

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

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

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

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

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

Article 2 (1) - Interpretation

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

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

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

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

Article 13 – Proceedings at General Meetings of the Society

The following amendments are proposed to Article 13.

Article 13 (6) currently states:

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

It is proposed that this be replaced with:

(6) Subject to (i) the provisions of paragraph 5 of Schedule 1 to the Act and (ii) paragraph (7) of this Article 13, no resolution passed at a General Meeting shall be binding on the Society until it has been adopted by the Council or has been confirmed at the next General Meeting, and it shall be the duty of the Council, if it does not adopt the resolution, to bring the same before the next General Meeting accordingly, but this provision shall not apply to a resolution proposed by the Council and passed at the meeting at which it has been proposed.

Article 13 (7) – New

Proposed wording:

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



Article 22 – Committees and Sub committees of the Council

The following amendments are proposed to Article 22.

Article 22 (1) currently states:

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

It is proposed that this be replaced with:

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

Article 22 (4) currently states:

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

It is proposed that this be replaced with:

*(4) **Subject to Article 23(3)**, the Council may appoint or remove any member of a committee or sub-committee. A committee may appoint or remove a member of any sub- committee constituted by it.*

Article 22 (5) currently states:

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

It is proposed that this be replaced with:

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

Article 23 – The Regulatory Committee

The following amendments are proposed to Article 23:

The title of Article 23 currently states:

The Regulatory Committee

It is proposed that this be replaced with:

The Regulatory Committee and regulatory sub-committees

Article 23 (1) currently states:

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

- (a) to determine the Society's strategy in regulatory matters,*
- (b) to set performance targets for the regulatory system,*
- (c) and to make regular reports to Council on regulatory matters.*

It is proposed that this be replaced with:

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

Article 23 (2) currently states:

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

It is proposed that this be replaced with:

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

Article 23 (3) currently states:

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

It is proposed that this be replaced with:

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

Article 23 (4) currently states:

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

It is proposed that this paragraph is deleted.

Article 26 – Standing orders

Article 26 (1) currently states:

(1) Subject to the provisions of this Constitution, the Council may by standing orders make provision with respect to;
(a) keeping minutes of General Meetings of the Society; and
(b) any other matters which the Council considers would facilitate the conduct of business of meetings of the Society, or of the Council, or of any committee or sub-committee of the Council.

It is proposed that this be replaced with:

(1) Subject to the provisions of this Constitution, the Council may by standing orders make provision with respect to;
(a) keeping minutes of General Meetings of the Society; and
(b) any other matters which the Council considers would facilitate the conduct of business of meetings of the Society, or of the Council, or of any committee or sub-committee of the Council (subject to paragraph (3) of this Article 26).

Article 26 (2) currently states:

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

It is proposed that this be replaced with:

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

Article 26 (3) - New

Proposed wording:

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

Article 26 (4) - New

Proposed wording:

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

Article 28 – Expenses of members of Council and Committees

The title of Article 28 currently states:

Expenses of members of Council and committees

It is proposed that this be replaced with:

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

Article 28 currently states:

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

It is proposed that this be replaced with:

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



Resolution 4: Approval of changes to the constitution in relation to proceedings and proxy voting at General Meetings

This resolution relates to changes to proceedings and proxy voting at Law Society general meetings which aim to ensure clarity on attendance of general meetings as well as improve operational processes, with the proposal to allow online advance voting for all resolutions. Currently voting on changes to the constitution can only be done at the meeting or by proxy.

Allowing online voting in advance for all resolutions at general meetings would bring consistency and clarity on the voting process for members as well as making it easier for members to cast their votes on changes to the constitution. There is an added benefit of streamlining the administrative process, increasing efficiency, and reducing staff resource required for the set up of the voting system.

As member attendance at general meetings is now online-only, the references to being personally present, or present in person are deemed unnecessary and could be misleading in terms of confirming a quorum has been met. As there is now a well-established online advance voting system, the Society's Council has proposed that proxy voting should be replaced with online advance voting for all resolutions, including future changes to the constitution.

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

Article 13 (4) currently states:

(4) No business shall be transacted at any General Meeting unless a quorum of members of the Society is present within half an hour after the time appointed for the meeting. Twenty members personally present in attendance shall be a quorum. A meeting at which is quorum is not present, if not convened on a requisition shall stand adjourned to a day and hour to be fixed by the majority of the members present, and if convened on a requisition shall fail and not be held.

It is proposed that this be replaced with:

(4) No business shall be transacted at any General Meeting unless a quorum of members of the Society is present within half an hour after the time appointed for the meeting. Twenty members ~~personally present~~ in attendance shall be a quorum. A meeting at which a quorum is not present, if not convened on a requisition shall stand adjourned to a day and hour to be fixed by the majority of the members present, and if convened on a requisition shall fail and not be held.

Article 14 (1) currently states:

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

It is proposed that this be replaced with:

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

Article 14 (5) currently states:

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

It is proposed that this be replaced with:

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

Article 14 (6) currently states:

(6) Save as provided in Article 14(10), at any General Meeting a resolution put to the vote of the meeting shall be decided on the total of the votes on a show of hands or otherwise, by those members of the Society present in person and the votes cast in terms of Article 14(1).

It is proposed that this be replaced with:

(6) ~~Save as provided in Article 14(10),~~ At any General Meeting a resolution put to the vote of the meeting shall be decided on the total of the votes on a show of hands or otherwise, by those members of the Society present ~~in person~~ and the votes cast in terms of Article 14(1).

Article 14 (10) currently states:

(10) Where a resolution is proposed for the amendment of this Constitution, it shall in respect of that resolution: (a) be competent at the relevant General Meeting to demand a poll, and be competent to vote by proxy; and (b) not be competent to vote in advance of or at the relevant General Meeting in terms of Article 14(1)

It is proposed that the above paragraph is deleted.

Article 14 (11) currently states:

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

It is proposed that the above paragraph is deleted.

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

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

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

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

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

It is proposed that this be replaced with:

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

Article 15(2) currently states:

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

It is proposed that this be replaced with:

If there is only one valid nomination for the office of President then the Council shall, by majority vote, have the right to re-open nominations for a period specified by the Council. If there are two or more nominations for the office of President, the election shall be decided by ballot. If there are three or more nominations the election shall be conducted by the single transferable vote method.