



The Law
Society

General Regulations

11 December 2025

Table of equivalences

(This is not part of the General Regulations – included for information only)

Subject	New GR number (GRs 2024)	New GR page number	Former GR number (December 2023)
Interpretation	1	Page 3	1
Council meetings and procedures	2-14	Page 4	2-14
Board and Committee structure and delegation	15-17	Page 8	15-17
Appointment of Special Committees of the Council	18	Page 9	25
: Audit Committee	19-20	Page 10	26-27
: Conduct Committee	21-23	Page 11	28-29
: Council Membership Committee	24-25	Page 14	30-31
: Equality, Diversity and Inclusion Committee	26A-26B	Page 15	32-33
: Scrutiny and Performance Review Committee	27-29	Page 17	34-35
The Board	30-33	Page 19	18-21
Committees of the Board	34	Page 22	36
: Finance and Investment Committee	35-37	Page 23	45-46
: Membership and Communications Committee	38-40	Page 25	40-42
: National Board for Wales	41-43	Page 26	47A-47C
: People and Remuneration Committee	44-46	Page 28	43-44
: Policy and Regulatory Affairs Committee	47-49	Page 30	37-39
Terms of Office of Board Committees	Now covered under each committee as above	Page 23 etc	38, 41, 47, 47B
The SRA	50-52	Page 32	22-24
General Procedural Matters	53-57	Page 35	48-52

Interpretation

1(1) An expression defined in the Charter or the Bye-Laws has the same meaning in these Regulations, unless the context otherwise requires.

(2) In these Regulations -

- (a) "the Act" means the Solicitors Act 1974;
- (b) "the 2007 Act" means the Legal Services Act 2007;
- (c) "the Board" means the Board established by Regulation 16(1);
- (d) "Board committee" means a committee established under Regulation 34;
- (e) "Bye Laws" means the bye laws of the Society adopted at a general meeting;
- (f) "the Charter" means the Royal Charter of 26 February 1845, as supplemented by Charters of 1872, 1903, 1909 and 1954 and as amended subsequently;
- (g) "Chief Executive" means the Chief Executive of the Society;
- (h) "Council Committee" means a committee of the Council established under Regulation 18;
- (i) "Elected or appointed members" means Council members and any non-Council members, whether solicitors or not, of boards, committees, subcommittees, working groups and other bodies and groups at the Society (with the exception of directors of the SRA and members of committees or sub-units of the SRA);
- (j) "Group" means the Society and the SRA;
- (k) "Internal Governance Rules" means internal governance rules made by the Legal Services Board;
- (l) "office holders" means the President, Vice President, and Deputy Vice President;
- (m) "permitted purposes" has the meaning given in section 51 of the 2007 Act;
- (n) "practising fees" has the meaning given in section 51 of the 2007 Act;
- (o) "regulated persons" has the meaning given in section 21(3) of the 2007 Act;
- (p) "regulatory arrangements" has the meaning given in section 21 of the 2007 Act;
- (q) "regulatory functions" has the meaning given in section 27 of the 2007 Act;
- (r) "representative functions" has the meaning given in section 27 of the 2007 Act;
- (s) "the Society" means the Law Society of England and Wales, a body incorporated by the Charter;

(t) "SRA" means Solicitors Regulation Authority Limited, a company registered in England (company registration number 12608059), a wholly owned subsidiary of the Society; and

(u) "the Tribunal" means the Solicitors Disciplinary Tribunal established under section 46 of the Act.

(3) Any reference in these Regulations to the Act, the 2007 Act, any other Act or the Bye-Laws is a reference to that Act or Bye-Laws as subsequently amended, re-enacted or replaced.

(4) The Interpretation Act 1978 applies to these Regulations as to an Act of Parliament.

Council meetings and procedures

Dates of Council meetings

2 The dates of regular Council meetings shall be fixed by the Council.

3 The President may -

(a) alter any date for a regular Council meeting; or

(b) cancel a regular meeting which has been scheduled.

4 A special Council meeting may be called by -

(a) the President;

(b) any 25 Council members by giving notice to the Chief Executive; or

(c) the Chief Executive.

5 The date and business of a special Council meeting shall be specified by the person or persons calling it and no business other than that so specified shall be taken at the meeting.

Chairing of Council meetings

6 (1) The President shall take the chair at all Council meetings.

(2) In the absence of the President, or if they decline to take the chair, the Vice President shall take the chair.

(3) In the absence of both the President and the Vice President, or if both decline to take the chair, the Deputy Vice President shall take the chair.

(4) If the President, Vice President and Deputy Vice President are absent, or if all of them decline to take the chair, the Council members present shall choose one of their number to preside.

Quorum at Council meetings

7 (1) A Council meeting shall be adjourned if fewer than 25 Council members are present.

(2) If a quorum ceases to exist at any Council meeting and the meeting is adjourned under (1), this shall not affect the validity of any business transacted when a quorum was present.

(3) In determining whether a quorum is present at any Council meeting, any member shall be excluded from the quorum for the consideration of any item of business if he or she is disqualified from participating in the consideration of that item in accordance with the Principles of Conduct for Elected and Appointed Members.

Admission to Council meetings

8 Any member of the Society or legal journalist shall be entitled to attend, and to receive agenda papers for, the non-confidential part of Council meetings.

Order of business at Council meetings

9 Unless the chair directs otherwise, the order of business at Council meetings shall be -

- (a) the chair shall be taken in accordance with Regulation 6;
- (b) the minutes of the preceding meeting shall be taken as read and, subject to any correction, confirmed;
- (c) answers shall be given to questions; and
- (d) other business shall be taken in the order directed by the chair.

Motions and amendments to motions at Council meetings

10(1) Motions may be proposed at Council meetings by -

- (a) the chair;
- (b) the Board;
- (c) the Policy and Regulatory Affairs Committee;
- (d) the Membership and Communications Committee;
- (e) individual Council members.

(2) No motion may be proposed by the Board inviting the Council to take action on any matter exclusively within the terms of reference of the SRA, but the Board may propose a motion to request the SRA to consider an issue exclusively within the SRA's terms of reference.

(3) A motion proposed by the Board may be moved by the chair of the Board (whether or not they are a member of the Council), or by any Council member who is a member of the Board, and it shall not be seconded.

(4) A motion by the chair of the Council meeting shall not be seconded.

(5) A motion to be proposed by a Council member shall be included in the agenda for the meeting only if -

(a) in the case of a motion proposing any amendment to the Bye-Laws or these Regulations, notice of the motion has been received by the Chief Executive not less than 28 clear working days before the meeting and the motion has been circulated by the Society to Council members within 5 working days of receipt, inviting their comments within a further 5 working days;

(b) in the case of all other motions, notice of the motion has been received by the Chief Executive not less than 12 clear working days before the meeting; and

(c) in the case of all motions, in the opinion of the President the motion relates to the affairs of the Society or of the solicitor profession.

(6) The determination of whether a motion falls under 5(a) or 5(b) above shall be made by the President.

(7) A Council member's motion which has been received less than 12 clear working days before a Council meeting shall be taken only in case of urgency, as determined by the President.

