

# Council Standing Orders

Amended by Council March 2017 (C280317D3)

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## By-Laws for Voting and Conduct at Meetings of the Law Society Council

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In addition to these Standing Orders, members are referred to:

- **Code of Conduct for Councillors and Committee Members**

# Part 1 – Preliminary

## 1.1 Power to make by-laws

Rule 76(a) and 121 of the Constitution of the Law Society of Western Australia Inc. (**Law Society**) gives to the Council of the Law Society the power to make, amend and repeal by-laws, not inconsistent with the Constitution, in relation to:

- voting and conduct at meetings of the Council; and
- regulating the proceedings of Committees created by the Council.

## 1.2 Citation

These by-laws shall be known as the 'Council Standing Orders'.

## 1.3 Application of Council Standing Orders

Subject to the *Associations Incorporation Act 2015* (WA) and the Constitution of the Law Society:

- the interpretation of the Council Standing Orders is in the sole discretion of the Council; and
- anything done under these Standing Orders is not invalid because a requirement of these Standing Orders has not been strictly complied with if the Council determines that there has been substantial compliance.

## 1.4 Commencement date

These Committee Standing Orders came into effect on 11 June 2007.

## 1.5 Meaning of terms used

The following meanings shall apply in the Council Standing Orders unless the context requires otherwise:

**Code of Conduct for Councillors and Committee members** means the Law Society of Western Australia Code of Conduct for Councillors and Committee members.

**Committee** means a Committee of the Council.

**Conflict of Interest Guidelines** means the Law Society of Western Australia Conflict of Interest Guidelines.

**Constitution** means Constitution of The Law Society of Western Australia Inc.

**Council** means the Council of the Law Society elected in accordance with the Constitution.

**Executive** means the Executive of the Council (Rule 57 of the Constitution).

**Chief Executive Officer** means the Chief Executive Officer of the Law Society appointed in accordance with the Constitution and includes the Acting Chief Executive Officer.

**Majority** means more than 50% of the members present and voting.

**Member** means a member of the Council.

**Motion** means a proposition presented to the Council for its deliberation.

**Quorum** means the presence of six members of the Council (Rule 77 of the Constitution).

**Rule** means a rule of the Constitution.

**Society** means the Law Society of Western Australia Incorporated.

## Part 2 – Calling Meetings

### 2.1 Calling and holding meetings

- 2.1.1 The Council may meet as often as it determines but the President may at any time call a special meeting of the Council for any purpose. (Rule 76)
- 2.1.2 The Council may hold a meeting at two or more venues using any technology that gives the Council members as a whole a reasonable opportunity to participate. (Rule 82).
- 2.1.3 A Council member participating in a meeting held at two or more venues using technology is deemed to be present in person at that meeting. (Rule 83).

### 2.2 President to preside at meetings

The President presides at all meetings of the Council but if the President is absent a Vice-President presides. If the President and the Vice-Presidents are all absent, the meeting must elect a Chairperson. (Rule 79).

### 2.3 Quorum

The quorum for a meeting of the Council is six members present. (Rule 77).

### 2.4 Notice requirements for ordinary meetings of the Council

- 2.4.1 The Chief Executive Officer must cause Council members to be given at least 48 hours notice (which notice period may include weekends and public holidays) of the date, time and venue, and the business to be conducted at an ordinary meeting of the Council. Notice of the business to be conducted at the meeting is to be in the form of an agenda with supporting documents, if any.
- 2.4.2 Notice of an ordinary meeting and of the business to be conducted at the meeting must be transmitted to members:
- by facsimile; or
  - by email if the information is able to be printed in full; or
  - by post; or
  - by personal delivery.
- 2.4.3 A member's address for service is the facsimile, email or postal address provided by the member for the member's place of business, unless another place for service is nominated by the Council member, in writing, to the Chief Executive Officer.

## 2.5 Notice requirements for special meetings of the Council

If there is a need for the Council to meet on an urgent basis, the Chief Executive Officer may reduce the notice period of 48 hours to whatever shorter period of time the Chief Executive Officer shall determine to be reasonable in the circumstances. Otherwise, the requirements of paragraphs 2.4.1 to 2.4.3 apply to the calling of a special meeting.

