



BYE-LAWS OF THE SOCIETY OF ADVOCATES IN ABERDEEN

General

- 1 The objects of the Society shall be to promote professional expertise and standards amongst members of the legal profession in and around Aberdeen, to provide facilities to that end which may include provision of a library, to foster rapport amongst members, to manage the Society's Annuity Fund, and, insofar as the Society's revenue permits, to afford aid to indigent members or their dependants.
- 2 Membership of the Society shall be open to any solicitor who at the time of his or her application for membership –
 - (a) holds a current practising certificate issued by the Law Society of Scotland in terms of the Solicitors (Scotland) Act 1980 as amended;
 - (b) is engaged in legal practice wholly or mainly in the Sheriff Court District of Aberdeen or the Sheriff Court District of Stonehaven (together hereinafter referred to as "the Sheriff Court District"); and
 - (c) is in the opinion of the Management Committee an appropriate person to be admitted.
- 3 The Management Committee may admit to membership any solicitor who meets the foregoing criteria, subject to –
 - (a) his or her having submitted an application for membership signed by him or herself and by a proposer and seconder, being two Members of the Society of at least two years standing who are not in arrears with their contributions to the Society; and
 - (b) the application having been published in the Society's premises for at least fourteen days.

Any person so admitted to membership shall become a member of the Society upon his or her payment to the Society of the appropriate contribution for the current contribution year.
- 4 A Member may style him or herself "Advocate in Aberdeen". A Member shall take all available steps to ensure that any firm in which he or she works, whether as a principal, as a consultant or as an employee, does not style itself "Advocates in Aberdeen" unless it has at least two partners who are Members of the Society or is a sole principal practice unit in which the principal is a Member.
- 5 A Member shall have the right to terminate his or her membership of the Society at the end of any financial year of the Society by giving three months' prior notice in writing. A member of the Annuity Fund who terminates his or her membership of the Society shall cease to be a member of the Annuity Fund.
- 6 Trainee Membership of the Society shall be open to any person, who at the time of his or her application for such membership –
 - (a) has been awarded the Diploma in Legal Practice at a Scottish University,
 - (b) is undertaking with a firm of solicitors practising in the Sheriff Court District a Training Contract in terms of the Admission Regulations laid down from time to time by The Law Society of Scotland; and
 - (c) is in the opinion of the Management Committee an appropriate person to be so admitted.
- 7 The Management Committee may admit to Trainee Membership any person who meets the foregoing criteria, subject to –
 - (a) his or her submission of a certified copy of his Diploma in Legal Practice and a note of the firm with which he or she is undertaking his or her Training Contract and of the period of the Contract;

- (b) his or her having submitted an application for Trainee Membership signed by him or herself and by a proposer and seconder, being two Members of the Society of at least two years' standing and not in arrears with their contributions to the Society; and
- (c) the application having been published in the Society's premises for at least fourteen days.

Any person so admitted to Trainee Membership shall become a Trainee Member upon his or her payment to the Society of the appropriate contribution for the current contribution year.

- 8 A Trainee Member shall not be eligible for election as an office-bearer or member of the Management Committee and shall have no interest in the assets of the Society on dissolution or otherwise and no right to vote at Meetings of the Society. The words "Member" and "Members" where used elsewhere in these Bye-Laws shall not include Trainee Members unless the context so requires, the decision of the President, whom failing the Treasurer, being final in any case of doubt.

Office-Bearers

- 9 The office-bearers of the Society shall be a President, a Senior Vice-President, a Junior Vice-President, a Treasurer, and a Chairman of the Annuity Fund. Only Members of at least two years' standing shall be eligible to be office-bearers and only Members who are members of the Annuity Fund shall be eligible to be the Chairman of the Annuity Fund.
- 10 The office-bearers shall be elected at the Annual General Meeting, with only members of the Annuity Fund entitled to vote on the election of the Chairman of the Annuity Fund. Office-bearers shall hold office from the close of the Annual General Meeting until the close of the next Annual General Meeting but shall be eligible for re-election, except that no member may hold office as President for more than two consecutive years.