(8) An amendment to a motion may be proposed by a Council member by giving advance notice of the amendment to the Chief Executive at least 5 working days in advance of the meeting. If advance notice is not given, the amendment will not be tabled or discussed unless the chair considers that there were exceptional circumstances which excuse failure to give advance notice.

(9) A motion shall not be open to amendment unless notice of amendment has been given in accordance with (8) above.

(10) The procedure for dealing with amendments to motions is as follows:

(a) An amendment may be discussed only if it has been proposed and seconded.

(b) An amendment will be admitted for discussion only if it is within the scope of the motion, and is intended:

- (i) to omit words from the motion; or
- (ii) to omit words and insert or add others; or
- (iii) to insert or add words; or
- (iv) to propose that the motion be referred to the Board or a Council committee, in which case it will be treated as an amendment and dealt with accordingly.

(c) A proposed amendment will not be open to further amendment during or following discussion.

(d) Only one amendment is to be discussed at a time, but the chair of the meeting may permit two or more amendments to be discussed together if it is considered that this will assist the Council.

(e) If an amendment is lost, other amendments may be moved to the original motion. If an amendment is carried, the motion as amended will become the substantive motion.

(f) Unless the chair of the meeting agrees, a member may not move more than one amendment to any one motion.

(g) A Council member proposing an amendment may speak immediately after it has been proposed, or may defer speaking until later in discussion.

Closure of debate

11(1) A member who has not spoken in a debate and who wishes to move the closure of the debate shall do so by moving a motion (a "closure motion") either -

(a) that the question in the substantive be put; or

(b) that the meeting proceeds to the next business.

(2) A closure motion shall be seconded by a member who has not spoken in the debate.

(3) No debate on a closure motion shall take place, and the closure motion shall be put to the vote immediately after it has been proposed and seconded.

(4) If a closure motion is carried and seeks that the question in the substantive motion be put, the mover of the substantive motion shall, unless the chair directs otherwise, have the right to reply before the question is put.

(5) Unless the chair otherwise directs before a closure motion is put to the vote, the passing of a motion to close the debate on an amendment to a motion shall not prevent -

(a) the continuation of the debate on the substantive motion; or

(b) any further amendments to the substantive motion being moved.

(6) A closure motion under this Regulation shall be passed by a vote of at least two-thirds of the members present and voting.

Voting

12(1) Unless the Charter, the Bye Laws or these Regulations otherwise provide, all motions before the Council shall be decided by a majority of the members present and voting.

(2) In the event of an equal vote, the chair shall have a second (or casting) vote.

Rescission of resolutions

13 No resolution of the Council shall be rescinded (wholly or partly) within one year, unless -

- (a) written notice has been sent to all Council members; or
- (b) the rescission is, or arises from, a recommendation in a report from the Board or a Council committee.

Adjournment of Council meetings

14(1) The chair may adjourn a Council meeting to a future fixed day and time and shall do so if directed by the meeting.

(2) No business shall be transacted at an adjourned Council meeting other than business left unfinished at the previously adjourned meeting.

(3) If a Council meeting is adjourned for seven days or more, notice of the adjourned meeting, and of the business to be transacted at the adjourned meeting, shall be given to all Council members.

(4) No notice is required if a Council meeting is adjourned for less than seven days.

Board and committee structure and delegation

Discharge of functions

15(1) Pursuant to section 79(1) of the Act, the Council may arrange for any function of Council to be exercised by:

- (a) a committee of the Council;
- (b) a sub-committee of the Council;
- (c) a body corporate which shall be a wholly owned subsidiary of the Society, established for the purpose of discharging functions of the Council; or
- (d) an individual (whether or not a member of the Society's staff).

Establishment of the Board

16(1) There shall be a Law Society Board ("the Board").

(2) The President, Vice President and Deputy Vice President shall be *ex officio* members of the Board but shall not be eligible to serve as chair of the Board while serving as President, Vice President or Deputy Vice President.

(3) The Board shall be deemed to be a committee of the Council for the purpose of Regulation 15 and Section 79(1)(a) of the Act, and as such shall be empowered to carry out such of the Council's functions as are referred to in its terms of reference.

(4) The Board may arrange by resolution for functions which may be discharged by it to be discharged by -

(a) sub-committees of the Board, which are deemed to be sub-committees of the Council for the purpose of Section 79(2)(a) of the Act; or

(b) individuals (whether or not members of the Society's staff).

(5) Sub-committees of the Board may arrange for functions which may be discharged by them in accordance with Regulation 16(4)(a) to be discharged by members of the Society's staff.

(6) Where functions may be discharged in accordance with Regulation 15 or 16 by the holder of a post or office, they may be discharged by the permanent holder of that post or office or by any person temporarily filling that post or office.

(7) Regulations 15 and 16 do not preclude the Council, the Board, or any sub-committee of the Board from directly discharging a function which has been delegated in accordance with these Regulations, but the Council shall not discharge any function delegated under these Regulations to the SRA except in accordance with the Internal Governance Rules.

(8) Regulations 15 and 16 do not affect the terms under which the Chief Executive and other members of the Society's staff (and those working for the SRA) perform their duties in accordance with their contracts of employment, job descriptions or internal office procedures.

Equality, diversity and inclusion training

17 (1) No elected or appointed member shall take office (whether for the first time or on re-election or re-appointment) as a member of a Council Committee or as a member of the Board, or a Board Committee or any Law Society committee unless they have undertaken prescribed equality, diversity and inclusion training.

(2) No person shall take office as chair of a Council Committee, the Board or a Board Committee or as chair of any recruitment panel within the Society unless they have undertaken prescribed training on unconscious bias and disability issues.

(3) In this Regulation, "prescribed" means prescribed by the Council. The training referred to in (1) and (2) shall be additional to any training which is mandatory for all Council members under the Society's governance arrangements.

Council committees

18 (1) There shall be the following Council Committees -

- (a) Audit Committee
- (b) Conduct Committee
- (c) Council Membership Committee
- (d) Equality, Diversity and Inclusion Committee
- (e) Scrutiny and Performance Review Committee.

(2) The work of the Council Committees, with the exception of the Conduct Committee, shall be advisory only and they shall exercise no delegated powers on behalf of the Council unless the Council specifically so resolves.

Membership of Audit Committee and term of office of chair and members

19 (1) Membership of the Audit Committee shall be -

- (a) a chair, who shall not be a Council member or a director of the SRA and shall be a qualified accountant with appropriate financial experience, appointed by the Council on the recommendation of the Board;
- (b) two members of the Board to be agreed by the Board from time to time; and
- (c) two members who shall not be Council members or directors of the SRA, with appropriate financial experience, appointed by the Council on the recommendation of the Board and the chair of the Audit Committee.

(2) The chair and members of the Audit Committee shall serve a three-year term of office, renewable for one further term of three years only.

(3) At the discretion of the chair, non-members of the committee may be invited to attend any meeting of the committee.

Terms of reference and powers of Audit Committee

20 (1) Responsibility for ensuring the operation of effective systems of financial control, risk management and internal audit is delegated by the Council to the SRA and the Board, subject to the Council's residual assurance role over these matters under the Internal Governance Rules. The SRA and the Board:

- (a) shall each provide a report to the Audit Committee annually on the operation of these systems, including on how they operate in respect of any shared services and common systems, to provide assurance to the Audit Committee; and
- (b) each have the responsibility to report to the Audit Committee any matters arising in the systems for financial control, or elsewhere, which are relevant to the Audit Committee's responsibility to provide assurance to the Council on the Group's accounts and financial statements.