# Part 3 – Business of the Meetings of the Council

## 3.1 Business to be transacted

### 3.1.1 Ordinary meeting

No business may be transacted at an ordinary meeting of the Council that is not specified in the agenda for the meeting, unless the person presiding shall give his or her approval.

### 3.1.2 Special meeting

No business may be transacted at a special meeting of the Council that is not specified in the agenda for the meeting.

### 3.1.3 Adjourned meeting

If a special meeting of the Council is adjourned to a later date, only the adjourned business may be transacted at the next meeting of the Council, unless the next meeting is an ordinary meeting. If the next meeting of the Council is an ordinary meeting, the business unresolved at the adjourned meeting will have priority at that ordinary meeting.

## 3.2 Order of Business

3.2.1 Unless otherwise decided by the person presiding, the order of business at an ordinary meeting of the Council will be as set out below and the agenda for the meeting will follow the same order.

- a) Declaration of opening
- b) Apologies and leave of absence
- c) Next meeting date
- d) Declarations of Interest
- e) Decision by the Council as to which items of business shall be approved 'en bloc' without debate
- f) Confirmation of Minutes
- g) Matters arising from Minutes of previous meeting(s)
- h) Consideration of remaining agenda items
- i) Consideration of foreshadowed, late and confidential items
- j) Matters for noting
- k) Close of meeting.

3.2.2 Notwithstanding paragraph 3.2.1, if the time available will not allow for the consideration and resolution of all agenda items, the person presiding may allow an urgent item of business to be considered out of order.

### 3.3 Minutes

#### 3.3.1

- a) If a member expresses dissatisfaction with the accuracy of a record in the Minutes, the member must:
  - i. identify the record or records that the member believes to be inaccurate; and
  - ii. propose a motion clearly outlining alternative wording for the record in the Minutes.
- b) The Council will consider the motion and resolve whether or not to approve the proposed correction.
- c) If the member who is dissatisfied with the accuracy of the Minutes is unable to attend the meeting of the Council at which the Minutes are to be confirmed, the member must provide the information specified in (a) and (b) to the Chief Executive Officer, prior to the meeting date.

3.3.2 The person presiding at a meeting of the Council must cause Minutes of the meeting to be recorded, including 'in-camera' items.

3.3.3 The person presiding at a meeting of the Council at which Minutes are confirmed must sign the Minutes to certify their confirmation. (Rule 118(b))

3.3.4 Minutes of all meetings of the Council must be entered, as soon as practicable after their confirmation, in books kept for that purpose. (Rule 118(a))

### 3.4 Deputations

3.4.1 If any Society member wishes to attend a meeting of the Council to make a submission to the Council (**deputation**), the deputation must apply to the Chief Executive Officer, in writing.

3.4.2 The Chief Executive Officer must forward the written request to the person who is expected to preside at the meeting, for approval.

3.4.3 If the deputation's request is approved, the Chief Executive Officer must invite the deputation to attend the meeting.

3.4.4 The matter to be addressed by the deputation must not be decided by the Council prior to completion of the deputation's presentation.

## Part 4 – Disclosure of Interests

### 4.1 Disclosure of interests by Council members

- 4.1.1 Each member of the Council must declare any material personal interest at the beginning of each meeting or as soon as the conflict becomes apparent in accordance with Rule 86 of the Constitution and the Conflict of Interest Guidelines.

### 4.2 Disclosure of interest by Society employees and Committee members

- 4.2.1 If a Society employee or Committee member prepares a written report for a meeting of the Council on an item of business in which the employee or Committee member has an interest, the employee or Committee member must disclose his or her interest at the commencement of the report.
- 4.2.2 If a Society employee or Committee member is to make a verbal report at a meeting of the Council on an item of business in which the employee or the Committee member has an interest, the employee or Committee member must verbally disclose his or her interest prior to giving the report.
- 4.2.3 Unless the Council resolves otherwise, a Society employee or Committee member who has an interest in an item of business that is being considered at a meeting of the Council must not be present while the item of business is being considered at the meeting.

**Note:** Refer to “Conflict of Interest Guidelines”

## Part 5 – Quorum

### 5.1 Quorum to be present

- 5.1.1 No business shall be transacted at a meeting of the Council unless a quorum is present.
- 5.1.2 If a quorum is not reached within 30 minutes after the time designated for the commencement of a meeting of the Council, the meeting will be cancelled.
- 5.1.3 If a member of the Council leaves a meeting of the Council, no business will be transacted if a quorum is no longer present.



