

# **THE LAW SOCIETY OF HONG KONG**

## **STANDING ORDERS**

### **I. GENERAL**

**1.1 In this document unless otherwise defined the following terms shall have the following meanings :**

**The Council** the Council of the Society elected in accordance with the provisions of its Articles of Association and “Council member” shall be construed accordingly.

**Secretary General** the Secretary General appointed by the Council or in his absence the Deputy Secretary General or such other person appointed by the Council.

**Standing Committees** the five Standing Committees on Compliance, External Affairs, Policy and Resources, Practitioners Affairs and Standards & Development respectively.

**Standing Orders** the Standing Orders contained herein.

**the Society** the Law Society of Hong Kong

**1.2 All headings are for ease of reference and shall not be used for interpreting and construing any of the Standing Orders.**

**1.3 The Standing Orders are made for the better governance of the Society.**

**1.4 The Standing Orders may from time to time be amended, altered, changed, waived or repealed by specific resolution of the Council and such amendment, alteration, change or repeal shall have no retrospective effect unless otherwise specified.**

### **II. POLICY**

**2.1 As the governing body of the Society, the Council will concentrate**

on setting major policies and will delegate work to the Standing Committees, The Council may delegate work to specific committees or working parties such delegation should only occur in exceptional circumstances.

- 2.2 The President, Secretary General, any Council member or chairman of any Standing Committee, committee or working party, may refer any matter which involves an issue of policy or substantial importance to the Council or the appropriate Standing Committee for deliberation.

### **III. COUNCIL MEETINGS**

#### **3.1 Meeting & Attendance**

3.1.1 Council meetings will normally be held every two weeks on Tuesdays. Additional or alternative meetings may be held at such times as the President or the Secretary General may decide for the transaction of urgent business.

3.1.2 Any Council member who cannot attend a meeting of the Council should, whenever possible, notify the Secretary General of the absence before the meeting.

3.1.3 The name of any Council member who fails to attend four out of any six consecutive meetings shall be notified by the Secretary General to the Standing Committee on Policy & Resources.

3.1.4 Members of the Society will be permitted to attend Part One of Council meetings. Seats will be made available in the Council Chamber for members of the Society to attend such meetings as observers. They will not have a right of audience nor will they have voting rights at such meetings.

#### **3.2 Notice & Agenda**

3.2.1 With the exception of unscheduled, urgent meetings notice of meetings, the agenda and all relevant papers shall be delivered to Council members so as to allow not less than two full working days (which includes Saturdays) before the day of the meeting.

3.2.2 The agenda for each Council meeting shall be determined by the President, or failing him, whichever of the Vice-Presidents will chair the meeting, and the Secretary

**General.** The division of items between Parts One and Two will be made in accordance with the guidelines set out in Appendix A.

- 3.2.3** The agenda for Part One of the meeting shall whenever practicable be circulated to all members of the Society together with the weekly circulars.
- 3.2.4** The minutes of the Standing Committees shall be included on the agenda of the next convenient meeting following the Standing Committee meeting.
- 3.2.5** Items for discussion on the agenda will be set out in papers prepared by the Secretariat in consultation with the chairman of the appropriate Standing Committees and Committees. If a member wishes to present a paper it should normally be in the hands of the Secretary General for inclusion in the agenda not less than 5 working days before the Council meeting proposed for its discussion.

### **3.3 Proceedings**

- 3.3.1** The President shall preside at Council meetings. If the President is absent from a Council Meeting, one of the Vice-Presidents shall preside at that meeting.
- 3.3.2** The President and the Vice-Presidents will devise a seating plan and name cards will indicate places at the table.
- 3.3.3** If a member of the Society creates a disturbance or interrupts the proceedings at any meeting the chairman may, after warning, order his removal from the Law Society's premises.
- 3.3.4** All persons attending meetings of the Council switch all portable telephones, pagers and other electronic devices to silent mode before entering the Council Chamber.
- 3.3.5** The Secretary General shall be responsible for keeping the minutes of the proceedings of the Council. The minutes shall record the attendance of members, papers considered and decisions taken. Draft minutes of Council meetings shall be forwarded to the President, or if the meeting was chaired by a Vice-President, to that Vice-President, for review within three full working days of the meeting. The Secretary General, unless otherwise directed by the President, shall act forthwith on decisions made by the

