

15 September 2020

Dear Law Society member

## Annual general meeting of the Law Society of England and Wales

We hereby give you notice under Bye-Law 19(1) that the Annual General Meeting (AGM) of the members of the Law Society will be held on Wednesday 14 October 2020 at 2.30pm.

By resolution of Council under Bye-Law 26 this meeting does not need to take place at a stated location. It is planned that the meeting will take place remotely.

If you are planning to attend, please email: [AGM2020@lawsociety.org.uk](mailto:AGM2020@lawsociety.org.uk) and we will send you a simple registration form to complete in advance with your name, contact details, and (if you wish to vote) SRA number.

The order of business is as follows.

The President, Simon Davis, will take the chair in accordance with Bye-Law 29. The business of the meeting will be as stated in Bye-Law 20(1):

**(a) The chair shall be taken under Bye-Law 29 and the notice convening the meeting taken as read.**

**(b) Approval of the minutes of the 2019 AGM (which are taken as read).**

The meeting will be asked to approve the minutes of the AGM held on 4 July 2019. The minutes have been published on the Society's website.

**(c) Declaration of members elected to the Council**

The names of candidates nominated for election to the Council are printed in Appendix A to this notice.

In 11 of the constituencies where vacancies arise the number of candidates does not exceed the number of vacancies, and so no ballot is necessary.

For five seats a ballot is being held, and in two further seats no candidate had come forward by the close of nominations.

The five constituencies where ballots are being held are:

- 3 - Holborn
- 5 – West London
- 8 – City of Westminster
- 20 – Mid and West Wales
- 22 – Coventry and Warwickshire

Voting papers and emails are being sent by Civica (formerly Electoral Reform Services) to electors in these constituencies. The results of the ballots will be announced at the Annual General Meeting.

In two constituencies – No 24 Wolverhampton and Staffordshire and No 31 Yorkshire – no candidate had been nominated by the last date for nominations. Nomination committees are being

## The professional body for solicitors

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convened in these constituencies in accordance with Bye-Law 64 to nominate a candidate, who will be deemed to be duly elected. The names of the candidates so nominated will also be announced at the AGM.

**(d) Reception of the annual report of the Council**

The Law Society's Annual Report and consolidated financial statements for the year ended 31 October 2019 are available online at <https://www.lawsociety.org.uk/about-us/business-review-and-annual-report>

In current circumstances, the annual report and accounts, along with other papers for the meeting, are being made available in electronic form only.

The President will move –

**RESOLUTION 1**

**That the Annual Report of the Council be received.**

**(e) Approval of the accounts signed by the auditors**

The Chair of the Board will move –

**RESOLUTION 2**

**That the accounts signed by the auditors be approved.**

**(f) Business introduced by the Council shall be taken**

The President will move –

**RESOLUTION 3**

**That the amended text of the Bye-Laws of the Society (as attached at Appendix C), which gives effect to reforms to Council proposed by the Council Membership Committee and approved by Council on 8 September 2020, be approved.**

**(g) Motions received under Bye-Law 18(1), the text of which has been published under Bye-Law 19(2), shall be considered**

James Kitching will move –

**RESOLUTION 4**

**That Bye-Laws 52, 53 and 82 of the Society be amended as set out in Appendix D for the reasons contained in the statement which accompanies it.**

This motion has the support of thirty members of the Society

**(h) No other business has been notified.**

At the conclusion of the meeting, the president will invest his successor with the president's badge of office. The vice president will likewise invest his successor with the vice president's badge of office and the deputy vice president will invest her successor with the deputy vice president's badge of office.

The Law Society  
15 September 2020

**1. Council members elected or re-elected unopposed**

Constituency	Candidates elected or re-elected
2 – City of London	Christopher Vigrass*
4 – North East London	Caroline Newman
12 – Inner Sussex	Oliver Maxwell-Jones*
18 – West Country and Gwent	Richard Adams*
24 – Dorset	Peter Watson-Lee*
26 – Merseyside and District	Nina Ferris
27 – Manchester, Salford, Stockport and District	Jeff Lewis
29 – Cumbria and Lancaster	Claire Logan
30 – Northumbria	Christopher Noon*
34 – Lincolnshire	Nick Fluck
40 – Essex	Tony Fisher

\* New to Council.