## Part 6 – Conduct of Members and other Persons at Council Meetings

### 6.1 Leaving Meetings

During the course of a meeting of the Council, a Council member who enters or leaves the meeting must inform the person presiding to enable a record to be made of the Council member's time of entry or departure.

### 6.2 Adverse comments at a meeting of the Council

A member of the Council must not use offensive or objectionable expressions in reference to any Council member or employee of the Society.

## Part 7 – Conduct of Members during Debate

### 7.1 Council members wishing to speak

7.1.1 A member of the Council who wishes to speak must indicate his or her intention to do so by a show of hands or other method agreed upon by the Council.

7.1.2 Council members must address their comments to the person presiding.

### 7.2 Priority

If two or more members of the Council wish to speak at the same time, the person presiding will decide which member is to be heard first.

### 7.3 Person presiding may interrupt a member

If a member of the Council in debate is repetitious, uses unbecoming language or introduces matters that are irrelevant to the motion under debate, the person presiding may interrupt the member and direct the member to cease speaking.

### 7.4 Re-opening discussion on decisions

A member of the Council may not re-open discussion on any decision of the Council other than to move that the decision be revoked or amended.

### 7.5 Members not to speak after conclusion of debate

A member of the Council must not speak to any motion after the motion has been put to the vote other than to move an amendment to the motion.

## Part 8 – Procedures for Unopposed Business and Debate Motions

### 8.1 'En bloc' unopposed business

- 8.1.1 The person presiding at a meeting of the Council may ask the members of the Council to identify those items of business that they wish to debate.
- 8.1.2 The items of business that the members of the Council do not wish to debate, upon a motion being moved and seconded, may be carried unopposed.
- 8.1.3 Any motion carried without opposition must be recorded in the Minutes as a decision of the Council.

### 8.2 Permissible motions on report recommendations

A recommendation contained in a report to the Council may be adopted without amendment or modification, failing which the recommendation may be:

- a) rejected by the Council; or
- b) amended and adopted with such amendment; or
- c) referred back to the Committee or the person who prepared the report and recommendation, for further consideration.

### 8.3 Breaking down complex questions

The person presiding may order a complex question to be broken down and put in the form of several motions, which are to be put in sequence.

### 8.4 Order of call in debate and voting

- 8.4.1 The person presiding will call speakers to a motion in the following order:
  - a) The mover to state the motion;
  - b) A seconder to the motion;
  - c) The mover to speak to the motion;
  - d) The seconder to speak to the motion;
  - e) A speaker against the motion;
  - f) A speaker for the motion;
  - g) Other speakers against and for the motion, alternating in view, if any;
  - h) Mover takes right of reply which closes debate.
- 8.4.2 If an amendment to a motion is carried, the motion as amended will become the motion on which any member may speak and on which any further amendment may be moved.
- 8.4.3 The Council may grant leave to withdraw a motion.
- 8.4.4 At the conclusion of debate, the motion or amended motion, if any, will be put to the vote.
- 8.4.5 Each member of the Council is entitled to one vote.
- 8.4.6 For a motion to be carried, a majority of the members of the Council present at the meeting must vote in the affirmative. Voting is by a show of hands, unless the person presiding will otherwise decide.

- 8.4.7 If the votes of the members of the Council are equally divided, the person presiding will cast a second vote.
- 8.4.8 A member of the Council may abstain from voting if he or she considers it inappropriate to vote.
- 8.4.9 A member of the Council may request that his or her dissent to the majority view be recorded in the Minutes.

## **8.5 Council to meet behind closed doors**

- 8.5.1 If an item of business to be debated involves a person who is a member of the Council, the Chief Executive Officer, an employee of the Society, or a member of the Society who is in attendance at the meeting, unless the Council decides otherwise, the person will leave the meeting during the Council members' debate and decision-making on this item of business.
- 8.5.2 Council members, the Chief Executive Officer and Society employees must not publish or distribute to any other person detail of discussion that takes place behind closed doors, other than the Council's decision. If the Council's decision involves a matter of commercial confidentiality, this prohibition will also apply to the Council's decision.
- 8.5.3 Minutes of business discussed and decided behind closed doors must be marked "In-Camera".