**Council.**

**3.4 Discussion & Voting**

- 3.4.1 Meetings will normally take place in two parts. The first part will be open to members of the Society and will deal with general matters. The second part which will be restricted to Council members and relevant staff of the Secretariat, will consist of confidential items for discussion.**
- 3.4.2 Discussions at Part Two of Council meetings are to be treated as confidential. Individual members of the Council have a duty to keep confidential all discussions which take place in relation to (Part Two of) the agenda at Council meetings. The duty extends to the papers prepared for use at such meetings and should be observed in the spirit as well as the letter. However, the President, or failing him the Vice-President who chairs the meeting may decide whether confidentiality shall still apply once the meeting is over or at such other time as may be considered appropriate in the circumstances of each particular item.**
- 3.4.3 The Chairman of the meeting shall have authority at any time during the course of the meeting to transfer discussion of any item in Part One of the agenda to Part Two or vice versa if he considers it appropriate to do so in accordance with the Guidelines for designation of confidential business.**
- 3.4.4 Subject to paragraph 3.4.5 below no decision on any matter of policy shall be taken at a Council meeting unless the item has been included on the agenda.**
- 3.4.5 Any Council member may introduce an item for discussion under the heading of "Urgent business brought forward by direction of the President" provided that member has first obtained the President's consent to do so and has provided the President and the Secretary General with copies of the paper by 11:00 a.m. on the morning of the Council meeting.**
- 3.4.6 Discussion of agenda items will start with a brief introduction to the issues given by the chairman of the relevant Standing Committee from which the agenda item originates. If the chairman is not present at the meeting the introduction shall be given at the direction of the President by a Council member serving on the relevant committee or such other person as the President shall**

direct. Discussion on the item should follow thereafter with one member at a time speaking at the invitation of the President until such time as those Council members who wish to participate in the discussion have done so.

3.4.7 Where it is necessary to put any decision to a vote the matter shall be decided by a majority of votes, and, in case of an equality of votes, the Chairman shall have a second or casting vote.

3.4.8 Members have collective responsibility for decisions of the Council. Whilst a Council member is free to express his differing views within the Council Chamber and to vote against any proposal, he is expected to support the majority decision of his fellow Council members at all times thereafter.

### **3.5 Conflict of Interest**

3.5.1. If on the preparation of the agenda for any meeting of the Council, standing committees, committee or working party it shall appear to the Secretary General that an item for discussion may place a member of the Council, standing committee, committee or working party in a position of conflict between his personal or professional interests and those of the Law Society, the Secretary General shall refer the matter to the President in the case of a Council meeting or the chairman of the relevant standing committee, committee or working party with a view to excluding the agenda papers for the specific item from the affected Council, standing committee, committee or working party member.

3.5.2 Any Council member who becomes aware that he has personal or professional interests in conflict with those of his role as a Council member shall forthwith disclose the fact and shall, unless the chairman determine otherwise, leave the meeting place whilst the issue in which he has such an interest is under discussion. In the event of a dispute as to whether a conflict exists, the chairman of the meeting shall so decide and his decision shall be final. Any member with a personal or professional interest in conflict with those of his role as a Council member shall not vote in respect of that issue.

3.5.3. In the event that the President becomes aware that he has personal or professional interests in conflict with those of his role as a Council member or chairman of the meeting he

shall forthwith disclose the fact whereupon the remaining members of the Council shall in the absence of the President decide which of the Vice-Presidents shall act as chairman for the discussion of the particular issue. The Vice-President thus chosen shall take the chair for the discussion of the issue in which the President has an interest and the remaining provisions of Standing Order 3.5.1 shall apply to the President as though he were a member of the Council with an interest in conflict with his role as such.

3.5.4 If for any such reason as referred to above neither the President nor any of the Vice-Presidents is able to take the chair for the discussion then the remaining members shall between themselves and in the absence of the President and Vice-Presidents elect one of their number to act as chairman for the discussion and the foregoing provisions of this Standing Order shall apply.

3.5.5 The provisions of the preceding Standing Order 3.5.3 and 3.5.4 shall apply in respect of the President, Vice-Presidents or chairman of any standing committee, committee or working party.

3.5.6 Following discussion of an item of business in which a member of the Council, standing committee, committee or working party has an interest in conflict with those of the Law Society the minutes of such discussion shall not be made available to the affected member.