Management Committee

- 11 The management of the Society shall, subject to Bye-Law 16 below, be vested in a Management Committee consisting of the office-bearers and up to eight other Members of the Society.
- 12 The non-office-bearer members of the Management Committee shall be elected at the Annual General Meeting. They shall hold office from the close of the Annual General Meeting until the close of the next Annual General Meeting, but shall be eligible for re-election.

Auditor

- 13 At each Annual General Meeting the Society shall elect a professional auditor.

Management

- 14 The Management Committee shall have power -
 - (a) to fill any casual vacancy amongst its members (other than the office of Chairman of the Annuity Fund) and to co-opt up to two additional members from time to time to assist in its work;
 - (b) to make temporary appointments in the case of illness or absence;
 - (c) to receive abstracts of information about the Society's finances and to guide or direct the Treasurer on matters affecting the Society's funds;
 - (d) to purchase or lease premises for the purposes of the Society and furnishings and equipment therefor, and to regulate the use of such premises and equipment;
 - (e) (subject to Bye-Law 18 below) to sell or lease any of the Society's property or assets on such terms as the Management Committee may determine and to determine all incidental issues of management;
 - (f) to authorise expenditure in connection with the Society's activities, the purchase of books or other articles for the Society's library, and incidental expenses in connection with the management of the Society;
 - (g) to appoint an Executive Secretary (who need not be a Member of the Society) and other staff;
 - (h) to appoint a Library Sub-Committee and such other sub-committees as it may consider necessary or appropriate (such sub-committees to include at least two members of the Management Committee and the President ex officio but to be open also to other Members);

- (i) to determine on behalf of the Society the time and place of the Annual General Meeting;
 - (j) to do all such other things as may be conducive or incidental to the attainment of the objects of the Society.
- 15 The quorum at any meeting of the Management Committee shall be four of its members, including at least one of the office-bearers. The President, or in his absence one of the other office-bearers present, shall take the chair.

Annuity Fund Committee

- 16 The management of the Society's Annuity Fund (previously known as the Widows' Fund) shall be vested in an Annuity Fund Committee consisting of the Chairman of the Annuity Fund and at least five other members of the Annuity Fund elected at the Annual General Meeting by the members of the Annuity Fund there present, or, in the event of there being fewer than twelve such members so present, at a meeting of members of the Annuity Fund called for the purpose and having an attendance of at least twelve as soon as may be after the Annual General Meeting. The President and Treasurer of the Society, if members of the Annuity Fund, shall ex officio be members of the Annuity Fund Committee.
- 17 The Chairman of the Annuity Fund shall have power to convene meetings of the Annuity Fund Committee as necessary. The quorum at any meeting shall be four members of the Committee. In the absence of the Chairman from any meeting the chair shall be taken by the member present with longest service on the Committee. In the event of a casual vacancy in the office of Chairman the office shall be filled by the longest serving member of the Annuity Fund Committee
- 18 The Annuity Fund Committee shall have power to take all decisions as to the investment of the monies and assets attributable to the Annuity Fund and as to the benefits which can properly be paid from the Fund.

Meetings of Members

- 19 The Annual General Meeting of the Society shall be held on the last Tuesday of November.
- 20 A Special General Meeting of the Society may be convened at any time on a business day and at any location in Aberdeen by either the President or any five or more Members. The notice of any such meeting shall –
 - (a) specify the object of the meeting,
 - (b) if the meeting is not being convened by the President bear the names of the Members convening it, and
 - (c) be sent to all Members, to an address of theirs notified to the Society, at least seven days prior to the time of the Meeting.
- 21 All Members including Trainee Members shall be entitled to receive notice of and to attend General Meetings of the Society. Trainee Members shall not be entitled to vote at such meetings.
- 22 The quorum at any General Meeting of the Society shall be seven Members personally present. Unless a quorum is present within 15 minutes of the appointed time the meeting shall be adjourned to the same time and place seven days later.
- 23 The chair at any General Meeting of the Society shall be taken by the President, whom failing any other Member present appointed by the Meeting, provided always that in the discussion of and voting on any issue on which only members of the Annuity Fund are entitled to vote the chair shall be taken by the Chairman of the Annuity Fund, whom failing any other Annuity Fund Member present appointed by the other Annuity Fund Members present.
- 24 All questions that may arise among the Members present at any General Meeting in regard to any matter which it is competent for them to decide shall be determined by a majority of votes; and in all cases where the votes shall be equal, the Chairman of the meeting shall have a casting as well as a deliberative vote.

