

Council Bylaws

Approved by Council 23 April 2019
Operative 1 July 2019

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Bylaws for Voting and Conduct at Meetings of the Law Society Council

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In addition to these ByBylawslaws, Members are referred to:

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

Part 1 – Preliminary

1.1 Power to make Bylaws

Rule 76(a) and 121 of the Society's Constitution (Constitution) gives to the Council of the Society the power to make, amend and repeal Bylaws, not inconsistent with the Constitution, in relation to:

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

1.2 Citation

These Bylaws shall be known as the 'Council Bylaws'.

1.3 Application of Council Bylaws

Subject to the *Associations Incorporation Act 2015 (WA)* and the Society's Constitution:

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

1.4 Commencement date

These Council Bylaws came into effect on 1 July 2019.

1.5 Meaning of terms used

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

Chairperson means the person presiding at a meeting of the Council or at a general meeting of the Society.

Code of Conduct for Councillors, Committee Members and Staff means the Society's Code of Conduct for Councillors, Committee Members and Staff.

Committee means a Committee established by 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 Society elected in accordance with the Constitution.

Executive means the Executive of the Council.

Chief Executive Officer means the Chief Executive Officer of the 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 means a rule of the Constitution.

Society means the Law Society of Western Australia Incorporated.

Society Member means an associate, constituent, country, honorary, judicial, life or ordinary Member of the Law Society of Western Australian as defined in the Constitution.

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.
- 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.
- 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.

2.2 President to preside at meetings

The President is the Chairperson at all Council meetings but if the President is absent a Vice-President is to Chair the Council meeting. If the President and the Vice-Presidents are all absent, the meeting must elect a Chairperson.

2.3 Quorum

The quorum for a meeting of the Council is six Members present.

2.4 Notice requirements for ordinary Council meeting

- 2.4.1 The Chief Executive Officer must cause 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 Council meeting. 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 Council Meetings

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 Council meeting that is not specified in the agenda for the meeting.

3.1.3 Adjourned meeting

If a special Council meeting 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 Council meeting 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 Chairperson, the order of business at an ordinary Council meeting may include:

- a) Declaration of opening
- b) Apologies
- c) Leave of absence
- d) Declarations of interest
- e) Review meeting agenda priorities
- f) Decision by the Council as to which items of business shall be approved 'en bloc' without debate
- g) Confirmation of minutes
- h) Matters arising from minutes of previous meeting(s)
- i) Date of next Council meeting
- j) 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 If a Member expresses dissatisfaction with the accuracy of a record in the minutes, the Member must:
- identify the record or records that the Member believes to be inaccurate; and
 - propose a motion clearly outlining alternative wording for the record in the minutes.
 - The Council will consider the motion and resolve whether or not to approve the proposed correction.
 - 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, at least 24 hours prior to the meeting date and time.
- 3.3.2 The Chairperson at a Council meeting must cause minutes of the meeting to be recorded, including 'in-camera' items.
- 3.3.3 The Chairperson at a Council meeting at which minutes are confirmed must sign the minutes to certify their confirmation.
- 3.3.4 Minutes of all Council meetings must be entered, as soon as practicable after their confirmation, in books kept for that purpose.

3.4 Deputations

- 3.4.1 If any Society Member or Committee Chair wishes to attend a Council meeting to make a submission to the Council (**deputation**), the deputation or relevant General Manager must advise the Chief Executive Officer at least 2 business days before the meeting, in writing.
- 3.4.2 The Chief Executive Officer must forward the request to the Chairperson who is expected to preside at the meeting, for approval.
- 3.4.3 If the deputation's request is approved, the Chief Executive Officer or the relevant General Manager 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 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 or determined 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 Member who enters or leaves the meeting must inform the Chairperson or the minute Secretary to enable a record to be made of the Member's time of entry or departure.

6.2 Adverse comments at a meeting of the Council

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

Part 7 – Proceedings of the Council

7.1 Votes at meetings of Council

Motions and resolutions arising at any meeting of the Council will be decided by a majority of votes and each Member has one vote.

7.2 Casting votes

In case of an equality of votes the presiding Member of a meeting shall not have a casting vote. In the case of an equal vote, the matter subject of the deadlock will be deemed to have not been passed.

7.3 Member wishing to speak

7.3.1 A Member who wishes to speak must indicate the intention to do so by a show of hands or other method agreed upon by the Council.

7.3.2 Members must direct comments to the Chairperson.

7.4 Priority

If two or more Members wish to speak at the same time, the Chairperson will decide which Member is to be heard first.

7.5 Chairperson may interrupt a Member

If a Member is repetitious, uses unbecoming language or introduces matters that are irrelevant to the motion, the Chairperson may interrupt the Member and direct the Member to cease speaking.

7.6 Re-opening discussion on decisions

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

7.7 Member not to speak after conclusion of debate

A Member 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 Chairperson may ask the Members to identify those items of business that they wish to debate.
- 8.1.2 The items of business that the Members 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

- 8.2.1 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.
- 8.2.2 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.
- 8.2.3 The Council may grant leave to withdraw a motion.
- 8.2.4 At the conclusion of debate, the motion or amended motion, if any, will be put to the vote.
- 8.2.5 Each Member is entitled to one vote.
- 8.2.6 For a motion to be carried, a majority of the Members present at the meeting must vote in the affirmative. Voting is by a show of hands, unless the Chairperson otherwise decides.
- 8.2.7 A Member is to abstain from voting where there is a perceived or actual conflict of interest in the matter being considered.
- 8.2.8 A dissenting Member’s view may be recorded in the minutes.

8.3 Council “in camera” meetings

- 8.3.1 If an item of business to be debated involves a person who is a Member, the Chief Executive Officer, an employee of the Society, or a Society Member who is in

attendance at the meeting, unless the Council decides otherwise, the person will leave the meeting during the Members' discussion and determination of the item.

- 8.3.2 Members, the Chief Executive Officer and Society employees must not publish or distribute to any other person detail of in camera discussion or decision without the Council approval.
- 8.3.3 Minutes of business discussed and decided in camera must be marked "Confidential" and redacted from the minutes distributed to any person the subject of the in camera item.

Part 9 – Effect 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 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 Members' attendance at Council meetings

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

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 Minutes of Committee meetings, except for records of 'in camera' items (which are to be kept separately), are available to all Society Members for inspection.
- 11.1.3 A 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 they are conflicted or could be conflicted.
- 11.1.4 Unless the Council resolves otherwise, reports endorsed by the Council are available to all Society Members.
- 11.1.5 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 degree of controversy surrounding the matter and the subject of the report.

12.1.3 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 approved by the Executive or Council.

Part 13 – Administrative Matters

13.1 Suspension of Bylaws

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

13.1.2 The mover of a motion to suspend temporarily any one or more of these Bylaws must state the Bylaw or Bylaws to be suspended and the purpose of the suspension.

13.2 Cases not provided for in Bylaws

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

13.3 Acts, Policies, Bylaws and Papers for Members

The Chief Executive Officer will provide each Member, as soon as practicable after the Member has been elected, an induction pack which will include but not be limited to access to policies, procedures and information relating to the governance and administration of the Society.