(2) The terms of reference of the Audit Committee are -

- (1) To receive and consider reports from the SRA and the Board as referred to in Regulation 20(1) for assurance purposes.
- (2) To review and advise the Council on the accounts and financial statements, including interim statements in-year, and related information, and accounting policies of the Group, to provide assurance that the accounts and financial statements of the Group are true and fair and in conformity with the applicable accounting standards, and to advise the Board as to whether the accounts should be approved.
- (3) To advise the Board on the appointment of the Society's external auditors and generally to oversee their work, independence and the value for money of the services they provide.
- (4) To receive reports from the Society's internal auditors and other review bodies as appropriate.
- (5) To oversee any action taken in the light of the external auditors' management letters and to report to the Council any concerns arising from or relating to the financial control environment within the Group to enable the Council to perform its residual assurance role.

(21) The powers of the Audit Committee are –

- (1) The Audit Committee may obtain advice from any external source on any aspect of its terms of reference, taking proper account of budget availability, and may invite external advisers to attend its meetings.
- (2) The Audit Committee may report directly to the Council on any aspect of its terms of reference.
- (3) The Audit Committee may seek information and copies of any papers relevant to any aspect of its terms of reference as it may stipulate from any member of the Council or Board or any member of a Council Committee or Board Committee or any member of the Society's staff or any other person. The committee shall report any failure to comply with such requests to the Council for action.
- (4) The Audit Committee shall be empowered to direct any member of the Society's staff to attend any of its meetings for the purpose of giving information on any aspect of its terms of reference, reporting any failure to comply with such a direction to the Chief Executive.
- (5) The Audit Committee shall exercise its role in relation to the SRA subject always to the Internal Governance Rules, and any protocol agreed between the SRA and the Society governing the assurance arrangements between them. Any power that the Society may exercise under such an assurance protocol to seek information from the SRA may be exercised directly by the Audit Committee in respect of information within the scope of its terms of reference.

Membership of Conduct Committee and term of office of chair and members

22 (1) Subject to Regulation 22(2), membership of the Conduct Committee shall be -

- (a) a chair who shall be elected by ballot of the Council and be a Council member at the date of announcement of the election; and
- (b) eight other members who shall be elected by ballot of the Council and be Council members at the date of announcement of their election, one of whom may be designated by the Committee as vice-chair.

(2) The Conduct Committee shall appoint a pool of at least six additional members to serve on panels of the Conduct Committee, who shall not be Council members and may or may not be solicitors.

(3) Panels of the Conduct Committee investigating complaints against individual members shall each include at least one member of the pool of additional members constituted under Regulation 22(5). Once a panel has been established, its members shall remain members of that panel even if they cease to be members of the Committee.

(4) The chair of the Conduct Committee shall serve a three-year period of office, renewable exceptionally for one further year at a time up to a maximum of three years, provided that they are a Council member at the date of announcement of any renewal election.

(5) The other members of the Conduct Committee shall serve a three-year period of office, renewable for one further period of three years only.

Terms of reference and powers of Conduct Committee

23 (1) The terms of reference of the Conduct Committee are -

- (1) To take full account of all matters relating to equality, diversity and inclusion in its work under its terms of reference.
- (2) To keep under review, promote and give guidance on the Principles of Conduct for Elected and Appointed Members and related documents, and to report to the Council from time to time with proposals for amendments to them.
- (3) To investigate and, by authority delegated from the Council under Regulation 18(2), deal with all complaints made by any elected or appointed member or the Chief Executive regarding the conduct of any elected or appointed member.

24 The powers of the Conduct Committee are -

- (1) The Conduct Committee shall when dealing with complaints within the scope of Regulation 23(3) sit in panels of three or, exceptionally, five, as decided by the chair of the Committee, and the chair or vice chair of the Committee shall normally be a member of each such panel. The Conduct Committee may, if it considers it appropriate in any particular case, appoint an independent external person to chair a panel.

(2) If the panel does not uphold the complaint, that shall conclude the matter. If the panel upholds the complaint in whole or in part, it may propose to the Conduct Committee appropriate sanctions to be imposed by the Conduct Committee by notice in writing to the elected or appointed member.

(3) An elected or appointed member in respect of whom it is proposed to impose a sanction under Regulation 24(2) may, within 14 days of notice of the sanction, give notice of intention to appeal against the sanction to the Board. The Board shall set its own procedure for dealing with such appeals. The decision of the Board in relation to any such appeal shall be final.

(4) The Conduct Committee shall have authority to settle its procedures for dealing with complaints provided that such procedures are consistent with any decisions taken by the Council.

(5) The Conduct Committee's powers under Regulation 24(1) and (2) shall include the power, before it has concluded its investigation, to place an elected or appointed member who is not a Council member on administrative suspension if it considers it appropriate in the circumstances by a notice in writing served on such a member who is the subject of -

(a) an investigation by the Conduct Committee, or by such other person or body as may be authorised by the Council, into any allegation that they have breached the Code of Conduct or any other relevant policy applicable to elected and appointed members where serious allegations have been made;

(b) proceedings in any court relating to a criminal offence other than an offence under any road traffic legislation for which only a fine or non-custodial penalty can be imposed; or

(c) regulatory proceedings before the Tribunal or regulatory proceedings issued by any other regulatory body exercising statutory powers to whose jurisdiction the member is subject.

(6) An elected or appointed member placed on administrative suspension under Regulation 24(5) shall not -

(a) carry out any Law Society duties, roles or responsibilities,

(b) go onto Law Society premises (other than to use facilities generally open to members of the Society), or

(c) make contact with staff of the Society except to the extent permitted by the Conduct Committee if it is satisfied that it would be appropriate for the elected or appointed member to continue to perform functions while the investigation or proceedings concerning that member are ongoing.

(7)(1) A notice served on an elected or appointed member under Regulation 24(5) must:

- (a) include the terms of the suspension under Regulation 24(6);
- (b) include a reasonably sufficient statement of the reasons for the suspension; and
- (c) offer the elected or appointed member a reasonable opportunity, within 21 days of the date of the notice, to object to the suspension and/or its terms by making written representations to the Conduct Committee.

(2) Following receipt of any such representations the Conduct Committee must convene a meeting to hear the representations in person if so requested. The elected or appointed member may make representations at that meeting either in person or by a legal representative as the elected or appointed member shall decide.

(8) Following consideration of any representations made by the elected or appointed member under Regulation 24(7), the Conduct Committee must confirm, confirm with amendments, or terminate the suspension.

(9) A suspension imposed on an elected or appointed member under this Regulation will remain in force during any representations process which follows the service of a notice under Regulation 24(5) until it is confirmed, amended or terminated under Regulation 24(8).

(10)(1) Upon conclusion of the investigation or any proceedings referred to in Regulation 24(5)(a), (b) or (c), a member will be entitled to have their suspension lifted unless the Conduct Committee determines that it is appropriate as an outcome of that process for the administrative suspension to be continued.