Records of Members and Meetings

- 25 The Management Committee shall procure that the following records are kept by the Society -
 - (a) minutes of all meetings of the Society, its Management Committee, and its Annuity Fund Committee;
 - (b) records containing sufficient statements and descriptions of all the Society's property, funds and cash transactions (the records for the various Funds being kept separate from each other);
 - (c) a Roll of Members in which shall be recorded the names of the Members of the Society and the dates of their birth, admission, and (as applicable) retirement, death, resignation or expulsion;

- (d) a Register of Members of the Annuity Fund, in which shall be recorded in the case of those such Members who are married the names of their spouses, the dates of their marriage, and the dates of birth and death of their spouses, the requisite particulars to be furnished or obtained when a marriage or death takes place or becomes known; and
 - (e) a Register of Trainee Members in which shall be recorded the names of the Trainee Members of the Society and the dates of their birth and admission, and (as applicable) resignation, progression to full membership, death or expulsion.
- 26 The Management Committee shall seek to fund the activities of the Society on the basis –
- (a) that activities which Members can choose to participate in or not are funded by charges calculated to cover the costs of those activities;
 - (b) that the general running costs of the Society are met so far as possible or prudent by income generated from the assets of the Society; and
 - (c) that the balance of the general running costs of the Society is met by annual contributions from Members.
- 27 The Treasurer or the Executive Secretary shall procure that all monies received by or accruing to the Society or to the Annuity Fund (other than income or capital amounts arising from investments within the scope of an appropriate alternative arrangement incidental to the investments) are in the first instance paid into a bank account to be named by the Management Committee from time to time (monies belonging to the Annuity Fund to be dealt with separately from monies belonging to the Society generally). The Bank Accounts shall be kept in the name of the Society (or the Society's Annuity Fund) and shall be operated upon in such a manner as the Management Committee (or the Annuity Fund Committee) may from time to time direct. The Management Committee (or in the case of Annuity Fund monies the Annuity Fund Committee) shall procure that all monies surplus to immediate and short term needs are appropriately invested.
- 28 Financial Statements and Reports in regard to the monies and assets both of the Society generally and of the Annuity Fund shall be made up as at 30 September in each year and submitted for approval at the Annual General Meeting of the Society held in November of the same year, after having been previously audited by the Society's auditor and copied to the Members of the Society with the notice of the Annual General Meeting.
- 29 Every Member shall be liable for payment to the Society for each financial year (running to 30 September) in which he or she is a Member of an annual contribution of the appropriate amount in terms of the contribution scheme for that financial year.
- 30 Not later than 30 April in each financial year the Management Committee shall arrive at a recommendation for a contribution scheme for the current financial year and shall refer its recommendation to the Society in General Meeting for affirmation or variation. Any such contribution scheme shall allow for a basic annual contribution for the year, may determine categories for which reduced annual contributions shall apply and also the amounts of those reduced annual contributions, and shall determine the due date for payment. Failing the determination of a new scheme by 31 May in any year the scheme for the previous financial year shall remain applicable.

Funds of the Society

- 31 The assets of the Society, with the exception of those appropriated to the Annuity Fund, and all the transactions involving the acquisition, alteration, administration and realisation thereof, shall be under the management of the Management Committee, subject to the control of the Society and the following directions:-
- (a) Not more than 75% of the total assets of the General Fund according to their book value may at any time be invested in debenture, preference and equity securities, the actual proportion of the Fund to be so invested within that limit to be as determined from time to time by the Management Committee.
 - (b) In the event of the Management Committee deciding to provide benefits by means of an annuity or annuities then such annuity or annuities shall comply with the provisions of the appropriate and

relevant Taxation Acts in force at that time and such annuity or annuities shall not be capable in whole or in part of surrender, commutation or assignation.

