be filled**

### **The first stage**

- 12 Each member shall have as many transferable votes as there are vacancies.
- 13 Each member in recording his vote or votes on the voting paper -
- (1) must place on the voting paper the figure 1 opposite the name of one candidate for whom he wishes to vote;
  - (2) may indicate the order of his preference for as many other candidates as he pleases by placing against their respective names the figures 2, 3, 4 and so on.
- 14 The Ballot Scrutineer shall examine the voting papers and shall sort them into parcels according to the first preference recorded for each candidate, rejecting any that are invalid.
- 15 The Ballot Scrutineer shall count the papers in each parcel and shall credit each candidate with a number of votes equal to the number of valid papers on which a first preference has been recorded for that candidate. The total number of valid votes shall thereby be determined.
- 16 The quota for election shall be determined by dividing the total number of valid votes by one more than the number of places to be filled, the result being rounded up if not exact to the next whole number above.
- 17 Any candidate who is credited with a number of votes equal to, or exceeding, the quota shall be deemed to be elected, provided that the number of candidates deemed elected does not exceed the number of vacancies to be filled. This completes the first stage of the count.

### **Subsequent stages**

- 18 If one or more candidates have surpluses above the quota, and the total value of such surpluses together with any votes in suspense does not exceed the difference between-
- (1) the number of votes credited to the candidate with the smallest number of votes and the number of votes credited to the candidate with the next smallest number of votes; or
  - (2) the total number of votes credited to the two or more candidates with the smallest numbers of votes and the number of votes credited to the candidate with the next smallest number of votes;
- the transfers of such surpluses shall be deferred.
- 19 Otherwise, if one or more candidates have surpluses, the largest surplus shall be transferred.
- 20 If the two or more candidates with the largest surpluses have equal surpluses, the surplus of the candidate who was credited with the largest number of votes at the earliest stage at which they had an unequal number of votes shall be

transferred. If such two or more candidates have been credited with the same number of votes at all stages of the count, it shall be determined by lot (to be drawn by the Ballot Scrutineer) which surplus to transfer.

- 21 If, after all surpluses have been transferred or deferred, one or more vacancies remain to be filled, the candidate or candidates credited with the smallest number or numbers of votes shall be excluded.
- 22 The two or more candidates credited with the smallest numbers of votes shall be excluded together if the total number of votes of such two or more candidates together with the total of any deferred surpluses and any votes in suspense does not exceed the number of votes credited to the candidate with the next smallest number of votes.
- 23 Otherwise, the candidate credited with the smallest number of votes shall be excluded if the number of votes of such candidate together with the total of any deferred surpluses and any votes in suspense does not exceed the number of votes credited to the candidate with the next smallest number of votes.
- 24 If the two or more candidates credited with the smallest numbers of votes are each credited with the same number of votes, then the candidate who had the smallest number of votes at the earliest stage at which they had an unequal number of votes shall be excluded. If such two or more candidates have been credited with the same number of votes at all stages of the count, then it shall be determined by lot (to be drawn by the Ballot Scrutineer) which candidate to exclude.

#### **The transfer of a surplus**

- 25 In the case of a surplus arising at the first stage, all the voting papers received by a candidate shall be examined by the Ballot Scrutineer.
- 26 In the case of a surplus arising at a later stage consequential on the transfer of another surplus or from the exclusion of a candidate or candidates, only the last parcel of voting papers, all of one value, which gave rise to the surplus, shall be examined by the Ballot Scrutineer.
- 27 The voting papers to be examined shall be sorted into sub-parcels according to next available preferences for continuing candidates, any voting papers on which no next available preference is expressed being set aside.
- 28 The number of voting papers in each sub-parcel, the total number of transferable voting papers, and the number of non-transferable voting papers shall then be determined.
- 29 If the present total value of the transferable voting papers exceeds the surplus, the transfer value of each voting paper shall be determined by dividing the surplus by the number of transferable voting papers to two decimal places, ignoring any remainder, and the voting papers shall be marked with the new transfer value. Otherwise, the transfer value of each voting paper shall be its present value.
- 30 Each continuing candidate shall be credited with the value of any voting papers received, and any non-transferable difference between the total value of such voting papers and the surplus shall be added to the previous non-transferable total.

- 31 Any candidate who is now credited with a number of votes equal to or exceeding -
- (1) the quota; or
  - (2) the sum, divided by one more than the number of places remaining to be filled, of the votes credited to continuing candidates, any votes in suspense and any untransferred surpluses
- shall be deemed to be elected, provided that the number of candidates deemed elected does not exceed the number of vacancies to be filled.

32 The transfer of a surplus constitutes a further stage in the count.

**Exclusion of a candidate or candidates**

- 33 The voting papers of the excluded candidate or candidates, together with any voting papers held in suspense, shall be arranged in parcels in descending order of transfer value.
- 34 The parcel of voting papers of highest transfer value shall be sorted into sub-parcels according to next available preferences for continuing candidates, any voting papers on which no next available preference is expressed being set aside.
- 35 The number and value of voting papers in each sub-parcel, and the number and value of non-transferrable voting papers shall be determined.
- 36 Each continuing candidate shall be credited with the value of any voting papers received, and the value of any non-transferrable voting papers shall be added to the previous non-transferrable total.
- 37 Any candidate who is now credited with a number of votes equal to or exceeding -
- (1) the quota; or
  - (2) the sum, divided by one more than the number of places remaining to be filled, of the votes credited to continuing candidates, the value of any parcels of voting papers not yet transferred, and any untransferred surpluses;
- shall be deemed to be elected, provided that the number of candidates deemed elected does not exceed the number of vacancies to be filled.
- 38 Any remaining parcels of voting papers shall be sorted and transferred in turn in descending order of transfer value in the same way, and candidates deemed elected where appropriate.
- 39 After the transfer of a parcel of voting papers of any one value, if the total value of the remaining voting papers of lower value does not exceed the difference between -



- (1) the number of votes credited to the candidate with the smallest number of votes and the number of votes credited to the candidate with the next smallest number of votes; or
- (2) the total number of votes credited to the two or more candidates with the smallest numbers of votes and the number of votes credited to the candidate with the next smallest number of votes;

the transfer of the remaining parcels of voting papers may be deferred and their value held in suspense.

- 40 The exclusion of a candidate or candidates constitutes a further stage in the count.

### **Filling the last vacancies**

- 41 If at any stage, as a result of the proposed exclusion of one or more candidates, the number of continuing candidates would be equal to the number of places remaining to be filled, such continuing candidates shall be deemed elected.
- 42 If at any stage the number of candidates deemed elected is equal to the number of vacancies to be filled, no further transfer of voting papers shall be made, and the remaining continuing candidate or candidates shall be formally excluded.
- 43 The count is now concluded.

### **Definitions**

- 44 In this Appendix the following definitions shall apply:
- (1) "continuing candidate" means any candidates not yet excluded;
  - (2) "first preference" means the figure "1" standing alone opposite the name of a candidate or the name of a candidate given first in the list of order of preference by the member;
  - (3) "invalid voting paper" means a voting paper on which no first or only preference is expressed, or on which any first preference is void for uncertainty;
  - (4) "next available preference" means a second or subsequent preference recorded in consecutive numerical order for a continuing candidate or candidates, passing over earlier preferences for candidates already excluded; and
  - (5) "valid voting paper" means a voting paper on which a first or only preference is unambiguously expressed.