(2) If suspension is continued under Regulation 24(10)(1) the member will have an opportunity to make further representations to the Conduct Committee under the same process as set out at Regulation 24(7).

Membership of Council Membership Committee and term of office of chair and members

25 (1) Membership of the Council Membership Committee shall be -

- (a) a chair, who shall be a Council member at the date of the election being announced, elected by ballot of the Council;
- (b) two other Council members, elected by ballot of the Council; and
- (c) non-Council members appointed by the Council taking into account the recommendations of the Council Membership Committee.

(2) The chair of the Council Membership Committee shall hold office for a single term of three calendar years, save that exceptionally the chair of the Council Membership Committee may have his or her term extended for a further period of one year at a time up to a maximum of three years if at the date of announcement of each election leading to renewal the chair is a Council member.

(3) Council members of the Council Membership Committee shall hold office for three calendar years from the date of their appointment and may be re-appointed for one further three-year term.

(4) Non-Council members of the Council Membership Committee shall hold office for three calendar years from the date of their appointment.

(5) Non-Council members of the Council Membership Committee may be appointed for up to two further terms of three years, provided that exceptionally the Council may extend the term of office of a non-Council member of the Council Membership Committee beyond a total of nine years, any such extension being for only one year at a time.

Terms of reference of Council Membership Committee

26 The terms of reference of the Council Membership Committee are -

(1) To take full account of all matters relating to equality, diversity and inclusion in its work under its terms of reference.

(2) To keep under review the representative nature of the Council, taking into account the views of sections, networks, groups, associations and other categories of members.

(3) Where after an election under the Bye Laws there remains a vacancy in any constituency, to consider the composition of the Council and to recommend to the Council the type of solicitor that should be elected to fill the vacancy, and the appropriate means of doing so, including recommending any consequent amendment to the Bye Laws.

(4) To keep under review the constituency boundary descriptions in Appendix 1 to the Bye Laws and the numbers of Council members allocated to each constituency, consulting local law societies and members of the Society as necessary.

(5) To keep under review the multi-member constituencies.

(6) To report to the Council, at least once every four years, with any recommendations the Committee considers necessary for the revision of the constituencies set out in Appendix 1 to the Bye Laws.

(7) To keep under review the size of the Council, and to advise the Council if the Charter should be amended to alter the permitted size of the Council.

Membership of the Equality, Diversity and Inclusion Committee and term of office of chair and members

26A (1) The membership of the Equality, Diversity and Inclusion Committee shall be -

(a) a chair who shall be a Council member elected by ballot of the Council and be a Council member at the date of announcement of the election;

- (b) four other Council members appointed by the Council;
- (c) five other members appointed by the Council who shall not be Council members;
- (d) five members appointed by the Committee, with one such member drawn from each of the Ethnic Solicitors Network, the Junior Solicitors Network, the Disabled Solicitors Network, the LGBTQ+ Solicitors Network, and the Women Solicitors Network; and
- (e) the Vice-President, *ex officio*.

(2) The chair of the Equality, Diversity and Inclusion Committee shall serve a three-year period of office, renewable exceptionally for one further period of three years provided that he or she is a Council member at the date of announcement of any renewal election.

(3) The other members of the Equality, Diversity and Inclusion Committee shall serve a three-year period of office, renewable exceptionally for one further period of three years.

Terms of reference of the Equality, Diversity and Inclusion Committee

26B The terms of reference of the Equality, Diversity and Inclusion Committee are -

- (1) To advise the Council, its committees and the Board on matters of equality, diversity and inclusion issues, including -
 - (a) assisting the Council in discharging its oversight responsibility for equality, diversity and inclusion issues;
 - (b) setting the direction and strategic framework for equality, diversity and inclusion issues in the profession and ensuring a co-ordinated approach across the Society;
 - (c) monitoring progress towards the Society's commitment to playing a leading role in the advancement of equality, diversity and inclusion in the profession;
 - (d) reviewing progress against the Society's equality, diversity and inclusion strategic framework and business plan;
 - (e) advising on emerging equality, diversity and inclusion issues for the profession and clients and engaging in dialogue with the profession on such issues; and
 - (f) advising on equality, diversity and inclusion within the member governance structures and committees.
- (2) When the Committee makes a recommendation, the Council, the Board or the committee to whom it is directed must consider the recommendation at the first practicable opportunity and if it does not accept the recommendation, or accepts it only in part, must give reasons for doing so.

Membership of Scrutiny and Performance Review Committee and term of office of chair and members

27 (1) Subject to Regulation 27(2), membership of the Scrutiny and Performance Review Committee shall be -

- (a) a chair, who shall be a Council member elected by the Council by ballot; and
- (b) eight other Council members (at least two of whom shall be geographical constituency members) elected by the Council by ballot.

(2) The President, Vice President, Deputy Vice President and the chairs and members of the Board, the Policy and Regulatory Affairs Committee, the Membership and Communications Committee, the Finance and Investment Committee and the People and Remuneration Committee and National Board for Wales shall not be eligible to serve on the Scrutiny and Performance Review Committee, subject to any specific resolution to the contrary that may be approved by the Council.

(3) The Chair of the Scrutiny and Performance Review Committee shall serve a three-year term of office, renewable exceptionally for one further year at a time up to a maximum of three years.

(4) The other members of the Scrutiny and Performance Review Committee shall serve a three-year period of office, renewable for one further period of three years only.

Terms of reference and powers of Scrutiny and Performance Review Committee

28 The terms of reference of the Scrutiny and Performance Review Committee are -

- (1) To take full account of all matters relating to equality, diversity and inclusion in its work under its terms of reference.
- (2) To review or scrutinise decisions or action taken under delegated powers by the President, Vice President and Deputy Vice President, the Board, the Policy and Regulatory Affairs Committee, the Membership and Communications Committee, the Finance and Investment Committee, the People and Remuneration Committee and the National Board for Wales.
- (3) To make reports or recommendations to the Council on the exercise of delegated powers as mentioned in Regulation 28(2), and to make reports or recommendations to the Board or relevant committee in respect of policy matters, except in relation to matters within the terms of reference of the SRA.
- (4) To review or scrutinise decisions or actions taken under delegated powers other than in Regulation 28(2) provided that no decision by or on behalf of the SRA shall be reviewed or scrutinised under this subparagraph.
- (5) To act, in exercising its functions, in accordance with a Scrutiny and Performance Protocol which the Committee, the Board and the committees referred to in Regulation 28(2) have agreed to follow.

