

# Committee Bylaws 2019

Approved by Council April 2019  
Operative 1 July 2019

**The voluntary contribution of Committee Members is highly valued and greatly appreciated by the Society.**



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The Law Society of Western Australia Committee Bylaws 2019 were previously known as the “Committee Standing Orders” which came into operation on 11 June 2007.

The Council of the Law Society of Western Australia makes the following amendments to *Committee Bylaws* for the purpose of regulating the terms and conditions for Committees, Sub-Committees and Working Groups established by the Council.

## 1. Definitions

The following meaning shall apply to the terms unless the context requires otherwise.

**Act** means the *Legal Profession Act 2008 (WA)*;

**Ad-hoc Committee** means a committee established by the Council for a fixed term for the purpose of referring an issue that is not within the jurisdiction of a Standing Committee;

**Administrative Committee** means a committee established by Council to refer administrative matters of the Council for review;

**Advisory Body** means a person appointed by the Council to undertake specialist work for and on behalf of a Standing Committee;

**Biennial Review** means the advertising of expressions of interest for half the membership of a Standing Committee every alternate year commencing in 2015;

**Bylaws** means the bylaws regulating the terms and conditions for Committees established by the Council as amended from time to time;

**Chair** means the person appointed as the presiding member of a Committee or Working Group;

**Chief Executive Officer** means the Chief Executive Officer of the Society appointed in accordance with the Rules and includes the Acting Chief Executive Officer;

**Committee** means a committee established by the Council of the Society under Rule 66 of the Constitution and includes an Ad-hoc Committee, an Administrative Committee or a Standing Committee;

**Constitution** means the *Constitution of the Law Society of Western Australia Incorporated* as amended on 9 November 2017;

**Council** means the Council of the Law Society of Western Australia established under Rule 55 of the Constitution;

**EOI Form** means the expression of interest form approved by the Chief Executive Officer for a Law Society Member to apply for appointment to a Standing Committee;

**Executive** means the Executive of the Council;

**Ex-Officio** means a person who is appointed to a Committee, Sub-Committee or Working Group as the representative of an office they hold and is not eligible to vote;

**General Manager** means the general manager or such other employee of the Law Society who is responsible for the administration of the relevant Committee, Sub-Committee or Working Group;

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

**Law Society Member** means a person who is a member of the Law Society under Rules 8(a), (c), (d), (e) or (f) of the Constitution;

**PIIMC** means the Professional Indemnity Insurance Management Committee established under section 331 of the Act;

**PPTAC** means the statutory Public Purposes Trust Allocations Committee established under the *Law Society Public Purposes Trust Act 1985*;

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

**Selection Panel** means the panel appointed by the Council to make recommendations for appointing Law Society Members to a Standing Committees as part of the Biennial Review;

**Standing Committee** means a committee established by the Council with no fixed term;

**Statutory Committee** means a committee established under an Act of Parliament or other legislative instrument;

**Sub-Committee** means a sub-committee of Members from a Committee or a Member with expertise in the area being considered by the sub-committee;

**Wait List** means the list maintained of Law Society Members who complete an EOI Form and are not appointed to a Standing Committee;

**Working Group** means a group of Law Society Members or non-members appointed by the Council or a Committee for a fixed term or purpose;

**YLC** means the Young Lawyers' Committee appointed by the Council.

## 2. Establishment of Committees and Working Groups

- 2.1 Committees, Sub-Committees and Working Groups are integral to the Society achieving its objectives, providing a source of specialist assistance to the work of the Council.
- 2.2 The Council may establish a Committee under Rule 66 of the Constitution.
- 2.3 The Council or a Committee may establish a Working Group.
- 2.4 A Committee may establish a Sub-Committee.
- 2.5 The Council may appoint Law Society Members, Observers or Ex-Officio Members to a Committee or Working Group.
- 2.6 These Bylaws apply to all Committees and Committee Members.