# **Part 9 – Affect of Motions to Revoke or Amend Decisions**

## **9.1 Implementation of decision to be deferred**

- 9.1.1 If a notice of motion to revoke or amend a decision of the Council is received by the Chief Executive Officer before any action has been taken to implement the Council's decision, no steps will be taken to implement that decision until such time as the motion for revocation or amendment has been dealt with, subject to paragraph 9.1.3.
- 9.1.2 The Chief Executive Officer will arrange for the notice of motion to be put to the members of the Council at the next Council meeting.
- 9.1.3 If the Chief Executive Officer forms the view that failure to implement the Council's decision might adversely affect the Society in any way, the Chief Executive Officer will refer the notice of motion to the Executive who will decide by a majority if the Council's decision must be implemented immediately and the decision of the Executive will be final.
- 9.1.4 If the Executive decides that the Council's decision must be implemented immediately, the notice of motion must nevertheless be brought to the attention of the Council at the next Council meeting.

## Part 10 – Attendance at Council Meetings

### 10.1 Council members' required attendance at meetings of the Council

The office of a Council member becomes vacant if the Council member is absent from three consecutive meetings of the Council without the prior leave of the Council unless the Council is satisfied that the absence was justified in all the circumstances. (Rule 60(f)).

## Part 11 – Access and Confidentiality – Records and Reports

### 11.1 Access to Council and Committee records and reports

11.1.1 Minutes of Council meetings, except 'in camera' Minutes (which are to be kept separately) are available to all Society members for inspection. Outlines of Council business and resolutions made by the Council, except for 'in camera' items, are published on the Society's website.

11.1.2 Records of Committee meetings, except for records of 'in camera' items (which are to be kept separately) and records of meetings of the Professional Conduct Committee and the Ethics Committee, are available to all Society members for inspection.

11.1.3 The records of the Professional Conduct and Ethics Committees are not available to members of the Society if they contain the names of members who are the subject of a complaint.

11.1.4 A Council member who is in a position of conflict under Part 4.1 will not have access to those items of the agenda and Minutes of Council meetings with respect to which he or she is conflicted or could be conflicted.

11.1.5 Committee reports are confidential until adopted by the Council.

11.1.6 Unless the Council resolves otherwise, reports endorsed by the Council are available to all Society members.

11.1.7 Access to other information is to be in accordance with Council Policy CPO406.

## Part 12 – Distribution of Endorsed Reports

### 12.1 Distribution of endorsed reports to third parties

12.1.1 Each matter is dealt with on a case by case basis by the Council but if it is not possible to refer a matter to the Council on a timely basis, the matter will be dealt with by the Executive.

12.1.2 When considering report distribution, the Council will take into account the following factors:

- a) The basis on which the Society's views were sought, particularly if draft legislation is supplied on a confidential basis.
- b) The stage of the legislative process at which the Society's views were sought and supplied e.g. has the legislation been introduced to the Parliament?
- c) The degree of controversy surrounding the matter and the subject of the report. Reports are to be distributed to the media only if it is thought by the President that they are of public interest.

### 12.2 Comments made to government on a confidential basis

Comments made to the government on a confidential basis at an early stage of the legislative process must not be forwarded to anyone other than the government. However, once the legislation is introduced into the Parliament the Society is in a position to comment publicly on matters of concern to the Society. Representations can then be made to the Opposition or other parties, if thought appropriate by the Council.

## Part 13 – Administrative Matters

### 13.1 Suspension of Standing Orders

13.1.1 The Council may decide, by majority vote, to suspend temporarily one or more of these Standing Orders.

13.1.2 The mover of a motion to suspend temporarily any one or more of these Standing Orders must state the order or orders to be suspended and the purpose of the suspension.

### 13.2 Cases not provided for in Standing Orders

The person presiding is to decide questions of order, procedure, debate or otherwise in cases where these Standing Orders or the Constitution are silent. In these cases the decision of the person presiding is final.

### 13.3 Acts, Policies, Standing Orders and Papers for members of the Council

The Chief Executive Officer will provide to each member of the Council, as soon as convenient after the Council member has been elected, access to policies, procedures and information pertinent to the governance and administration of the Society.