29 The powers of the Scrutiny and Performance Review Committee are -

- (1) Subject to the following provisions of this Regulation, the Scrutiny and Performance Review Committee may recommend to the Board, the Policy and Regulatory Affairs Committee, the Membership and Communications Committee, the Finance and Investment Committee, the People and Remuneration Committee, the National Board for Wales or to the Council that a decision should be reconsidered by the person or body that made the decision or took the action, or that the Council should itself review the decision or action.
- (2) A recommendation under Regulation 29(1) may only be made within 14 days after either -
 - (a) the first meeting of the Scrutiny and Performance Review Committee which takes place following the publication of the decision or action; or
 - (b) if the decision or action is not considered at the meeting referred to in (a), the later meeting at which the decision or action is considered.
- (3) Where the Scrutiny and Performance Review Committee has recommended to the Council that a decision or action should be reconsidered or that the Council should itself review the decision or action, the Council shall consider that recommendation at its next meeting.
- (4) No recommendation under Regulation 29(1) may be made where the decision or action concerned was made by the SRA, or the decision or action relates to -
 - (a) a casework determination; or
 - (b) the work of the Audit Committee.
- (5) The Scrutiny and Performance Review Committee may call in the chairs of the Board, the Policy and Regulatory Affairs Committee, the Membership and Communications Committee, the Finance and Investment Committee, the People and Remuneration Committee and the National Board for Wales, and the senior members of staff responsible to each of those bodies, to discuss the operation of delegated powers or any specific matter where the Committee is considering making a recommendation under Regulation 29(1).
- (6) The Scrutiny and Performance Review Committee may call for any documentation related to the operation of specific delegated powers (except those taken by or on behalf of the SRA) or any matter where the Committee is considering making a recommendation under Regulation 29(1).
- (7) The Scrutiny and Performance Review Committee shall report to the Council any failure to comply with a request made under Regulation 29(6).
- (8) The terms of reference of the Scrutiny and Performance Review Committee in relation to performance review are to review the performance of the Board, the Policy and Regulatory Affairs Committee, the Membership and Communications

Committee, the Finance and Investment Committee, the People and Remuneration Committee and the National Board for Wales, and to draw any matters of concern to the attention of the relevant chairs, the President, Vice President or Deputy Vice President (as appropriate), or where deemed necessary to the attention of Council members, in a timely manner.

(9) Any reference in this Regulation to a decision or action includes an intended decision or action.

The Board

Membership of the Board

30 The membership of the Board shall be -

- (a) a chair, who shall be a solicitor, appointed by the Council following a recommendation by a selection committee elected for the purpose by ballot of the Council;
- (b) a deputy chair, who shall be a solicitor, appointed by the Council following a recommendation by a selection committee comprising the chair of the Board, the chair of the Board's People and Remuneration Committee or another member of the Board who is also a member of the People and Remuneration Committee, and an independent board recruitment specialist external to the Law Society;
- (c) the President;
- (d) the Vice President;
- (e) the Deputy Vice President;
- (f) the chair of the Policy and Regulatory Affairs Committee, chosen by the Council under Regulation 47(a);

Terms of Reference of the Board

31 (1) The Council of the Law Society remains the sovereign body for all Society business. Subject to the powers and responsibilities delegated to the SRA, the Council delegates matters to the Board from time to time as set out in the terms of reference below.

(2) The terms of reference of the Board are -

A: General responsibilities

1. To act as the oversight body managing the effective implementation of the Society's strategy and annual business plan as set by the Council.
2. To support the effective development and implementation of Society policy.
3. To act as the oversight body in relation to the Society discharging its permitted purposes under the 2007 Act (other than those delegated to the SRA).
4. To support and oversee effective engagement with Society members and other key stakeholders at home and abroad.
5. To support and oversee the work of the Society's specialist policy committees, ensuring the co-ordination of the Society's position on legal and regulatory matters in England and Wales and in other jurisdictions, including (but not limited to) the promotion of the solicitor profession, the effective operation of legal institutions, access to justice, the protection of human rights, good law making and upholding the rule of law.
6. To approve and oversee the handling of any litigation arising from the Society's functions which could impact on the reputation of the Society or the interests of members and/or the public, or could result in damages and/or costs payable in excess of a limit to be agreed from time to time by the Council.
7. To ensure that all matters of strategic importance to the Society and the profession, including potential future developments, are brought to the attention of the Council.

B: Business plan, budget and financial matters

1. To recommend to the Council the Society's business plan and budget, and to oversee the appropriate delivery of the Society's strategy and business plan as against the agreed budget, reporting on this to the Council.
2. To review, approve and sign the Society's annual report and accounts, taking account of the opinion of the Audit Committee, before submission to the Society's Annual General Meeting.
3. To recommend to the Council the amount to be collected through the practising certificate fee in relation to the work of the Society, in order for the Council to set

the proportion of practising fees to be applied for permitted purposes relating to representative functions, and to set the respective amounts that should be payable by particular categories of solicitor and firm.

4. To support and offer constructive guidance and challenge to the Chief Executive in relation to the delivery of the business plan.
5. To ensure that the Chief Executive discharges their duties effectively (on the basis of an agreed job description).
6. To oversee the effective management of the resources of the Society, in line with agreed delegated financial authorities (including permitted and non-permitted purposes expenditure), significant revenue-generating activity, investments in new businesses, decisions to cease to operate all or a significant part of any Society business and all matters to do with the Society's property, subsidiary companies, trusts, bursaries, bequests, staff pensions, and matters done under the common seal.
7. To approve unbudgeted expenditure (the financial limit to be agreed by Council)¹.
8. To agree the levels of delegation to the Chief Executive.
9. To approve major capital projects, and any contractual commitments, in line with agreed delegated financial authorities.
10. To ensure the maintenance of a sound system of internal audit and risk management, including approval and monitoring of the Society's risk register and internal audit and control environment and ensuring that the internal audit programme supports, as necessary, the work of the external auditors.
11. To report to the Audit Committee any matters which are relevant to the Audit Committee's responsibility to provide assurance to the Council on the Society's accounts and financial statements.
12. To approve, on the basis of recommendations from the People and Remuneration Committee, the performance management framework, pay policy and terms and conditions for the Chief Executive and the executive directors.
13. To appoint the Society's external auditors, on the advice of the Audit Committee.

C: Governance responsibilities

1. To support and oversee the governance of the Society, and to keep under review the Charters, Bye Laws and these Regulations, reporting to the Council on suggested changes for determination by the Council.

¹ This has been agreed by the Council at a level of £1 million.

2. To recommend to the Council, for determination by the Council, an appropriate structure of Board committees and recommend their terms of reference and membership for approval by the Council.
3. To set the framework for dealing with issues relating to the conduct of Council members, board members and committee members, including declarations of interest.
4. To take full account of all matters relating to equality, diversity and inclusion in carrying out its work under its terms of reference.
5. To oversee the effective implementation of policies relating to staff and elected and appointed members, including those relating to human resources, corporate social responsibility, bribery prevention, whistleblowing, health and safety, procurement, contract management, cyber security and data protection and other policies required by law.
6. To keep its own performance as a Board under review.

Term of Office of the chair, deputy chair, and members of the Board

32 The term of office of the chair, deputy chair and of the members of the Board appointed under Regulation 30 (h), (i), (j), (k) and (n) shall be three years from the date on which their appointment becomes effective, and they shall be eligible for re-appointment for one further term of up to three years.

33 The chair, deputy chair and any member of the Board may be removed from office by resolution of the Council, following a motion submitted in writing to the President no fewer than 12 clear working days before the next Council meeting following such submission by at least 15 Council members or 15% of the Council whichever is the greater. Any such submission shall be notified to the Board chair within 48 hours of receipt and tabled for discussion at the next Council meeting. The Board chair shall be entitled to address the Council in relation to any such submission. If such a submission is approved by resolution of the Council, a four-week period of notice shall come into immediate effect.