- 2.7 These Bylaws do not apply to a Statutory Committee or Working Group unless expressly stated.
- 2.8 All Standing Committees will have terms of reference approved by the Council and the terms of reference will be reviewed at least every 3 years.
- 2.9 The terms of reference will include the following:
- a) Objectives
  - b) Purpose and Scope
  - c) Powers and Duties
  - d) Membership
  - e) Budget
  - f) Meeting Frequency

### **3 Eligibility**

- 3.1 Subject to Bylaw 3.2, only a Law Society Member can be appointed to a Committee.
- 3.2 Where it is recommended by a Committee that the work of a Committee would be enhanced by the appointment of a person who is not a Law Society Member, the Council may appoint that person to a Committee as an Observer without a right to vote.
- 3.3 A Committee member's appointment will cease at the expiration of two months from the date they cease to be a Law Society Member. Any reappointment must be approved by the Council if the Member subsequently renews their Membership.
- 3.4 A person who is not a Committee Member is entitled to attend a Committee meeting as a guest with the prior approval of the Chair.

### **4. Term**

- 4.1 Subject to Bylaw 4.6, a Standing Committee Member is appointed for a term of four years commencing 1 January the year following the Biennial Review.
- 4.2 There is no limit on the number of times a person can be reappointed to a Committee.
- 4.3 Following a period of non-renewal of Law Society Membership during a term of appointment to a Standing Committee, any reappointment is only for the remainder of the original appointment term.
- 4.4 A YLC Member may be appointed for a term of up to four years (subject to that Member's eligibility under the YLC terms of reference).
- 4.5 An Ex-Officio member, a member of an Ad-hoc Committee, Sub-Committee or a member of an Advisory Body do not have a term of appointment.
- 4.6 A Statutory Committee Member is appointed for a term specified in the legislative instrument or in the absence of a term being specified, at the discretion of the Council.

## **5. Biennial Review of Standing Committees**

- 5.1 To ensure an appropriate level of continuity, Members of a Committee are to have staggered terms, such that one half of the Members' terms expire every two years. Accordingly, one half of the Members on a Committee will vacate membership of that committee every two years.
- 5.2 Subject to Bylaw 5.4, a person wishing to be appointed to a Standing Committee or a Committee Member seeking reappointment during a Biennial Review must submit an EOI Form in order to be considered for appointment to a Standing Committee or a Wait List.
- 5.3 In last 6 months in the calendar year of the Biennial Review, the Law Society will invite Law Society Members to apply for appointment to a Standing Committee.
- 5.4 A Chair and Deputy Chair are required to complete an EOI Form.

## **6. Selection Process for Appointment to a Standing Committee**

- 6.1 The Council will appoint a Selection Panel to recommend to the Council the appointment of Members to the Standing Committees.
- 6.2 The Selection Panel will consider the Standing Committee's terms of reference, the qualifications and experience of each applicant, the diversity of Membership on the Standing Committee and the number of Members to be appointed.
- 6.3 The Selection Panel will finalise its recommendations for the Council no later than December in the year of the Biennial Review.
- 6.4 Eligible applicants who are not recommended for appointment to a Standing Committee may be placed on the Wait List for the relevant Committee.
- 6.5 All Law Society Members who submit an EOI Form will be advised whether they have been appointed to a Standing Committee or a Wait List.

## **7. Vacancies**

- 7.1 Where a vacancy arises on a Committee, the Committee may make a recommendation to the Council that a new Member be appointed. An appointment to fill a vacancy on a Committee must be approved by the Council.
- 7.2 The Committee will give priority to the Wait List when making a recommendation to the Council to fill a vacancy.
- 7.3 An appointment to fill a vacancy on a Committee is for a term ending on 31 December in the year of the next Biennial Review.
- 7.4 If an Ex-Officio Member ceases to hold the office as a representative of an organisation represented on the Committee or Working Group, the Ex-Officio is deemed vacant.

7.5 Notwithstanding anything contained in these Bylaws, or whether or not a vacancy exists, the Council may from time to time appoint any Member of Council to be an Ex-Officio Member of any Committee or Working Group for such periods of time as the Council may determine.

## **8. Chair & Deputy Chair**

8.1 A Committee or Working Group will appoint from its Members the Chair and Deputy Chair for a term of 4 years (except the Chair of YLC who is appointed for a term of up to 4 years).

## **9. Resignation**

9.1 A Committee or Working Group Member may resign at any time upon written advice to the Chair and General Manager.

9.2 The General Manager will advise the Council of each resignation.

9.3 When a Chair resigns from the position of Chair, the Committee or Working Group must appoint from its Members a replacement Chair.

9.4 When a Deputy Chair resigns from the position of Deputy Chair, the Committee or Working Group must appoint from its Members a replacement Deputy Chair.

