

# BRITISH NIGERIA LAW FORUM

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## CONSTITUTION

Revised 13<sup>th</sup> February 2008

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### THE ASSOCIATION

- 1 The name of the Association is **BRITISH NIGERIA LAW FORUM ("BNLF")**.
- 2 The objects for which the Association is established are as follows:
  - 2.1 to promote fellowship and good understanding and improve relations between the legal professions in Nigeria and the United Kingdom;
  - 2.2 to develop and strengthen legal, business and cultural links between Nigeria and the United Kingdom;
  - 2.3 to encourage mutual collaboration between lawyers in the United Kingdom and Nigeria;
  - 2.4 to assist in the training and education of Nigerian lawyers and Nigerian students studying law in the United Kingdom and vice versa;
  - 2.5 to create a directory for business networking;
  - 2.6 to exchange information and ideas in relation to professional training, access to justice and other legal topics on a bilateral basis;
  - 2.7 to encourage and support legal or social initiatives aimed at strengthening the democratic process and the rule of law;
  - 2.8 to organise conferences on specific areas of law; and
  - 2.9 to organise a programme of social events.

### MEMBERSHIP

- 3 The Association shall be composed of Ordinary Members, Associate Members and Honorary Members.

#### 3.1 Ordinary Members

The following shall be eligible for membership as individual Ordinary Members:

- (a) members of any branch of the legal profession in the United Kingdom or Nigeria including:
  - (i) members of the judiciary; and
  - (ii) trainee solicitors, trainee legal executives, pupil barristers and their equivalent by any other name;
- (b) members of any branch of the Nigerian legal profession who are in the United Kingdom or vice versa;

- (c) members of the Society of Public Teachers of Law and of the Association of Law Teachers in the United Kingdom, and persons having the equivalent status in Nigeria and
- (d) teachers of English law who are in the United Kingdom and teachers of Nigerian law who are in Nigeria.

For this purpose "members" shall include former members and "teachers" shall include former teachers and for the purposes of this Clause 3.1 and Clause 3.2 references to the United Kingdom shall be construed as including references to the Channel Islands and the Isle of Man.

The following shall be eligible for Corporate Membership:

- (e) Corporations, firms, sets of chambers and other organisations in the United Kingdom and Nigeria who have an interest in the objects of the Association.

### 3.2 Associate Members

Individuals, law students and lawyers qualified in jurisdictions other than any part of the United Kingdom and Nigeria who are in the United Kingdom and who have an interest in the objects of the Association shall be eligible as Associate Members. Such members shall not have any voting rights. Such members shall pay a reduced subscription.

### 3.3 Honorary Members

Honorary Membership can be bestowed by a General Meeting on lawyers or non-lawyers. Honorary Members are exempted from the payment of subscriptions.

## ACQUISITION AND LOSS OF MEMBERSHIP

### 4 Applications for membership of the Association:

- 4.1 shall be made in writing to the Membership Secretary of the Association and signed by the applicant;
- 4.2 shall contain full and proper details relating to the application and the subscription fee payable at the time;
- 4.3 shall be submitted to the Committee for approval; and
- 4.4 shall be determined by a majority vote of the Committee.

### 5 Membership shall be terminated by notice in writing by the member, by expulsion or by death or by ceasing to be qualified for membership.

### 6 Notice of termination shall take effect at the end of the calendar year during which such notice has been given to the Membership Secretary.

### 7 A member can be expelled by the Committee:

- 7.1 for dishonourable or unprofessional conduct; or
- 7.2 for failure to pay the annual subscription within 3 months of the due date for renewal.

The member concerned shall first be given notice of the grounds of expulsion and shall be entitled to

appeal against expulsion to a General Meeting by giving notice in writing to the Chairman within 10 working days of receiving notice of expulsion. The Committee shall as soon as is practicable convene a General Meeting to determine the member's appeal if expulsion is under clause 7.1. The General Meeting may uphold or quash the decision of the Committee by a simple majority. If expulsion is for non-payment of annual subscription fees the Committee's decision on review following an appeal against the decision is final.

## **SUBSCRIPTIONS**

- 8 The annual subscription shall initially be:
  - 8.1 £[ 30] in each calendar year for Ordinary Members; and
  - 8.2 £[120 ] in each calendar year for Corporate members;
  - 8.3 £[15 ] in each calendar year for Associate Members;
- 9 The calendar year shall run from 1st October to 30th September
- 10 Any increase or reduction in the annual subscription may be determined by resolution passed at any General Meeting of the Association.
- 11 The Committee of the Association shall be entitled in special cases to reduce the amount of the annual subscription or to waive it altogether.