Board Committees

34 (1) There shall be five Board Committees:

- (a) Finance and Investment Committee
- (b) Membership and Communications Committee
- (c) National Board for Wales (Bwrdd Cenedlaethol Cymru)
- (d) People and Remuneration Committee
- (e) Policy and Regulatory Affairs Committee.

(2) No person shall serve at the same time on more than one of the Board Committees established under regulation 34(1), except as provided under Regulations 38(c) and 47(d).

Membership of Finance and Investment Committee

35 There shall be at least five members of the Finance and Investment Committee, including -

- (a) a chair who shall be a member of the Board appointed by the Board;
- (b) at least one other member of the Board appointed by the Board;
- (c) at least one other person who shall not be a member of the Board or of the Council, appointed by the Board;
- (d) a Council member appointed by the Board who is not otherwise a member of the Board or of any Board Committee; and
- (e) the Society's Chief Operating Officer.

Meetings of the Finance and Investment Committee may be attended by the Chair of the Board, the Chief Executive and any other person invited by the Committee including members of the Society's staff..

Term of office of members of Finance and Investment Committee

36 The term of office of the chair and members of the Finance and Investment Committee shall be three calendar years from the date of appointment subject, in the case of Board members, to their remaining members of the Board. They shall be eligible to serve one further term of three years.

Terms of reference of Finance and Investment Committee

37 The terms of reference of the Finance and Investment Committee are -

In relation to all its activities

- (1) To take full account of all matters relating to equality, diversity and inclusion in its work under its terms of reference.

In relation to the Society's accounts and financial affairs -

- (2) To consider, with staff, proposals for the Society's financial framework, policies and plans.

- (3) To oversee the financial performance of the Society on a regular basis by:

- a) agreeing the principles and key assumptions for the budgeting process.
 - b) reviewing drafts of the budget, including consideration of the impact on the level of the practising certificate fee.

- c) reviewing in-year re-forecasts of the Society's budget and the key assumptions that support these.
- d) monitoring financial performance against budgets and forecasts.

(4) To keep under regular review the Society's investments policy and ensure that arrangements are in place such that the investments of the Law Society are managed on behalf of the Society in accordance with agreed policy.

(5) To ensure that there are arrangements in place to identify, monitor and mitigate risks with significant potential financial impact.

(6) To report to the Board at least three times a year, and by update reports more frequently as may be required, on the discharge of its duties.

In relation to the Society's financial framework -

- (7) To propose options for timely actions to mitigate risks to satisfactory financial performance.
- (8) To make recommendations to the Board in relation to the Society's reserves policy.

In relation to the Society's investments -

- (9) To give clear instructions to the professional investment advisers on the Society's investment policy, in line with any relevant legislation.
- (10) To monitor the performance of the portfolios managed by the investment advisers and discuss their performance with the investment advisers as necessary.
- (11) To consider changes to investment strategy and make appropriate recommendations to the Board.
- (12) To review any significant internal investments and projects referred to it by the Board, and to oversee the maintenance by the Society of a register of such investments and projects.
- (13) To recommend to the Board any change in the appointment of investment advisers.

Membership of Membership and Communications Committee

38 The members of the Membership and Communications Committee shall be -

- (a) a chair who is a Council member chosen by a method to be determined by the Council;
- (b) seven other Council members (who are not Board members or office holders), elected by ballot of the Council;

- (c) a member nominated by the National Board for Wales established under regulation 34(1)(c);
- (d) up to three members, who shall not be Council members, appointed by the Board; and
- (e) a member of staff nominated by the Chief Executive (non-voting).

Term of office of Membership and Communications Committee members

39 Members of the Membership and Communications Committee appointed under Regulation 38(a), (b), (c) and (d) shall serve terms of three years, renewable for one further term.

Terms of reference of Membership and Communications Committee

40 Subject to the direction and approval (where appropriate) of the Board and Council, and taking into account the budget and financial limits delegated by the Board and acting in collaboration with, and with the benefit of the expertise of, the Society's Executive and staff, the terms of reference of the Membership and Communications Committee are -

- (1) To take full account of all matters relating to equality, diversity and inclusion in its work under its terms of reference.
- (2) To develop, agree and oversee the implementation of the Society's strategies in respect of the Society's engagement with the membership, including (but not limited to) local law societies, the Law Society networks and sections and other solicitor-based groups, associations and networks. This will include keeping under review relevant protocols and policies in respect of permitted membership and the development of applicable elements of the Law Society's strategy.
- (3) To agree and oversee the development of the Society's membership offer.
- (4) To agree and oversee the implementation of the Society's strategy for communicating with members and others, including contributing to the development of the Society's website, email policies, social media channels, the Connect platforms, the Gazette, marketing activities and any other channels as agreed from time.
- (5) To oversee the implementation of the Society's member offerings including the provision of professional development, career advice, and the provision of trusted resources.
- (6) To agree and oversee the development of the Society's events programme to be provided to members (both free and paid for).
- (7) To develop, agree and oversee the development and implementation of arrangements to support Council members in their work and in respect of Council members' communications with their constituents (as determined by Council in October 2021).

- (8) To determine the making of the Society's grants and sponsorships based on the financial limits set by the Board.
- (9) To provide insight and input into the Society's accreditations.
- (10) To provide insight and input into the Society's commercial offerings in so far as they relate to the member offer.

In the furtherance of its role, the Membership and Communications Committee shall develop a plan of work to support the delivery of the above and any other priorities set by the Board or Council and shall annually review these terms of reference.

Membership of National Board for Wales

41 The members of the National Board for Wales shall be -

- (a) Eleven members who shall be solicitors. Of these, up to four shall be the four Council members holding seats for constituencies in Wales or the cross-border constituency, except that any such member may withdraw from membership of the National Board for Wales by notice in writing to the Wales Office of the Law Society should they wish to do so. The remaining members shall be appointed by the Board in line with a process agreed by the Society and administered by the Wales Office of the Society;
- (b) up to two members who may or may not be solicitors co-opted by the Board on the recommendation of the chair of the National Board for Wales.

Terms of office of the chair and members of National Board for Wales

42 The terms of office of the chair, vice-chair and members of the National Board for Wales shall be as follows -

- (a) The term of office of the chair, vice-chair and members of the National Board for Wales shall be three years, renewable by the Board for one further period of three years, except that members co-opted under Regulation 41(b) may be appointed for a shorter period by the Board on the recommendation of the chair of the committee, and that Council members holding seats as set out in Regulation 41(a) will remain members of the National Board for Wales for as long as they hold one such seat.
- (b) The chair and vice-chair shall be elected by the National Board for Wales from its members.
- (c) No member of the National Board for Wales who is not a Council member serving under Regulation 41(a) may be appointed or co-opted to serve a further term of office after completing those permitted under Regulation 42(a) until a period of at least two years has elapsed.