- 32 The revenue arising from the Society's assets, activities and contributions, other than the revenue referable to the Annuity Fund or other specific funds, shall be applied primarily in meeting the expenses of maintaining and managing the Society's assets and activities.
- 33 If for any financial year it appears that there will be a net revenue surplus from that and the previous financial year taken together, it shall be competent for the Society to apply the whole or part of that surplus in aid to Members of the Society in distressed circumstances, to the surviving spouses of deceased Members, and to the indigent children and grand-children of deceased Members, and/or, if the Society sees fit, in educational grants for the benefit of children of Members, the Society having power to judge of the circumstances which shall warrant the giving of such aid, and the amount to be given in every instance.
- 34 Any aid or grant to be given under Bye-Law 33 above shall be on the following basis –
- (a) Any party within any of the classes mentioned in Bye-Law 33 above who wishes to seek aid or a grant shall submit to the Management Committee an application in the form set out in Schedule A to the Appendix to these Bye-Laws.
 - (b) No Member, nor any relative or spouse claiming through him or her, shall be eligible for aid or a grant unless or until that Member has paid his or her annual contributions to the Society for a period of seven years.
 - (c) As soon as may be after 15 October in each year the Management Committee shall take stock of the applications received since the previous 15 October and marshal before the current year's Annual General Meeting all relevant information regarding them.
 - (d) The applications and a report on the surplus income from the previous financial year and the probable free income for the current financial year shall be referred to and considered at the Annual General Meeting, which shall first discuss and decide upon the applications from those in the first of the classes mentioned in Bye-Law 33 above and then discuss and decide upon the remaining applications in order through the classes until the free funds shall be disposed of to such extent as the Society may wish.
 - (e) It shall not be in the power of the Society to augment the available income from capital.

The Annuity Fund

- 35 The separate Fund called "The Annuity Fund" established in 1823 and consisting of monies then and since set apart, monies paid or to be paid by Annuity Fund Members and the revenue and other gains arising therefrom, shall, after payment of the necessary expenses of management (at a rate fixed by the Society from time to time not to exceed 7½% of the annual income of the Annuity Fund in consideration of which charge, to be credited to the General Fund, all management charges connected with the Annuity Fund shall be borne by the General Fund) be applied for payment of equal annuities to the surviving spouses of Annuity Fund Members and in maintaining a sufficient capital to secure the purposes of the Fund for so long as there may continue to be annuitants or Annuity Fund Members.
- 36 Members of the Annuity Fund aged under 65 shall be liable for payment to the Annuity Fund –
- (a) on 31 May in each year of an annual contribution, payable along with their annual contribution to the General Fund, of such amount not less than £50 as may have been determined by the Annuity Fund Committee;
 - (b) on marriage or remarriage of a fixed sum also of such amount not less than £50 as may have been determined by the Annuity Fund Committee together with an equalising sum for each year or part of a year beyond one by which his or her age exceeds that of his or her spouse, according to the scale in Schedule B in Appendix 1 hereto or that Schedule as amended by the Annuity Fund Committee (it being an obligation on an Annuity Fund Member who marries or remarries to provide to the Annuity Fund Committee evidence of the dates of birth of him or her and her or his

spouse and the spouse in the event of the Member's death having no claim on the Annuity Fund until any equalising sum due shall have been paid).

- 37 The annuities to be paid from the Fund to the surviving spouses of Annuity Fund Members –
- (1) shall be paid half-yearly in advance on 15 May and 11 November to surviving spouses still in life at noon on those dates subject to such deduction of tax as may legally be required;
 - (2) shall be of such amount as may be determined from time to time by the Annuity Fund Committee with account taken of -
 - i) the number of Annuity Fund Members still in life;
 - ii) the number of actual and potential surviving spouses;
 - iii) the ages and life expectancies of these persons;
 - iv) the level of income and capital available within the Fund and prospects of future variations; and
 - v) actuarial advice on the implications of the above as often as circumstances shall warrant it, and in any event at least every three years.