## **GENERAL MEETINGS**

- 12 The Annual General Meeting shall be held once in each calendar year on such day as the Committee shall determine.
- 13 The Chairman or, in his or her absence, the Vice-Chairman, or, in his or her absence, a person nominated by the Committee, shall preside at General Meetings of the Association. Unless otherwise expressly provided in this Constitution each question shall be decided by a majority of votes. Each Ordinary Member of the Association shall have one vote on each question. The Chairman of the General Meeting shall have a second or casting vote.
- 14 The business of the Annual General Meeting shall consist of:
  - 14.1 the reception of the Chairman's report on the activities of the Association during the preceding year;
  - 14.2 the election of the Officers and of the members of the Committee;
  - 14.3 the approval of the accounts of the Association;
  - 14.4 the appointment of an Auditor; and
  - 14.5 any other business of which notice may have been given or which may be permitted to be raised without notice with the approval of the Chairman.
- 15 Any member wishing to raise any matter at the Annual General Meeting shall give notice in writing thereof to the General Secretary no later than three working days before the date of the meeting PROVIDED THAT the Chairman of the meeting may allow any matter to be raised at the Annual General Meeting without such previous written notice as aforesaid.
- 16 In addition, the Committee may convene General Meetings of the Association to transact any matter which the Committee wishes to bring before the members. The provisions

applicable to the Annual General Meeting shall mutatis mutandis apply to any such General Meeting subject to the provision that any member wishing to raise any matter at such meeting shall give notice in writing thereof to the General Secretary not later than ten working days before the date of the meeting.

- 17 At all General Meetings of the Association the quorum shall be six Ordinary Members.
- 18 Notice convening a General Meeting shall be sent by the General Secretary to the members not less than fourteen days before the meeting and shall specify the matters to be dealt with.
- 19 Subject to Clause 12 meetings of the Association shall take place at such places, dates and times as may be specified by the Committee.

#### THE OFFICERS OF THE ASSOCIATION

- 20 The Officers of the Association shall be the Chairman, the Vice-chairman, the General Secretary, the Membership Secretary and the Treasurer. The Officers of the Association shall be elected from amongst the Ordinary Members at the Annual General Meeting by a simple majority of the Ordinary Members present.
- 21 The Committee shall be entitled to elect an Honorary President and an Honorary Vice-President who shall be the Additional Officers of the Association.

#### 20 (A) ELECTION OF OFFICERS

20A. 1. Any member of the Association who is a Solicitor or a Barrister of at least 3 years post qualification experience and has been a member of the Association for at least 3 continuous years is eligible for election as an Officer of the Association at the Annual General Meeting following the retirement of the present Officers.

20A.1.1. Subject to the provisions for the automatic succession of the office of Vice-Chairman to Chairman and the six year rule in 20A.1.2, nominations for election as an Officer of the Association for the following term must be signed by two ordinary members and the nominee with a supporting statement and curriculum vitae from the nominee. The nomination, supporting statement and curriculum vitae must be sent to the Associations Administrator not less than 30 days before the Annual General Meeting and must be circulated to members for consideration for the elections at the Annual General Meeting at least 15 days before the Annual General Meeting.

20A.1.2. Subject to the succession provisions in 20A.1.3 below, Officers of the Association shall hold office for two years and retire at the Annual General Meeting at the end of the second year. Officers shall be eligible for re-election to the same office for a second term. Unless otherwise agreed at an Annual General Meeting the maximum term any Officer of the Association may hold the same office shall not exceed a consecutive period of six years.

20A.1.2.3. Subject to 20A.1.2, the Vice-Chair shall automatically succeed to the Office of Chair at the conclusion of his second year in office provided he is still a member of the Association at the retirement of the Chairman.

#### THE COMMITTEE

22 The Committee shall consist of:

22.1 the Officers of the Association;

22.2 not more than seven further Ordinary Members of the Association including a student member elected in the

Annual General Meeting by simple majority of the Ordinary Members present;

- 22.3 not more than three members of the Association who are individuals co-opted by the Committee;
- 22.4 the Additional Officers (if any); and
- 22.5 a person (if any) nominated by the Nigerian corresponding association and co-opted by the Committee.
- 23 The Officers and the other members of the Committee shall retire at each Annual General Meeting but shall be eligible for re-election.
- 23.1. an Officer of the Association shall cease to hold office in the following circumstances (a) if he or she is struck of the Roll of Solicitors and or the Bar Council.
- (b) becomes incapable by reason of mental disorder, illness or injury of managing his or her own financial affairs.
- (c) resigns by notice in writing to the Committee.
- (d) fails to attend all 3 Committee meetings convened in any year without giving prior notice to the Chairman of his or her absence.
- (e) at least three quarters of the other members of the Committee pass a resolution that he or she be removed.
- 24 In the event of any vacancy in the Committee other than by retirement at an Annual General Meeting the Committee shall be entitled to fill such vacancy by co-option of another Ordinary Member.
- 25 The Committee shall elect a Committee member to fill any vacancy amongst the Officers occurring otherwise than by retirement at an Annual General Meeting.
- 26 The Committee shall meet at least three times a year at regular intervals as well as on the request of the Chairman or, in his or her absence, the Vice-chairman for the despatch of urgent business. Meetings shall be conducted by the Chairman or in his or her absence, the Vice-Chairman or, in his or her absence, a person nominated by the Committee. The quorum of the Committee shall be five members including any two Officers of the Association. The Committee shall decide by simple majority. In case of equality of votes the person conducting the meeting shall have a second or casting vote.

