

CONSTITUTION AND RULES

1. NAMES AND OBJECTS OF THE SOCIETY

The name of the Society shall be “The Society of Local Authority Lawyers and Administrators in Scotland” (“SOLAR”) and the objects of the Society shall be to:

- a) confer on all matters affecting local government;
- b) promote sound administrative and legal practice within Scottish Local Authorities and to these ends promote and develop the professional knowledge and talents of members;
- c) confer and take action on matters, other than the terms and conditions of service of members, affecting the Society and its membership or local government generally, either on its own or jointly with other associations or bodies;
- d) give advice to any association of local authorities or any other body;
- e) to make representation in relation to government consultations on matters related to the objects of the society;
- f) take such action relating to any of the above objects as may be thought desirable.

2. GENERAL STRUCTURE

The structure of the association shall consist of:

- a) The Members – who have the right to attend the Annual General Meeting (and any other general meeting) and who may participate in the Society’s working groups. The Members may be either individual members or corporate members.
- b) The Working Groups – which are established by the Society to cover defined areas of interest to the Society and its members.
- c) The Executive Committee – which holds regular meetings during the period between annual general meetings; and in general controls and supervises the activities of the Society. More particularly, the Executive Committee is responsible for considering strategic matters of interest to the Society’s members, monitoring the financial position of the Society and overseeing the work of the Working Groups.

3. MEMBERSHIP

- a) The persons eligible for membership of the Society shall be those employed as solicitors or in central democratic services and such other analogous areas as the Executive Committee may from time to time agree within local authorities and other recognised public-sector organisations in Scotland.
- b) Any Scottish local authority or any recognised public-sector organisation may apply for corporate membership.
- c) ‘Recognised public-sector organisation’ shall mean any service or organisation which the Executive Committee considers to be linked with or complementary with the objects of SOLAR.
- d) without prejudice to the terms of paragraph 5 below, the Executive Committee shall prepare, and from time to time thereafter review, guidance on the criteria for membership of the Society.

4. HONORARY MEMBERS

- a) A member of the Society who retires may, on intimation to the Secretary, continue in membership as an honorary member.
- b) An honorary member shall pay no subscription but shall be entitled to receive notices, agendas and minutes in relation to any general meeting of the Society. An honorary member may attend any such meeting and take part in the proceedings but shall not be entitled to requisition a meeting or move or second a motion or vote. An honorary member may participate in all social activities of the Society.

5. APPLICATIONS FOR MEMBERSHIP

- a) Corporate membership shall be given to any Scottish Local Authority or any other recognised public-sector organisation upon payment of the corporate subscription as set out in paragraph 8(a) below.
- b) All staff employed by such corporate members shall be entitled to membership, each corporate member submitting annually to the Secretary or Treasurer a list of all relevant staff with job title and contact details.
- c) Individual membership of the Society is open to any solicitor or person employed in central democratic services and such other analogous areas of a local authority or recognised public sector organisation approved by the Executive Committee upon payment of the individual membership subscription as set out in paragraph 8 (b) below.

6. TERMINATION OF MEMBERSHIP

- (a) Membership shall be terminated in any of the following ways:
 - (i) by written notice of resignation to the Secretary at any time;
 - (ii) on the agreement of the Executive Committee, having been advised that the corporate or individual member's subscription is more than 1 year in arrears;

- (iii) on the member being expelled from the Society as provided in paragraph 7;
 - (iv) on the member ceasing to eligible for membership of the Society in terms of paragraph 3, subject to the exception provided in paragraph 4.
- (b) A member who resigns shall remain liable for the whole of the subscription due for the year in which they resign.

7. EXPULSION

Any person may be expelled from membership by way of a resolution passed by a majority vote at a general meeting provided at least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds of the proposed expulsion and the member concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.

8. SUBSCRIPTION

- (a) The rate of annual corporate subscription shall be as determined by the Annual General Meeting and shall be payable within 30 days of receipt of the subscription invoice.
- (b) For those members seeking individual membership, the subscription shall be as determined at the Annual General Meeting and payable within 30 days following the AGM.

9. GENERAL MEETINGS

- (a) The Society shall hold its Annual General Meeting in the Spring of each year but in any event not later than 31 May at such place, date and time as are determined by the President.

- (b) Other general meetings of the Society may be called at any time at the instance of the Annual General Meeting or on the authority of the President or upon requisition to the Secretary in writing by not less than 10 members setting forth the reason for the meeting.
- (c) The business of each Annual General Meeting shall include:
 - i) A report by the President on the activities of the Society during the previous year.
 - ii) Consideration of the annual accounts of the Society.
 - iii) The membership subscriptions in terms of Clause 8 above.
 - iv) The election/re-election of the officers, as referred to in Clause 11 below.

10. PROCEDURE AT GENERAL MEETINGS

- a) No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be at least 9 members or representatives of corporate members, present in person.
- b) If a quorum is not present within 15 minutes after the time at which a general meeting was due to commence – or if, during a meeting, a quorum ceases to be present – the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting.
- c) The President shall (if present and willing to act as chairperson) preside as chairperson of each general meeting; if the President is not present and willing to act as chairperson within 15 minutes after the time at which the meeting was due to commence, any of the Vice Presidents may chair the meeting. Should none of the Vice presidents be present and willing to act as chairperson, those members present may elect one of them to chair the meeting.
- d) The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the chairperson may determine.
- e) A member may supply in writing to the Secretary not less than 14 days before any general meeting the terms of any motion or question which they may wish to move or ask at a meeting and will then be included on the agenda.