Terms of reference of National Board for Wales

43 The terms of reference of the National Board for Wales are -

- (1) To take full account of all matters relating to equality, diversity and inclusion in its work under its terms of reference.
- (2) To advise the Board as to the views of the solicitor profession in Wales and Welsh solicitors' current priorities and to represent those views and priorities to external bodies in accordance with the policies set by the Board and Council.
- (3) To oversee the Law Society's Wales Office in the development and delivery of its work programme in line with the Society's three-year and annual business plans.
- (4) To oversee the activities of the Society's Wales Office and to report at least annually to the Board as to the efficiency and effectiveness of those activities.
- (5) To oversee the Society's Wales Office engagement with the Welsh Government, the Welsh Parliament, individual Members of the Senedd, Welsh Members of the UK Parliament and other stakeholders.
- (6) To advise the Board on the policies and processes of the ongoing development of Welsh devolution including:
 - (a) the law-making process in Wales
 - (b) the emergence of a distinct body of law which applies only to Wales
 - (c) changes in both law and process applicable only in Wales which impact on the practice of law in Wales
 - (d) the rule of law and access to justice in Walesand to disseminate this information to the solicitor profession throughout England and Wales.
- (7) To recognise, promote and support the contribution of the solicitor profession to the Welsh economy.
- (8) To promote the use of the Welsh language in the delivery of legal services within Wales.

Membership of People and Remuneration Committee

44 There shall be at least six members of the People and Remuneration Committee, including –

- (a) A chair who shall be a member of the Board appointed by the Board;
- (b) At least one other member of the Board appointed by the Board;
- (c) At least one other person who shall not be a member of the Board or of the Council, appointed by the Board;
- (d) A Council member appointed by the Board who is not otherwise a member of the Board or any Committee of the Board; and

(e) The Law Society's Operational Director of People and Organisational Development.

Meetings of the committee may be attended by the Chair of the Board, the Chief Executive, the Chief Operating Officer and any other person invited by the committee.

Term of office of members of People and Remuneration Committee

45 The term of office of the chair and members of the People and Remuneration Committee shall be three calendar years from the date of appointment subject, in the case of Board members, to their remaining members of the Board. They shall be eligible to serve one further term of three years.

Terms of reference of People and Remuneration Committee

46 The terms of reference of the People and Remuneration Committee are -

- (1) To take full account of all matters relating to equality, diversity and inclusion in its work under its terms of reference.
- (2) To advise the Board on matters to do with the effective management of human resources, keeping human resources policies under review and providing assurance to the Board that these are appropriate for the needs of the organisation and in compliance with the requirements of the Internal Governance Rules.
- (3) To advise the Board on the appointment, remuneration, performance and appraisal processes and contractual matters relating to elected and appointed members.
- (4) To advise the Board on the pay policy, terms and conditions and performance management framework for the Chief Executive.
- (5) To advise the Board on any non-contractual severance payments to be made to the Chief Executive and the senior managers reporting directly to the Chief Executive.
- (6) To assess its own performance annually and to report at least annually to the Board, and by update reports as may be required, highlighting particularly any instances where advice given under its terms of reference has not been accepted in whole or in part, and any changes it wishes to propose to its terms of reference.

In relation to the Chair and Board members -

- (7) To design, review and oversee the processes for:
 - a) the appointment and reappointment of the Chair and members of the Board
 - b) the suspension and removal processes for members of the Board

- c) the performance and appraisal framework for the Chair and members of the Board and
- d) the succession planning for the Board.

(8) To ensure that an assessment of performance for each Board member (including the Chair) takes place within the agreed framework.

(9) To advise and support the Board Chair on any matters relating to the above, including:

- a) the application of the protocols, policies or procedures in relation to an individual Board or committee member and
- b) succession planning for the Board.

In relation to Committees of Council and the Board and Committees reporting to the Board Committees -

(10) To advise the Board, if required, on the contracts and remuneration of any external advisory committee members.

(11) To design, review and oversee the processes for the appointment, reappointment, appraisal, suspension and removal processes for committee members and those holding substantive external appointments on behalf of the Society.

In relation to the Executive -

(12) To design and administer the process for the appointment of the Chief Executive, and, if required, for the removal from office of the Chief Executive.

(13) To determine the pay policy, terms and conditions, remuneration, performance management and appraisal framework for the Chief Executive and the senior management team including any arrangements for bonus or performance-related additional payments.

(14) To advise the Board on any non-contractual severance payments to be made to the Chief Executive and the senior managers reporting directly to the Chief Executive.

(15) To ensure that succession planning arrangements are in place for the Chief Executive and the executive leadership team.

In relation to human resources and people strategy -

(16) To review human resources policies and to provide assurance to the Board that these are appropriate for the needs of the organisation and include appropriate strategies for leadership and management development, talent management, recruitment, retention, succession planning, change management, and remuneration and reward.

Membership of Policy and Regulatory Affairs Committee

47 The members of the Policy and Regulatory Affairs Committee shall be -

- (a) a chair who is a Council member chosen by a method to be determined by the Council;
- (b) six other Council members (who are not Board members or office holders), elected by ballot of the Council;
- (c) two of the chairs of the Society's specialist policy committees (who are not Board members or office holders), elected by specialist policy committee chairs from among their number;
- (d) a member nominated by the National Board for Wales established under regulation 34;
- (e) up to two members, who shall not be Council members, appointed by the Board; and
- (f) a member of staff nominated by the Chief Executive (non-voting).

Term of office of Policy and Regulatory Affairs Committee members

48 Those members of the Policy and Regulatory Affairs Committee appointed under Regulation 47(a), (b), (d) and (e) shall serve terms of three years, renewable for one further term. Those members appointed under Regulation 47(c) shall serve a period of one year (renewable for one further term if the member remains the Chair of his or her respective Committee).

Terms of reference of Policy and Regulatory Affairs Committee

49 The terms of reference of the Policy and Regulatory Affairs Committee are -

- (1) To oversee and coordinate the development of policy and regulatory affairs excluding:
 - (a) The regulatory framework under which the Society itself operates as approved regulator or as representative body.
 - (b) Policy or regulatory issues which, following discussion between the committee chair and the Board chair, are determined to have a high foreseeable risk of attracting significant adverse media coverage and/or significant adverse reaction from a substantial proportion of the Society's membership.
 - (c) Other areas of policy or regulatory affairs as may be notified from time to time in writing by the Board chair to the committee chair.
 - (d) Timely actions required to be taken by the executive or staff of the Society in respect of issues relating to policy or regulatory affairs including media and public relations, provided such actions are not inconsistent with established policy of the Society and there is consultation with the committee and its relevant advisory

committees unless consultation with either the committee or its chair is impracticable in the circumstances.

- (2) To take full account of all matters relating to equality, diversity and inclusion in its work under its terms of reference.
- (3) To develop a plan of work to support the delivery of policy priorities set by the Board, advancing the strategy approved by the Council.
- (4) To oversee and co-ordinate the work of specialist policy and regulatory advisory committees and working groups which support the committee and to ensure that their efforts are targeted at furthering the strategic objectives and policy priorities set by the Council and the Board and that policy making is evidence based and reflective of the views of the wider profession.
- (5) To oversee the appointment process and terms of reference for specialist policy and regulatory advisory committees and working groups which support the committee, substantive external appointments made by the Society that are relevant to the committee's terms of reference, and the process by which recommendations are made to Council in relation to membership of the Council Membership Committee.
- (6) To secure the widest possible participation by appropriate members of the profession in the work of specialist policy and regulatory advisory committees and working groups which support the committee and the policy teams employed by the Society.
- (7) To annually review, in light of the policy priorities set by the Council and the Board, the relevance, workplans and operation of specialist policy and regulatory advisory committees and (where appropriate) working groups which support the committee.
- (8) To approve practice notes relevant to areas within the committee's terms of reference, subject to project management and governance processes settled by the committee and the Board.
- (9) To offer relevant insight and support to other parts of the Society which utilise input from members.
- (10) To provide insight and input into the Society's accreditations offer.
- (11) To provide insight and input into the Society's strategic public affairs campaigns.
- (12) To review the role, function, and efficacy of the committee on an annual basis.