**2. Candidates nominated in constituencies where a ballot will be required**

Constituency	Candidates
3 – Holborn	Pavel Klimov Rakhi Samani Paul Sharma
5 – West London	Saima Hirji Michael Nathan
8 – City of Westminster	Edward Macey-Dare Nicola Rubbert Nehal Vasani
20 – Mid and West Wales	Kathryn Devonald-Davies Carolyn Kirby
22 – Coventry and Warwickshire	Richard Baker Andrew Nyamayaro

**3. Constituencies in which no nomination was received by the due date and therefore the nomination procedure is being invoked:**

- 24 – Wolverhampton and Staffordshire
- 31 - Yorkshire

## Statement by the president on behalf of the Council in relation to resolutions 3 and 4

### RESOLUTIONS 3 and 4

Two motions are before you proposing reform of the Law Society Council.

The first (resolution 3) is a series of motions from the Council Membership Committee of the Law Society proposing to reduce the number of geographical seats on Council and to increase the number of seats for in house lawyers, lawyers at early stages in their careers and those with particular characteristics-while at the same time ensuring that members are elected by constituents rather than appointed by external organisations.

These proposals have been previously been considered, debated, and approved by Council (on the last occasion on 8 September 2020). They are therefore coming to the AGM as Council business rather than as a members' motion.

The second (resolution 4) proposes the imposition of a 12-year maximum term for person to serve as a Council Member.

This proposal has previously been considered and debated by Council (on 12 February 2020). The motion's supporting statement summarises points made by Council Members in support of the motion.

Members present at the AGM may wish to note that, on 12 February 2020, Council decided not to adopt the 12-year term, having regard to a number of considerations:

- 1 The proposal would deny a constituency its choice of Council Member to represent them. A person with 12 years' experience and expertise may be just the kind of person a constituency may wish to elect.
- 2 In the context of diversity it would not be right to deny Council the benefit of a Council Member's expertise, experience, and relevant institutional memory of issues considered by Council in the past.
- 3 The present proportion of members on Council with 12 or more years' experience is 23 percent, which does not suggest that there is any undue representation at senior levels.
- 4 Many past Presidents, including the present one, would have lost their seats without being able to stand for office.
- 5 Council committees rely heavily on the expertise of experienced Council Members which may be denied them if the 12 year term were imposed.
- 6 The limit would make no allowance for those Council Members who at earlier stages their careers can devote only limited time to Council but at later stages are able to devote additional time to the benefit of their constituents and Council.
- 7 The time limit would also make no allowance for those who only decide at later stages in their careers that they wish to devote additional time to Council.

Members present at the AGM are of course not bound by any previous decision and may form their own view on the motion.

**RESOLUTION 3**

**That the amended text of the Bye-Laws of the Society (as attached), which gives effect to reforms to Council proposed by the Council Membership Committee and approved by Council on 8 September 2020, be approved.**

*The following motions were approved by Council for submission to the AGM.*

**Motion 1**

that there be Geographical, Work-Practice Sector, and in Characteristic seat constituencies in the numbers and with the designations identified in the first and third columns of Appendix A.

**Motion 2**

that from the earliest date possible and preferably before Council year 2021 all Council seats are to be elected by all the members registered to vote in the relevant constituency and that all members registered shall be entitled to stand in the seat in which they are registered in both cases except in exceptional circumstances agreed by CMC and Council.

**Motion 3**

that all reforms agreed shall take effect for the next 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 in accordance with a schedule agreed with Council.