### 3.6 Miscellaneous Provisions

3.6.1 In the event that the business has not been concluded after two and a half hours the meeting shall be adjourned and the unfinished business shall be discussed at the next scheduled meeting.

3.6.2 When there are agenda items left outstanding the Council may delegate to the President in consultation with the Vice-Presidents, to resolve or determine such outstanding matters in any way which he considers appropriate. If such discretion shall be exercised the President will report to the Council at its next scheduled meeting on what action has been taken.

3.6.3 Members should retain Council meeting papers for 12 months.

### **3.7 Representatives on external bodies**

A member of the Law Society appointed, or recommended for appointment, by the Council, any Standing Committee, Committee or Working Party to participate as a representative or nominee of the Law Society in the work of any external body shall report where permitted on a regular basis to the Council, Standing Committee, Committee or working party which appointed or recommended his appointment and shall provide the Council, Standing Committee, Committee or Working Party promptly with all minutes and relevant papers of the body on which he serves.. The mode of reporting shall be a matter to be determined by the Council or relevant committee but may take the form of regular provision of the minutes and any accompanying documents relating to meetings of the external body.

## **IV. STANDING COMMITTEES**

### **4.1 General**

- 4.1.1 The terms of reference of the five Standing Committees are set out in Appendix B to F respectively and may from time to time be amended, altered, changed, revised, repealed or approved by the Council.
- 4.1.2 Save with the approval of the Council no member other than the President and Vice-Presidents may chair more than one Standing Committee or sit on more than two Standing Committees. No member may serve as chairman of a Standing Committee for more than three years.
- 4.1.3 It shall be a general rule, to be waived in the sole discretion of the Council, that there shall not be more than one member of the same firm on the membership of any Standing Committee.
- 4.1.4 Each non-Council member shall be appointed to serve the Standing Committee for a period not exceeding three years at the conclusion of which period the appointment of the member shall be reviewed in accordance with 4.2.5 hereof. A further period of appointment not exceeding three years may be approved by the relevant Standing Committee chairman.

## **4.2 Composition of the Standing Committees**

- 4.2.1** The Standing Committee on Policy and Resources shall comprise the President, who shall be chairman, the two Vice-Presidents and such other members of the Council as the President and Vice-Presidents shall determine.
- 4.2.2** The Standing Committee on Policy and Resources shall consult widely and annually recommend to the Council the names of the chairman and Council members of each of the other Standing Committees.
- 4.2.3** The Standing Committee on Policy & Resources may at any time during the year and after consultation with the chairman of the other relevant Standing Committee, recommend to the Council the name of any Council member who may be appointed to, or removed from, any Standing Committee.
- 4.2.4** Each Standing Committee except the Standing Committee on Policy and Resources may co-opt non-Council members to its membership. Membership of the Standing Committee on Policy & Resources shall be limited to members of the Council.
- 4.2.5** The membership of the non-Council members of the Standing Committees shall be reviewed annually by the chairman of each Standing Committee who shall report thereon to the Standing Committee on Policy & Resources prior to the annual review of Standing Committee membership.
- 4.2.6** An individual Council member, where proposed and seconded by other Council members, may also stand for direct election by Council to a standing committee.

## **4.3 Responsibilities of chairmen**

**Standing committee chairmen shall be responsible for:**

- (a)** appointing a Vice-chairman of the Standing Committee as soon as practicable after the commencement of each year of office such Vice-chairman to retire at the ensuing Annual general meeting but being eligible for re-appointment shall not serve more than three consecutive terms as Vice-chairman.



- (b) planning the work of their committees in advance and setting agendas for particular meetings, in concert with the departmental committee secretary;**
- (c) monitoring the progress of policy issues, and their implementation once agreed;**
- (d) taking executive action on minor or urgent matters between committee meetings;**
- (e) liaising with the chairman and/or members of each committee and working party within the responsibility of the Standing Committee of which he is a chairman and in particular as to the composition and membership of those committees or working parties; and**
- (f) reviewing annually the membership of all such committees and working parties and report thereon to the Standing Committee on Policy & Resources.**