9.5 When an Ex-Officio Member resigns, the General Manager will request that the outgoing Member nominate a replacement for approval by the Council.

## **10. Meetings**

10.1 The General Manager is responsible for the administrative arrangements for all Committee and Working Group meetings.

10.2 A Committee or Working Group Member must notify the General Manager if they are unable to attend a meeting.

10.3 Where personal circumstances require it, a Committee or Working Group Member may ask the Committee or Working Group for a leave of absence from meetings for a specified period of time. The Committee or Working Group must grant the leave of absence where the request is reasonable.

10.4 Unless a Member is granted a leave of absence by the relevant Committee or Working Group, if a Member is absent from 3 consecutive meetings, their position is deemed to be vacant.

10.5 In the absence of a Chair, the Deputy Chair assumes the role of the Chair.

10.6 Where there is no Chair or Deputy Chair present at a meeting, the Members of the Committee or Working Group will appoint an Acting Chair from amongst their number for that meeting.



- 10.7 A Standing Committee will meet no less than quarterly, depending on the urgency of the issues to be considered.
- 10.8 An Ad-hoc Committee or Administrative Committee will meet as and when required.
- 10.9 A Statutory Committee will meet as required under the relevant legislative instrument or as and when required.
- 10.10 A Working Group will meet as and when required.
- 10.11 Meetings will be scheduled by the General Manager in consultation with the Chair.
- 10.12 Meetings will generally be held at the Law Society's premises between 1pm and 2pm to accommodate the lunch recess of the courts.
- 10.13 Meetings of Western Australian branches of the Law Council of Australia's committees will generally be held externally as determined by the Chair of that Committee.

## **11. Quorum**

- 11.1 At a meeting of a Standing Committee:
  - a) 3 Committee members form a quorum; and
  - b) all questions shall be decided by a majority of votes of the members present and voting.
- 11.2 At a meeting of an Ad-hoc Committee, the quorum is determined by the Chair and in the absence of the Chair, the General Manager and must be more than 1.
- 11.3 At a meeting of an Administrative Committee, the quorum is determined by the Chair or in the absence of a Chair, the Chief Executive Officer or General Manager that support the Committee and in accordance with the terms of reference.
- 11.4 If a quorum of members is not present within 15 minutes after the time appointed for the holding of any meeting, the meeting and the business to be considered shall be held over until the next succeeding meeting.
- 11.5 The quorum for a meeting of a Statutory Committee is in accordance with the relevant legislative instrument, or if silent, as set out in its terms of reference.

## **12. Register**

- 12.1 For the purpose of these Bylaws, the Law Society will maintain a register of Committee members and the Wait List for each Committee.
- 12.2 A Committee member must advise the General Manager of any changes of contact details as soon as practicable and prior to the next Committee meeting.
- 12.3 The General Manager will arrange the removal from the Register the name of any person

who:

- a) has died;
- b) does not possess, or has ceased to possess, any qualification or prerequisite for appointment to the Committee; or
- c) is disqualified under the Act.

### **13. Agenda and Records**

- 13.1 The General Manager will arrange for agendas and records of meetings to be maintained.
- 13.2 An agenda will be in the form of Attachment 1.
- 13.3 Agenda papers and Action Sheets will usually be distributed at least 2 working days before a meeting.
- 13.4 Meetings will be minuted including all actions and resolutions.
- 13.5 The General Manager will arrange for the maintenance of:
  - a) the attendance registers for Committee meetings.
  - b) The minutes of Committee meetings.
- 13.6 The draft minutes will be settled by the Chair within 5 working days of them receiving the draft minutes of a meeting.
- 13.7 Settled and confirmed minutes of Committee meetings will be distributed to the Council for noting.
- 13.8 At each Committee or Working Group meeting, the draft minutes of the preceding meeting must be confirmed as an accurate record.
- 13.9 If a Committee member is dissatisfied with the accuracy of the draft minutes, he or she must propose alternative wording and with the approval of the Committee, the amendment will be recorded.
- 13.10 At any time, the Council may request that records of meetings of any Committee or Working Group be referred to Council for such period of time as shall be specified by the Council.
- 13.11 A meeting may be recorded for the purpose of taking minutes and any recording made is to be deleted when the minutes are confirmed.
- 13.12 The unconfirmed and confirmed Committee minutes will be referred to the office of the Chief Executive Officer as soon as practicable after being prepared.