Provided always –

- a) that a surviving spouse who remarries shall forfeit his or her right to any further payments from the Fund, unless, following the death of the spouse in such remarriage, the surviving spouse comes to be in indigent circumstances and the Annuity Fund Committee in its discretion resolves to resume annuity payments in whole or in part; and
 - b) that a surviving spouse who for eighteen months after the Member's death (or, if not resident in the United Kingdom, for two years) declines to receive or fails to claim the annuity to which he or she is entitled shall be deemed to have relinquished it, but without prejudice to his or her right to future payments which he or she may claim; and
 - c) that as the annuities are intended as alimentary provision to the surviving spouses they shall not be assignable, commutable or surrenderable, nor subject to arrestment or other action at the instance of creditors, and shall, notwithstanding any purported assignation or arrestment, be paid to the surviving spouses themselves on their own receipt.
- 38 The following conditions shall apply as required by the Commissioners of Inland Revenue to secure approval of the Annuity Fund under Section 226A(6) of the Income and Corporation Taxes Act 1970 as amended to the extent that contributions are paid by Members in receipt of relevant earnings as defined in such legislation.
- a) Any amendments to the Bye-Laws which affect the Annuity Fund shall be sent to the Commissioners of Inland Revenue and shall not take effect until approved by them.
 - b) A copy of the Annual Accounts of the Annuity Fund and a copy of the Actuary's valuation and report on the Annuity Fund which shall be prepared at least once in every three years by an Actuary who shall be a Fellow of the Institute of Actuaries or a Fellow of the Faculty of Actuaries in Scotland, shall be sent to the Commissioners of Inland Revenue.
 - c) Each Member of the Annuity Fund shall when he or she pays his or her annual contribution to the Annuity Fund provide the Treasurer or the Executive Secretary if appointed, with information to determine whether the contribution should continue to be allocated to the portion of the Annuity Fund as approved by the Commissioners of Inland Revenue under Section 226A(6) of the Income and Corporation Taxes Act 1970 as amended, such information to include whether the Members have contributed to another similar scheme within that tax year. This condition shall apply only to Members who joined the Society prior to 1st July 1988.
 - d) In the event of the Annuity Fund of the Society being wound up the following provisions will be taken account of, namely:-
 1. The winding up will be within a specific period of one year, which period may only be extended with the written approval of the Commissioners of Inland Revenue, and

2. The whole Fund will be converted to annuities incapable of surrender, commutation or assignment provided by an Insurance Company to which the Insurance Companies Act 1974 or the Insurance Companies Act (Northern Ireland) 1968 or any subsequent amending legislation applies or to any other concern with the consent of the Commissioners of Inland Revenue for the benefit of the widows then in receipt of a pension from the Fund and the wives of married Members of the Annuity Fund who at the date of the winding up were participators in the Annuity Fund.

Benevolent Fund and Supplementary Fund

- 39 The Funds under the control of the Society known as the Benevolent Fund (originating in monies from the former Widows' Fund due to the widows of the late members Hary Lumsden and Hugh Fullerton to meet urgent calls for aid by Members and their relations not otherwise provided for by the Regulations of the Society) and the Supplementary Fund (originating in a legacy to the Society of £1000 from the late member John Smith to establish a Widows' Supplementary Fund, the income of which should be applied in affording aid to Members' widows in poor circumstances) and all future additions to them shall be kept in accounts separate from the other funds of the Society, with the revenue arising to be at the disposal of the Society for urgent calls for aid as aforesaid, subject to the power of the Society to make grants from the capital of these Funds at their discretion.