#### **4.4 Meetings**

- 4.4.1 Standing Committee meetings will normally be held once every month. Additional or alternative meetings will be held at such times as the chairman may decide for the transaction of urgent business.**
- 4.4.2 The Director or Assistant Director of the corresponding department shall serve as secretary to the relevant Standing Committee.**
- 4.4.3 Any member who cannot attend a meeting of the Standing Committee should, whenever possible, notify the secretary of the absence before the meeting.**
- 4.4.4 The name of any member who fails to attend four out of six consecutive meetings shall be notified by the secretary via the Secretary General to the Standing Committee on Policy & Resources.**

#### **4.5 Notice & Agenda**

- 4.5.1 Items for discussion on the agenda will be set out in papers prepared by the Secretariat in consultation with the chairman of the Standing Committee. If a member wishes to present a paper it should normally be in the hands of the Secretary General for inclusion with the agenda not less**

than 5 working days before the Standing Committee meeting proposed for its discussion.

4.5.2 Notice of meetings, the agenda and all relevant papers shall be delivered to members so as to allow not less than two full working days (which includes Saturdays) before the day of the meeting.

4.5.2 The agenda for each meeting shall be determined by the Chairman or failing him the Vice-Chairman.

#### **4.6 Proceedings**

4.6.1 The provisions relating to the conduct of Council meetings set out in Standing Order 3.3 hereof shall apply mutatis mutandis to the meetings of Standing Committees.

#### **4.7 Discussions and Voting**

4.7.1 The President may attend and participate in the deliberations of any other standing committees.

4.7.2 The provisions relating to discussions and voting at Council meetings set out in Standing Order 3.4 hereof shall apply mutatis mutandis to the meetings of Standing Committees.

#### **4.8 Conflict of interest**

4.8.1 The rules relating to conflict of interest applicable to Council meeting and set out in Standing Order 3.5 hereof shall apply mutatis mutandis to meetings of Standing Committees.

### **V. COMMITTEES AND WORKING PARTIES**

#### **5.1 Formation**

5.1.1 A Standing Committee may establish such committees and working parties as it requires except in cases dealing with individual policy issues and casework which shall be subject to the approval of the Council.

5.1.2 A Standing Committee shall determine the name and composition of the committee or working party and shall settle its terms of reference before it is first convened.

**5.1.3 A committee shall only be established to deal with matters which are likely to be of continuing importance and relevance to the Society over time and where some or all of the following criteria apply:**

- (i) there is a need to involve specialists or special interest groups not available or represented on the standing committee;**
- (ii) there is a need to apply policy to specific instances or cases which would involve the standing committee in too much detail, e.g., the Consents Committee; and**
- (iii) there is a need to delegate authority to a committee with a specialised role, e.g., the Investigations Committees;**

**5.1.4 A working party shall only be established to deal with specific matters on which the Society has to develop or present a point of view. A working party must be given a timetable for the completion of its work. Unless set out in its terms of reference, a working party shall have no authority to take decisions binding on the Society. After a working party has submitted its report, unless it is given a further task, it shall be automatically dissolved.**

## **5.2 Appointment of Members and Chairman**

**5.2.1 A Standing Committee shall appoint the chairman and all members to committees and working parties within its area of responsibility.**

**5.2.2 Standing Order 4.1.3 prohibiting more than one member of the same firm from serving on the same Standing Committee shall apply in respect of all committees and working parties but subject to the discretion of the Council to waive the said prohibition.**

## **5.3 Powers and Responsibilities**

**5.3.1 (i) Committees taking decisions on casework (e.g. Consents Committee) should communicate such decisions to the parties involved in their own name. If the letter needs to refer to a long-standing policy decision the expression "the Society" may be used.**

Unless a matter has been specifically determined by the Council its name should not be used. In appropriate cases reference may be made to the powers delegated to a committee by the Council.

- (ii) Standing Committees and other committees dealing with practice or ethical matters should communicate decisions to members whether individually, by circular or otherwise in their own name.
- (iii) Committees or working parties dealing with law reform matters shall respond to consultations from Government, the Law Reform Commission and other similar bodies in the name of the Law Society, subject to the following conditions:
  - a) that the Standing Committee or its members be informed when a consultation paper is received;
  - b) that if, in the opinion of the committee, the working party, any member of the relevant Standing Committee or the Secretary General, issues of policy which the Standing Committee needs to determine are raised, then the papers or a summary shall be placed before the Standing Committee for consideration; and
  - c) that the Standing Committee or its members be supplied with a copy of all papers, whenever possible, before they are despatched.
- (iv) Any committee or working party proposing to make oral representations before the Legislative Council or any similar body, or to issue a press release or statement must notify the Secretary General or the relevant Director in advance who will seek the consent of the relevant Standing Committee or, in urgent cases, its chairman.
- (v) Any committee or working party has the power to set up sub-committees as it considers appropriate.