## **Statement by the chair of the Council Membership Committee, supported by members of that committee and a number of other members of the Society, in support of the motion**

*[Note: this motion was originally proposed for the AGM by a group of 30 members of the Society. Following a vote in Council on 8 September 2020 to support the proposals, it is now coming to the AGM as Council business.]*

The representational basis of Council was last reformed in 2000 and much of the current structure predates then. Since 2000, in particular over the last ten years, the profession has undergone significant change.

There is a Council Membership Committee (CMC) comprising three members of the Council and twelve other members of the profession which is charged under the Society's Bye-Laws and General Regulations with monitoring the representational base of Council and recommending to Council any changes which it believes are appropriate to.

Since 2017 the CMC has been engaged in a major review of the representational base during which it has consulted extensively with Council and within the profession, covering a wide range of stakeholder and special interest groups, and undertaken an in-depth review of the available data. This has included the Law Society's Annual Statistics since 2013 which detail the make up over the profession and are a key indicator of probable future direction.

CMC's conclusion was that important segments of today's profession are not represented at all or sufficiently. These include in-house solicitors, solicitors working in business and corporate law, solicitors in the earlier stages of their professional career and women solicitors. The consequence is that Council as currently constituted, as the Law Society's governing body, does not fully represent the true voice of the profession at this vitally important time for the profession's future. Today, women represent 51% of the profession but only 38% of Council. In-House solicitors working in commerce and who are almost 15% of all solicitors are only 3% of Council. Similarly, under 20 years PQE total 102,239 solicitors, according to the latest data, and 71% of the profession, but there are only 24 on Council. 6 to 10 years PQE solicitors total 5,733 (40%) and there are just 10 on Council. Under six years PQE (28,030 and 20%) have just six.

Council comprises three types of seats, geographical, work-practice sector and characteristic. While CMC remains committed to the value of a significant element of geographical representation, it also believes that there is currently over representation within the geographical constituencies, particularly given that the changing shape of the profession means that many solicitors feel strong loyalties to their areas of practice. In consequence, since Council is already at a number that does not warrant increasing the size of Council the CMC agrees that the pragmatic option is to reduce the number of geographical seats, currently 60%, to create seats for the under- and un-represented. This can be done without material impact on the underlying basis of geographical representation.

What is put forward in CMC's view is a fair and balanced adjustment. Delivering a representational structure which encourages engagement with members is at the heart of the proposal. Enhancing the representation of work-practice sector seats and seats reserved for particular demographic characteristics represents, in CMC's view, an important re-balancing of the representativeness of Council.

There are also important tangential issues about the way constituencies are organised for the purpose of ensuring that Council representatives are democratically elected and accountable, and these are addressed in the proposed new Bye-Laws by providing for an open nomination system and for all seats to be filled by election (rather than, as currently is the case, with some filled by nomination), and for the exclusive use of electronic voting.

Some other minor adjustments to the Bye-Laws are also proposed. These include a number of purely consequential matters, but in terms of substance the AGM should note the following.

Whereas now Council members who fail to attend three consecutive Council meetings forfeit their seat, this will also apply if they fail to attend three meetings in any one Council year. The provision requiring nominees for election to provide a photograph is also removed, in the interest of good equality, diversity and inclusion practice.

In making these proposals, the members of CMC seek, with the support of the other members of the profession who supported the original motion, to make Council more transparently representative, more respected within and without the profession, more effective and more engaged with the profession.

As indicated above, these reforms were debated by Council in September and were supported by a substantial majority of Council members. They are therefore coming to the AGM not as a members' motion but, in formal terms, as Council business.

We strongly recommend members of the Society to support the motion to amend the Bye-Laws in respect of the representational base of Council



The amended text of the Bye-Laws giving effect to these motions is set out below.

## [Bye-Laws 1-43 unchanged]

### 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 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(1) Each Council seat shall bear a designation denoting either the region, the sector of the profession, the type of solicitor or the area of legal practice 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; and
  - (c) a date, at least 42 clear days before the election date, by which nominations of candidates must be received.