Regulation

The SRA

50 (1) The Council has established the SRA as a wholly owned subsidiary of the Society.

(2) The SRA is empowered by Council pursuant to Regulation 15 to discharge the functions set out in its terms of reference in Regulation 51 in accordance with its Articles of Association.

Terms of reference of the SRA

51 The terms of reference of the SRA are -

(1) To exercise the regulatory functions of the Society or the Council under the following primary or secondary legislation:

- (a) the Act.
- (b) the Administration of Justice Act 1985.
- (c) the Courts and Legal Services Act 1990.
- (d) the Access to Justice Act 1999.
- (e) the 2007 Act.
- (f) the European Communities (Services of Lawyers) Order 1978. and
- (g) the European Communities (Lawyer's Practice) Regulations 2000.

(2) To deal with all matters relating to monitoring, securing or enforcing compliance by regulated persons with requirements imposed by primary or secondary legislation, including for the avoidance of doubt rules, regulations and guidance made by the SRA or its predecessor, the SRA Board.

(3) To deal with all proceedings before the Tribunal, and all litigation arising from such proceedings.

(4) To deal with all matters relating to the Compensation Fund, including the financial management of that Fund, and setting the respective amounts which should be payable as levies by such categories of solicitor or firm as the SRA shall define for that purpose.

(5) To exercise the powers of the Society and of the Council on all primary and secondary legislation on all matters within its terms of reference.

(6) Subject to the responsibilities of the Board and the Council in relation to practising fees set out in regulation 31(2).B.3 -

- (a) to set and amend from time to time the level of fees and charges payable in relation to the discharge of its functions.
- (b) to determine, in relation to the proportion of practising fees to be applied for permitted purposes relating to regulatory functions delegated to the SRA under these Regulations and the payment of statutory levies including under section 173 of the 2007 Act, the respective amounts that should be payable by particular categories of solicitor and firm. and
- (c) following notification from the Council of the sum required for permitted purposes relating to representative functions, to make applications on behalf of the Council to the Legal Services Board under section 51(5) of the 2007 Act for approval of practising fees.

(7) To set, implement and review policy and guidance, and to respond to consultations, on matters within its terms of reference.

(8) To deal with any actual or forthcoming litigation directly arising from -

- (a) regulatory or disciplinary decisions.
- (b) any legal challenge to the validity of any exercise of its functions. and
- (c) any other matter related to the discharge of its functions.

(9) To make representations to, be consulted by and enter into communications with, amongst others, the Legal Services Board, the Legal Services Consumer Panel, the Legal Ombudsman and other approved regulators.

(10) To investigate and prosecute offences under any enactments, subordinate legislation, rules, regulations or other provisions mentioned in this Regulation and to pursue any ancillary activity such as enforcement or recovery of penalties and costs.

General functions of the SRA

52 The SRA shall -

- (a) set the strategic objectives for the exercise of the functions delegated under Regulation 51 and monitor performance against those objectives and prepare and monitor the SRA's business and operational plans.
- (b) set the SRA's financial plans and budgets, monitor and manage expenditure and ensure that it secures value for money.
- (c) ensure an effective financial control environment, including systems for financial management, risk management and internal audit, and ensure that the internal audit programme supports, as necessary, the work of the external auditors.

(d) provide a report to the Audit Committee annually on the operation of the systems of financial control, risk management and internal audit, including on how they operate in respect of shared services and common systems.

(e) report to the Audit Committee any matters arising in the systems for financial control, or elsewhere, which are relevant to the Audit Committee's responsibility to provide assurance to the Council on the Group's accounts and financial statements.

(f) deal with all matters relating to the finances, facilities, property, trusts and personnel relating to the SRA and its subsidiaries and the exercise of its functions, and the effective management of resources including -

(i) financial controls;

(ii) human resources;

(iii) capital expenditure;

(iv) investment management; and

(v) personnel policies and procedures, including the remuneration and pay policies and terms and conditions of employment for all employees of the SRA.

(g) comply with its obligations under section 149 of the Equality Act 2010 and section 28 of the 2007 Act in every aspect of its work.

(h) monitor compliance with any external regulatory provisions or obligations which are applicable.

(i) cooperate with the Audit Committee and the Council in providing assurance information on the SRA and its subsidiaries and provide such information to them as is required to enable them to exercise their functions under these Regulations.

General procedural matters

Governance Handbook

53 (1) There shall be a Governance Handbook ("the Handbook") which, so far as not inconsistent with any statute, the Charter, the Bye Laws or these Regulations, shall govern the general procedures applicable to the work and meetings of the Council, the Board and committees.

(2) The Handbook may be amended from time to time as necessary, under the oversight of the Board.

Quorum for Board, Council Committee and Board Committee meetings

54 (1) The quorum for meetings of the Board shall be six.

(2) The quorum for meetings of the Audit Committee shall be three, and must include one of the members referred to in Regulation 19(1)(b).

(3) The quorum for meetings of the Conduct Committee shall be three.

(4) The quorum for meetings of the Equality, Diversity and Inclusion Committee and the Scrutiny and Performance Review Committee shall be five (including at least one Council member).

(4) The quorum for meetings of the Council Membership Committee shall be three.

(5) The quorum for meetings of Board committees shall be fixed by the Board.

(6) If a quorum ceases to exist at any meeting of the Board, a Council Committee or a Board Committee, the meeting shall be abandoned but this shall not affect the validity of any business transacted when a quorum was present.

(7) In determining whether a quorum is present at any meeting referred to in this Regulation, any member who would otherwise be entitled to attend that meeting shall be excluded from the quorum for the consideration of any item of business if he or she is disqualified from participating in the consideration of that item in accordance with the Principles of Conduct on Conflicts of Interest.

Transaction of Council Business

55 (1) Any notice to be given or other step to be taken under these Regulations may be given electronically or in writing.

(2) Any Council meeting may be held by attendance in whole or in part by electronic means, either by decision of the Council or at the discretion of the President.

(3) Any vote by Council may also be taken by electronic means (whether in a Council meeting or otherwise) either by decision of the Council or at the discretion of the President.

Revocation, suspension and amendment

56 The Council may by resolution passed by not less than two-thirds of the members present and voting revoke, suspend or amend these Regulations, with effect either at once or on some future date.

Commencement and citation

57 (1) These Regulations shall come into immediate effect when agreed by the Council, when the previous Regulations and all amendments to them shall be revoked without affecting the validity of anything done under their authority.

(2) These Regulations may be referred to as the Law Society's General Regulations 2025.