**5.3.2 Committees and working parties must keep minutes and make regular reports (the manner and frequency to be included in the terms of reference) on all matters delegated to committees and working parties, including progress on all major projects and reasons for any delay in meeting**

target dates.

#### **5.4 Agenda & Minutes**

**5.4.1** The secretary to the committee or working party shall prepare the agenda for each meeting of the committee or working party in consultation with the chairman. Unless the chairman otherwise directs notice of meetings, the agenda and all relevant papers shall be delivered to members so as to allow two full working days (which includes Saturdays) before the day of the meeting.

**5.4.2** The minutes of subcommittees and working parties shall be included on the agenda of the relevant committees.

**5.4.3** The secretary of the committee or working party shall be responsible for keeping the minutes of the proceedings of the committee. The minutes shall record the attendance of members, papers considered and decisions taken. Draft minutes of committee or working party meetings shall be forwarded to the chairman for review within two full working days of the meeting. The secretary, unless otherwise directed by the chairman, shall act forthwith on decisions made at the committee or working party meeting.

#### **5.5 Proceedings**

The provisions relating to the conduct of meetings set out in Standing Order 3.3 hereof shall apply mutatis mutandis to meetings of committees, sub-committees and working parties.

#### **5.6 Discussions and Voting**

**5.6.1** The provisions relating to discussions and voting at Council meetings set out in Standing Order 3.4 hereof shall apply mutatis mutandis to meetings of committees, sub-committees and working parties.

**5.6.2** The President and Vice-Presidents may attend and participate in the deliberations of any committee, sub-committee or working party. The President and Vice-Presidents shall be provided with the agenda but not the agenda papers for all scheduled meetings of the Standing Committees and shall on request be provided with the agenda papers subject to there being no conflict between their interests and those of the Law Society.

## **5.7 Conflict of interest**

The provisions relating to conflict of interest set out in Standing Order 3.5 hereof shall apply mutatis mutandis to meetings of committees, sub-committees and working parties.

## **5.8 Absence from Meetings**

5.8.1 Any member who cannot attend a meeting of any committee, working party or sub-committee, whenever possible, should notify the Secretary General or the secretary to the committee or working party of the absence before the meeting.

5.8.2 The name of any member who fails to attend three consecutive meetings out of any six meetings of any committee, subcommittee or working party shall be notified by the Secretary General to the Standing Committee on Policy & Resources.

## **VI. THE PRESIDENT**

6.1 The duties of the President shall include:

- (a) presiding at general meetings of the Society;
- (b) presiding at meetings of the Council, including similar responsibilities to those described in paragraph 4.3 for chairmen of Standing Committees;
- (c) presiding at meetings of the Standing Committee on Policy and Resources;
- (d) leading delegations from the Society to international and national conferences;
- (e) leading deputations to the Chief Executive of the Hong Kong SAR, the Chief Justice, Secretary for Justice and Government Bureaux, departments and similar bodies both within the Administration of the HKSAR and otherwise;
- (f) handling public relations;

- (g) having frequent contacts with members of the Court of Final Appeal, Court of Appeal and the High Court, District Court, Magistrates Court, Lands Tribunal and Labour Tribunal;
- (h) addressing, at intervals throughout the year of office members of the profession including newly admitted solicitors;
- (i) entertaining distinguished visitors; and
- (j) representing the profession at dinners or other meetings of other professional bodies and community organisations;

## **VII THE VICE-PRESIDENTS**

- 7.1 (i) As soon as practicable after the election of a President in accordance with Article 16 of the Society's Memorandum & Articles of Association the Council shall elect two Vice-Presidents. The Vice-Presidents thus elected shall hold office until the conclusion of the next Annual General meeting of the Law Society at which time they shall retire but may offer themselves for re-election .
- (ii) The duties of the Vice-Presidents shall be to support in the President in the execution of his duties and to chair meetings in the absence of the President.

## **VIII. WAIVER**

- 8.1. The Council may pass a specific resolution to amend, waive or suspend all or any of these Standing Orders or to ratify any waiver or suspension thereof.

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