### **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 and 55, a member shall be eligible for election to the Council for a geographical constituency defined in Appendix 1 by post codes only if his or her registered address is in the constituency.;

- (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 have registered as identified with that characteristic.
- (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

### **Eligibility for re-election**

53 Subject to Bye-Laws 52,54 and 55, 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 codes 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

(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;
- (c) he or she has previously been a Council Member and has vacated office automatically under Bye-Law 82(1)(e);

- 56(1) A member's ineligibility under Bye-Law 55 (a) 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 (a) 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 names and registered addresses of the nominators;
  - (d) any relevant information required in accordance with Bye-Laws 58-63;
  - (e) such other information as the Council may from time to time decide; and
  - (f) 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 of 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 Regional 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 Regional 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 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 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) 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,
- 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 spoiled, 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-Laws 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.

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

- 79(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 Executivethen -
  - (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 Executivethen -
  - (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 Executivethen -
  - (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**

- 80(1) Subject to (2,) and (3), 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); and
  - (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.

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

- 81(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**

82(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**

83(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**

84(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

- 85 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**

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

### **Audit Committee**

87 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**

88 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**

89 (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**

90 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**

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

### **Record of attendances**

- 92 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**

- 93(1) The Deputy Vice President shall be elected by the 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 by the Council or by ballot, or if the ballot concludes after the conclusion of the AGM in any given year, with immediate effect following such a ballot.
- (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**

- 94 (1) Subject to (3), the Deputy Vice President shall automatically succeed as Vice President at the conclusion of his or her term of office, providing he or she will still be a Council member for the following year.
- (2) Subject to (3), the Vice President shall automatically succeed President at the conclusion of his term of office, providing he or she will still be a Council member for the following year.
- (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.

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

- 95(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 95(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 94, 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**

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

### **MISCELLANEOUS**

#### **Common seal**

- 98 (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**

- 99 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**

- 100 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.
- 101 The Council may make regulations about use of the Society's Hall and the members' facilities.

#### **Notices**

- 102 (1) Any notice sent to a member by post, addressed to him or her with his or her name and registered address, shall be deemed to have been properly given on the day of posting.
- (2) Any notice or document may be sent through a document exchange service, and shall be deemed to have been properly given on the day when it is left at the relevant document exchange office.
- (3) Subject to any specific requirement in these Bye-Laws, any notice or other document required by these Bye-Laws to be published may be published -
- (a) on the Society's website;
  - (b) sent in or with the Gazette; or
  - (c) published by such other means, or combination of means, as the Council may direct.

#### **Electronic communications**

- 103 In these Bye-Laws, subject to any express provision to the contrary -

- (a) any reference to a document includes a document in electronic form; and
- (b) any reference to a procedure carried out in writing includes a procedure carried out wholly or partly using one or more documents in electronic form or using electronic communications.

### **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 Appendix1 they shall take effect for the next 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-Law 48 and 82(1) in accordance with a schedule agreed by Council preceding the commencement of the election year in 2021.