Library

- 40 The Society's Library shall, subject to any directions from the Society in general meeting, be under the control of the Management Committee, which may appoint a Librarian and Library Sub-Committee, and may promulgate Rules for the management of the library.
- 41 A Member who in virtue of an order of the Scottish Solicitors Discipline Tribunal in terms of Section 53 of the Solicitors (Scotland) Act 1980 or an order of the Court in terms of Section 55 of that Act or by any subsequent amending legislation has been struck off the Roll of Solicitors or suspended from practice shall cease to be a Member of the Society from whichever shall be latest of:-
 - a) the date when the order of the Tribunal or Court by or in pursuance of which the Solicitor is struck off the Roll or suspended from practice is to take effect;
 - b) the last date on which an appeal against that order may be lodged or an application may be made to the Court under Section 54(2) of the 1980 Act or any subsequent amending legislation.
 - c) the date on which any such appeal is dismissed or abandoned.
- 42 The Treasurer shall, in addition to his other duties, act as Fiscal of the Society and shall bring before the Management Committee and if necessary before the Society all serious allegations as to the professional practice or conduct of Members. The Management Committee shall make appropriate enquiry into any allegation so brought before them, having afforded the Member in question a proper opportunity to be heard and to produce evidence in his support; if after such enquiry the Management Committee shall resolve to refer the allegation to the Society, and the Society at a meeting called with notice of the business shall by a majority of three-fourths of the Members personally present declare that the allegation is well-founded and of such a nature as to render the Member in question unworthy of being or continuing a Member of the Society they may resolve to exclude or expel such person from the Society.
- 43 A Member who ceases to be a Member in terms of Bye-Law 41 above or who is expelled in terms of Bye-Law 42 above or who terminates his or her membership in terms of Bye-Law 5 above shall thereupon for himself, his spouse, children and other relations forfeit all claims, benefits or privileges upon or from the Society or its Funds, except that if the Member has been a member of the Annuity Fund and dies leaving a widow the Annuity Fund Committee may at its discretion authorise payment to the ex-Member's widow from the Annuity Fund of an amount or amounts no more than the annuity which would have been payable if the Member had still been a member on his death.

Alteration of Bye-Laws

- 44 No alteration of or addition to these Bye-Laws may be made otherwise than at a General Meeting specially called for the purpose and shall not be valid until confirmed by another General Meeting to be held not sooner than fourteen days thereafter. No alteration of or addition to these Bye-Laws which

affect the Annuity Fund shall be made or confirmed unless approved by a majority of the Members of the Annuity Fund attending the General Meetings making and confirming the alteration or addition, nor shall any such alteration or addition take effect sooner than allowed by Bye-Law 38 above.

- 45 All former Bye-Laws, Statutes, Rules and Ordinances made by the Society shall stand and endure as good, valid and effectual for and in respect of all things done under the same; and any Rules, Regulations or instructions not inconsistent with these Bye-Laws shall remain in force until expressly altered or repealed.

APPENDIX

SCHEDULE A

Application to Society of Advocates in Aberdeen for a Grant from Funds available for the Relief of Decayed Members or the Dependants of Deceased Members

To be lodged before 15th October

Name of Member by reference to whom the Grant is sought	
Name of Applicant for whom the Grant is sought	
Address of Applicant	
Applicant's Age and Summary of Health Position, physical and mental	
Applicant's Financial Position	Capital and income are fully detailed in the attached sheet(s)
Name and Ages of Applicant's Spouse and Children	
Extent to which Applicant's Spouse and Children can and do contribute to Applicant's Welfare	
Name and Address of Signatory of this Application and Relationship (eg Attorney or Guardian) if not the Applicant	

Declaration of Signatory

I, the Applicant or Signatory named above, hereby declare that the answers above and in the attached sheet(s) are full and true statements of the particulars called for.

_____ Date _____

SCHEDULE B

Table showing the additional sum payable at entry by married entrants, or by members on marriage, for each year (or part of a year) beyond one by which the Member's age exceeds that of his or her spouse, in addition to the fixed sum of £550 for men or £100 for women.

Age	Men	Women	Age	Men	Women	Age	Men	Women
	£	£		£	£		£	£
25	45	35	46	123	105	66	290	219
26	47	37	47	129	110	67	298	224
27	49	39	48	135	115	68	306	229
28	51	41	49	142	120	69	314	234
29	53	43	50	149	125	70	322	239
30	56	46	51	157	130	71	329	243
31	59	49	52	165	135	72	336	247
32	62	52	53	174	141	73	343	251
34	68	58	54	183	147	74	350	255
35	72	61	55	193	153	75	357	259
36	76	64	56	203	159	76	364	263
37	80	67	57	213	165	77	371	267
38	84	71	58	223	171	78	377	271
39	88	75	59	232	177	79	382	274
40	92	79	60	241	183	80	387	277
41	97	83	61	250	189			
42	102	87	62	258	195			
43	107	91	63	266	201			
44	112	95	64	274	207			
45	117	100	65	282	213			