### **14. Chair Responsibilities**

- 14.1 The General Manager, in consultation with the Chair, is responsible for the management of the Committee or Working Group's business and monitoring the progress to ensure timely disposition.

- 14.2 The General Manager, in consultation with the Chair, must ensure that the Committee or Working Group deals with matters within relevant time periods or seek extensions of time, if necessary.
- 14.3 The General Manager will maintain for the Council a register of the important issues before individual Committees and Working Groups and critical dates relating to these issues.
- 14.4 A Chair may alter the usual Committee procedures to ensure work is expedited through the formation of sub-committees, working groups, or the delegation of tasks to individual Committee members.
- 14.5 The Chair must allow Committee members' views to be heard and must give clear directions in relation to agreed action and resolutions adopted.
- 14.6 The Chair must produce an annual report for the Council focusing on the Committee's activities for the year.
- 14.7 If requested by the President, Council or Chief Executive Officer, that it would assist the Council's consideration of an item referred by the Committee, the Chair, or his or her nominee, must attend a meeting of the Council.

## **15. Committee and Working Group Member Responsibilities**

- 15.1 Members will:
  - a) attend meetings well-prepared with respect to the agenda items of business for the meeting;
  - b) participate in discussion of agenda items and be prepared to assist with Committee and Working Group tasks, including the drafting of reports and comments;
  - c) undertake tasks requested by the Chair and complete those tasks within the time specified.
- 15.2 Where a Committee or Working Group is appointed it will refer recommendations to its appointing entity for approval or noting.
- 15.3 A member of a Committee or Working Group must comply with the Law Society's Code of Conduct and Conflict of Interest Guidelines.

## **16. Reports, Submissions, Policy Positions**

- 16.1 Any report, submission, draft policy position or other communication prepared by a Committee or Working Group must be approved by the Council prior to it being published as the view of the Law Society.
- 16.2 A Chair who is also a member of the Council cannot dissent from the position taken by the majority of the Committee or Working Group of which he or she is the Chair when a matter comes before Council.

- 16.3 If a matter is urgent and it is impracticable to obtain the Council's approval in time, the matter may be referred to the Chief Executive Officer who will determine the best course of action to obtain the required approval.
- 16.4 Committee and Working Group reports, submissions, policy positions and other communications are confidential until adopted by the Council.
- 16.5 Unless the Council resolves otherwise, reports, submissions and policy positions approved or adopted by the Council are available to all Society members.

## **17. Communication with external organisations**

- 17.1 Where a Committee or Working Group wishes to communicate with an external organisation or person, the correspondence must be referred to the Executive or the Council for approval.
- 17.2 All correspondence must be signed by the President or the Chief Executive Officer and cannot be signed by the Chair or a Committee or Working Group member.
- 17.3 A public comment on behalf of the Law Society must not be made by a Committee or Working Group unless requested to do so by the President or the Chief Executive Officer in accordance with the Council Media Policy CP14.06.

## **18. Access and Confidentiality**

- 18.1 Access to information is in accordance with Council Policy CP04.06.

## **19. Legal Opinions**

- 19.1 Any matter that a Committee or Working Group determines requires a legal opinion is to be referred to the Chief Executive Officer, who will decide whether it is required and if so the appropriate course of action.
- 19.2 A Committee, Working Group or Committee/Working Group member cannot initiate a request for external legal advice.

## **20. Use of Law Society Resources**

- 20.1 A Committee or Working Group cannot bind the Law Society to expenditure of money or the use of Society resources including the use of premises, staff, publications and mail-outs.

## **21. Continuing Professional Development**

- 21.1 The Education Committee is responsible for co-ordinating all continuing legal education.

21.2 Subject to Bylaw 21.3, all Committees are encouraged to suggest programmes to the Education Committee.

21.3 A Committee will not hold continuing professional development activities independently.

## **22. *Friday Facts and Brief***

22.1 The publication in *Brief* of a written submission from a Committee or Working Group will be at the discretion of the *Brief* Editorial Committee.

22.2 A Committee or Working Group seeking to communicate to Law Society Members in *Friday Facts* must obtain the prior approval of the Chief Executive Officer.