## Appendix 1

Number	Designation	Seats	Post codes where applicable
	Region		
1	London Central	5	EC1-4, WC 1-2, W1-W2, W6, W8-11, W14, SW1, SW3, SW5-7, SW10, NW1, NW3, NW5, NW8, SE1
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	HA 0-9, NW 2, NW4, NW6-7, NW9-11, TW1-8, TW11-18, UB1-11, UB18, W3, 4, 5, 7, W12, N2-3, N12, N20, EN 4-5
4	South London	1	SE 2-8, SE10-18, SE 21-44, SE 26-28, SW2, SW4, SW8-9, SW11-12, SW18 BR1-2
5	Kent	1	SE 9, SE 19-20, DA, CT, ME, TN1-4, TN8-18, TN23-30, BR 5-8
6	Surrey	1	SW13-17, SW19-20. TW 9-10, TW 19-20, SM 1-7, RH1-5, RH 7-9, KT1-24, SE 19, SE 25-26, GU 1-10, GU12, GU15-27, CR0-9 BR3-4
7	Sussex	1	BN, TN 5-7, TN 19-22, TN 31-40, RH6, RH 10-20, GU 28-29, GU 31-34, PO10, PO18-22, TB31-40
8	South	1	BH 24-25, PO 1-17, PO23-41, SO, SP6, SP10-11, RG21-29, GU11, 12, 14, 29-35, GU51-52
9	Dorset	1	BH1-23, BH 31, DT 1-11, SP1-9
10	Bristol	1	BS1-8, BS 9-13, BS20-21, BS 32, BS34
11	Plymouth & Cornwall	1	TR, PL
12	Devon and Somerset	1	BS 20-29, BS41-49, BA 8, BA14, BA17-23, BA 22-27, BA 39-49, TQ, TA, EX
13	Wiltshire and Gloucestershire	1	BS15-16 BS 35-37, GL, SN
14	South Wales	1	CF, NP
15	Mid and West Wales	1	SA, LD, SY 15-22
16	North Wales	1	LL CH 5-8
17	Cross Border	1	A solicitor practising in one or more of CF, NP, SA, LD, LL, CH5-8, SY15-22 who undertakes cross-border work
18	Manchester	2	M, SK1-8, SK13-16, WA14-16
19	Liverpool	1	L, CH 41-63, PR8-9 WA 1-13

20	Lancashire	1	BB, BL, FY, OL1-13,15-16, PR1-7, PR 25,26, WN
21	Cheshire	1	CH 1-4, CH 64-66, WA14-16, CW1-12 SK9-12
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, TD 15
26	Essex	1	CO1-6, CO11-16, CM 0-9, CM11-20, CM24, CM77, CM99, EN9, IG, RM, SS, E4, E18
27	Suffolk	1	CB 9, CO7-10, IP 1-19, IP 23, IP 25-33
28	Norfolk	1	IP 20-22, IP 24-26 NR, PE30-38
29	Cambridge and Peterborough	1	CB, PE1-7, PE13-19, PE26-29
30	Lincolnshire	1	DN- 15-21, DN 31-41, LN, NG31-34, PE 9-12, PE20-25
31	Derbyshire, East Staffordshire and Nottinghamshire	1	DN 22, NG, DE, S32, S40-49, S80 81, SK17, SK22-23
32	Leicestershire, Northamptonshire, and Rutland	1	LE, NN, DE74, CV13, PE8, MK 19
33	Hertfordshire and Bedfordshire	1	AI, WD, HP 1-4, HP23, EN6-8, EN10-11, CM21-23, MK40-45, LU, SG
34	Oxfordshire Berkshire Buckinghamshire	1	HP5-22, HP27, MK1-19, MK46, MK9, OX, RG 1-20. RG30, RG 40-42, RG45, GU13, GU46-47, SL
35	Birmingham	1	B1-48, B67-76, B90-94
36	Warwick and Worcester	1	B49-50, B60-61, B80-95, CV1-12, CV14-47
37	Wolverhampton and Staffordshire	1	B77-79, ST1-21, WS 1-15, WV 1-16, DY1-9, WR
38	Shropshire and Herefordshire	1	B96-98, HR1-9, SY 1-13, TF 1-13
	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	Small 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 Council	4	
62	Major Corporate in firm with turnover 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	

**RESOLUTION 4**

**That Bye-Laws 52, 53 and 82 of the Society be amended as set out in this appendix for the reasons contained in the statement which accompanies it.**

**We, the undersigned, being admitted to the Roll of Solicitors and members of the Law Society of England & Wales (“The Society”) wish to propose the following Motion be considered at the AGM of the Law Society on 14 October 2020.**

**“That Bye-Laws 52, 53 and 82 of the Society be amended as set out in Appendix C for the reasons contained in the statement which accompanies it.”**