- f) Every member shall have one vote, which must be given personally. For the avoidance of doubt, every member of a corporate member present at a general meeting shall be entitled to one vote on any item at that meeting.
- g) A resolution put to the vote at a general meeting shall be decided by a majority of those present and entitled to vote on a show of hands unless a roll call vote is requested by the chairperson or at least two other members present in person at the meeting.
- h) If there is an equal number of votes for and against any resolution, the chairperson shall be entitled to a casting vote.

11. OFFICERS

- a) The officers of the Society (“the officers”) shall be:
 - i) the President;
 - ii) the Senior Vice President;
 - iii) the Vice President;
 - iv) the Secretary;
 - v) the Treasurer; and
 - vi) the Communications Officer.
- b) The officers shall have authority to take any action on behalf of the Society at any time, subject to reporting where appropriate, to the next available meeting of the Executive Committee.

12. ELECTION OF OFFICERS

The officers shall be elected at the Annual General Meeting.

13. PERIOD OF OFFICE

The officers of the Society and the Convener of any of its committees shall hold office for one year but shall be eligible for re-election.

14. FILLING OF CASUAL VACANCIES

Where any vacancy in any of the offices of the Society cannot be filled at the Annual General Meeting or occurs during the course of the year, it may be filled by and at the discretion of the Executive Committee.

15. EX-OFFICIO

The officers shall be ex-officio members of all committees.

16. ACCOUNTING RECORDS AND ANNUAL ACCOUNTS

- a) The Society's financial year shall be the period from 1st February to 31st January in any year.
- b) The Treasurer shall ensure that proper accounting records are maintained in accordance with good accounting practice and in accordance with all applicable statutory requirements.
- c) The Treasurer shall prepare annual accounts at the end of each financial year for submission to the next Annual General Meeting.
- d) Prior to submitting the annual accounts to the Annual General Meeting, the Treasurer shall have the accounts reviewed by a suitably qualified and independent third party who will certify to the Annual General Meeting that the accounts are accurate and meet good accounting standards.
- e) The independent third party to review the annual accounts shall be appointed by the Executive or at the Annual General Meeting.

- f) The Society's accounts for the preceding financial year endorsed by the independent third party shall be the subject of a report to the next Annual General Meeting following the financial year to which the accounts relate.

17. COMMITTEES AND WORKING GROUPS

- a) The Society shall appoint an Executive Committee of which the President shall be Convener. The Society at a general meeting may appoint such other committees (and their Conveners) as it considers appropriate from time to time and may delegate to any committee the power to act on its behalf.
- b) Each Scottish local authority or recognised public body that has paid the Corporate subscription shall be entitled to be represented on the Executive Committee.
- c) The Society at a general meeting or at a meeting of the Executive Committee may appoint such Working Groups (and their Conveners) as it considers appropriate from time to time

18. QUORUM OF COMMITTEES AND WORKING GROUPS

- a) A quorum at meetings of the Executive Committee shall be at least 7 and at Working Groups, as determined by each Working Group.
- b) Any Members participating in a Committee or Working Group meeting through video or telephone conferencing will count as being at the meeting for the purposes of determining whether a quorum is present.

19. NOTICE OF MEETINGS

- a) In respect of any general meeting of the Society and of any meeting of a Committee, a written notice calling the meeting and setting out the agenda shall be issued to the relevant members not less than 7 days prior to the meeting.
- b) Want of service of a notice calling a meeting on any member of the Society shall not affect the validity of the meeting or of any decision taken at the meeting.

20. PROCEDURE AT COMMITTEE AND WORKING GROUP MEETINGS

The procedure at all Committee and Working Group meetings shall be at the absolute discretion of the Convener of the meeting in question. However, in the event of a vote being required on any issue at a meeting of the Executive Committee, each member organisation represented at that meeting shall be entitled to one vote, notwithstanding that there may be more than one person present from that organisation.

21. APPOINTMENT OF TRUSTEES

The President, the Senior Vice President, the Secretary and the Treasurer of the Society for the time being shall be the Trustees of the Society and the property of the Society shall be vested in the Trustees of the Society.

22. INVESTMENT OF FUNDS

The funds of the Society not required for current business or to meet accruing liability may be invested in any of the investments referred to in The Charities and Trustee Investments (Scotland) Act 2005,

22. DISSOLUTION

The society may at any time be dissolved by a motion by a majority of two-thirds of all members present and voting at a general meeting duly called for that purpose provided that written notice calling the meeting and setting out the proposal to consider a motion for dissolution of the Society shall have been issued by the Secretary not less than 1 month prior to the date of the meeting. Unless the Society at such general meeting directs otherwise, the Trustees shall thereupon proceed to realise the property of the Society and after discharge of all liabilities shall divide the same equally amongst all persons who are members of the Society, at the date of such general meeting upon the completion of such division of the Society shall be dissolved. If the dissolution is for

the purpose of amalgamating the Society with another Society, the Treasurer shall transfer all property to the Trustees of the new Society.

23. ALTERATION OF CONSTITUTION AND RULES

This constitution and these rules may be rescinded, added to, or altered by notice of the proposal being set forth on the agenda of a general meeting of the Society and at least two-thirds of all members present at that meeting voting for the proposal.