1	Beth Forrester	16	Kayleigh Leonie
2	Charlotte Allery	17	Laura Uberoi
3	Charlotte Parkinson	18	Leanne Maund
4	Emma Dickinson	19	Manda Banerji
5	Fiona Heald	20	Mary Kaye
6	Gary Rycroft	21	Matthew Allan
7	George Lewzey	22	Melinda Giles
8	Gregory Smith	23	Nick Gova
9	Hannah McCrindle	24	Nina Ferris
10	Holly Goacher	25	Oliver Grech
11	Iwan Thomas	26	Paul Barnes
12	James Kitching	27	Paul Sharma
13	Jeffrey Forrest	28	Steve Kunczewicz
14	Jonathan Goldsmith	29	Suzanna Eames
15	Karen Jackson	30	Theo Watkins

1. Bye-Law 52(1) shall be amended to read as follows –

"52(1) Subject to Bye-Laws 55 and 82, a member shall be eligible for election to the Council for a geographical constituency only if –"

For the avoidance of doubt, Bye-Laws 52(1)(a), 52(1)(b) and 52(2) shall remain as written.

2. Bye-Law 53 shall be amended to read as follows –

"53 Subject to Bye-Laws 52, 55, and 82, all retiring or resigning members of the Council shall be eligible for re-election."

3. Bye-Laws 82(1) to 82(3), shall be removed in their entirety and be replaced with the following –

"82(1) Subject to 82(2), 82(3) and 82(4), 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 the adjourned meeting of the Council which began prior to that annual general meeting, if later); and
- (b) in any other case, until the end of his or her predecessor's term of office.

82(2) Any Council member filling a seat representing trainee solicitors and Legal Practice Course students shall serve for two years.

82(3) The Council, after consulting the Council Membership Committee, may –

- (a) introduce a scheme whereby non-geographical Council members elected or nominated to represent the Junior Lawyers Division (including a Council member referred to in (2)) shall retire in some circumstances in years when other non-geographical Council members do not do so; and
- (b) for the purpose of implementing such a scheme as is referred to in (a) make such transitional arrangements as appear to it necessary to ensure an even rotation of retirements.

82(4) 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 shall be decided by lot drawn by the President, Vice President or Deputy Vice President.

82(5) Subject to 82(5)(a) and 82(5)(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.

## Statement by the members lodging RESOLUTION 4

### Introduction

1. The members lodging resolution 4 (the “Members”) are concerned that there is no time limit on the term for which individuals can sit as Council Members and this means that Council does not embody good governance principles and is no longer fit to best represent, the diverse profession of solicitors.
2. Under the Bye-Laws, Council Members sit for a term of four years<sup>1</sup>, following which an election for such Council seat is held. Currently, there is no time limit on the period for which an individual can be a member of Council and therefore it is possible for the same person to be a Council Member indefinitely.
3. The Members consider it desirable that no person may continue to serve as a Council Member once they have served an aggregate total of 12 years (subject to the exceptions set out below), on the basis that limited terms of office:
  - a. improve diversity of representation and delivery of innovation;
  - b. create vacancies that level the playing field for challengers against incumbents who have a greater opportunity to dominate;
  - c. encourage optimum performance by Council Members and greater scrutiny of existing members; and
  - d. are recommended by the Council Membership Committee (**CMC**).

### Good Governance

4. As a membership organisation and representative of the legal profession, the Law Society and its internal structures should embody good governance practices. The UK Corporate Governance Code suggests that a term in excess of six years for a non-executive director is highly unusual and states:

*“Any term beyond six years for a non-executive director should be subject to particularly rigorous review, and should take into account the need for progressive refreshing.”*<sup>2</sup>
5. Moreover, the Institute of Directors’ 2017 Good Governance Report measures organisations on factors including the percentage of directors who have served in their role for more than nine years, on the basis that the higher the percentage of longer serving members, the greater the assumed negative impact is on corporate governance by indicating lack of board independence and/or the entrenchment of long-standing members.<sup>3</sup>
6. Ensuring that Council members have a limited term also conforms with common practices amongst other representative membership organisations. By way of example, the following bodies analogous to the Council of the Law Society have implemented limited terms of office:
  - a. Chartered Institute of Legal Executives: six years;
  - b. Chartered Institute of Arbitrators: eight years;
  - c. General Medical Council: maximum eight years in any period of 20 years;

<sup>1</sup> With the exception of the LPC/Trainee Solicitor Council Member, who sits for two years.

<sup>2</sup> Financial Reporting Council, The UK Corporate Governance Code, September 2016, p 11-2.

<sup>3</sup> Institute of Directors, The 2017 Good Governance Report, p 16.

- d. Chartered Society of Physiotherapists; maximum eight years before a minimum four-year break is required;
- e. Engineering Council: maximum six years before a minimum two-year break is required;
- f. Institution of Chemical Engineers: maximum six years before a minimum two-year break is required; and
- g. Association of Corporate Treasurers: maximum six years before a minimum three-year break is required.

### **Improve diversity of representation**

- 7. As a representative body, Council should be a mirror image of the profession it represents. The Members believe that limited terms of office will increase diversity within Council and provide for a larger variety of characteristics, geographies and practice areas being represented. We believe this will also encourage larger numbers of candidates to stand in elections, improving the democratic process, as there will be fewer reservations about standing in an election against an incumbent and long-serving Council Member.
- 8. On this basis, the Charity Governance Code suggests that a maximum time limit of nine years should apply to trustees in the majority of circumstances.<sup>4</sup> As the governing body of the Law Society and elected representatives of solicitors, Council members are akin to trustees of the legal profession.

### **Avoid dominance of historical groupings**

- 9. As is inevitable, serving on any body for a long period of time can lead to entrenched groupings, and risk such groupings dominating discussions. The Members believe that limited terms of office reduce this risk. The Principles of Good Governance for Sports and Recreation also state that boards must maintain fixed term limits of either two four-year terms or three three-year terms for all directors to allow the board to be refreshed regularly.<sup>5</sup>

### **Encourage optimum performance**

- 10. The Members believe a limited term encourages expedited performance in roles as Council Members will see their office as a temporary opportunity, rather than an indefinite appointment. In turn, this provides a better framework by which to scrutinise the performance of Council Members against what would be expected in the maximum 12-year term.
- 11. The Members aver that it will also drive the development of new leaders, for example, more quickly on the basis that anyone aspiring to Chair a Committee of the Law Society or sit as an Office Holder will have a limited time period to attain such a role, and will feel less intimidated than if standing against vastly more established Council Members.

### **CMC Recommendations**

- 12. The terms of reference for CMC include keeping under review the representative nature of the Council. After years of analysis and consultation with the membership, they recommended that a 12-year term limit apply to Council Members (subject to some exceptions, including those set out below).

### **Exceptions to the 12-year term limit**

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<sup>4</sup> Charity Governance Code for larger charities, principle 7.2.4

<sup>5</sup> <https://www.sportandrecreation.org.uk/pages/principles-of-good-governance>

13. There are two instances where a 12-year time limit would not best serve the interests of the profession and therefore the Members propose the following exceptions should apply:
- a. a person elected to be an Office Holder may remain on Council *ex-officio* for one year after their presidential term ends (they shall not have a vote): to ensure a smooth transition between Office Holders and allow any experience from such roles to be disseminated amongst Council before their retirement; and
  - b. a person last elected before 31 July 2020 who has already served an aggregate total of 12 years or more as a Council Member may remain until their current term expires: to ensure a smooth transition to the Council Members remaining, rather than a large number of retirements all at one time.

### **Recommendation and Decision**

14. It is the Members' position that a term limit of 12 years applied to Council Members (subject to the exceptions set out above) is essential to ensure that Council robustly represents the diverse profession of solicitors. The Members respectfully request that the Motion is carried and the Bye-Laws amended in the form attached.