## **POWERS OF THE COMMITTEE**

- 27 The affairs of the Association shall be managed by the Committee.
- 28 The Committee of the Association shall have power to do all things reasonably necessary in order to achieve the objects of the Association and (without prejudice to the generality of the foregoing) shall have power:
- 28.1 to arrange lectures, seminars meetings and conferences;
- 28.2 to communicate with other institutions in the United Kingdom and elsewhere in relation to the objects of the Association;
- 28.3 to convene the Annual General Meeting or any other General Meeting;
- 28.4 to increase, reduce and collect the members' subscriptions;
- 28.5 to prepare an annual account and submit the same to the Annual General Meeting;
- 28.6 to record resolutions of the Committee and those of the Annual General Meeting or of any Extraordinary General Meeting;
- 28.7 to enter into monetary or other legally binding obligations on behalf of the

Association and to apply the funds of the Association in satisfaction of those obligations;

28.8 to open bank accounts in the name of the Association and to deposit the funds of the Association with any reputable financial institution; and

28.9 to establish branches of the Association in the United Kingdom.

PROVIDED ALWAYS that the written consent of any two of the Officers of the Association in addition to the Treasurer shall be required for any expenditure of the funds of the Association.

29 The Committee shall have power to appoint sub-committees or sub-groups consisting of such members of the Committee and such other members of the Association as the Committee shall from time to time select to carry out such activities as the Committee shall determine and with such of its powers except any power:

29.1 relating to the expulsion of members;

29.2 to incur any monetary or other legally binding obligation on behalf of the Association;

Each such sub-committee or sub-group shall keep minutes of its proceedings which it shall produce to the Committee and shall conduct its business in accordance with the directions of the Committee. The Committee shall also have the power to delegate such powers and duties of the Committee (except those relating to the expulsion of members) to individual officers of the Association as it may deem necessary or expedient for the object of furthering any particular activity of the members.

The Committee shall have the power to appoint members of the Association to the Committee to fill any casual vacancy.

30 No sub-committee or sub-group shall have the power to incur any expense on behalf of the Association or give any warranty or representation or enter into any commitment on behalf of the Association except to such extent as the Committee from time to time specifically authorises in writing.

### 31 **ALTERATION OF CONSTITUTION**

The members of the Association shall have power to alter the Constitution by majority of two-thirds of those present and voting at a General Meeting.

### 32 **EXPENSES**

32.1 Any expenses and outgoings of the Association incurred in holding meetings shall be borne by the funds of the Association, including subscription fees.

32.2 All expenses of the Committee reasonably incurred on behalf of the Association will be paid for by the Association.

### 33 **CHAIRMAN'S DECISION FINAL**

The decision of the Chairman of the Meeting as to the result of the voting on any question shall be final and an entry in the Minute Book signed by the Chairman of the Meeting shall be conclusive of the terms of any resolution and of its having been passed.

### 34 **MINUTES**

The **General** Secretary shall record in a Minute Book the proceedings of all General Meetings and meetings of the Committee.

**35 BY-LAWS**

The Committee shall have power to make and from time to time amend by-laws for regulating the conduct and affairs of the Association provided the same are not inconsistent with this Constitution. Such by-laws shall be notified to the members within two working weeks of their adoption and shall be binding on all the members as from adoption.

**36 REGISTER OF MEMBERS'**

The Membership Secretary shall maintain a list of names and addresses of all members of the Association which may be inspected by any member on giving at least 7 days written notice to the Membership Secretary. The Membership Secretary may keep such list on a computer or other medium and each of the members and past members of the Association shall be deemed to have consented thereto unless they shall have given written notice to the contrary to the Membership Secretary.

**37 FINANCIAL YEAR**

The financial year of the Association shall end on the 31st December in each year to which day the Accounts of the Association shall be balanced.

**38 AUDIT OF ACCOUNTS**

The Committee shall appoint as soon as practicable a suitable person to serve as the first Auditor. The Auditor shall audit the accounts of the Association before the Annual General Meeting. A vacancy occurring in the office of Auditor during the year shall be filled by the Committee.

**39 DISSOLUTION**

If the number of members of the Association shall at any time fall below two or if at any time the Association shall pass in a meeting by a majority comprising at least two thirds of the members present and entitled to vote a resolution of its intention to dissolve the Association such dissolution shall take effect immediately. In the event of the dissolution of the Association the available funds of the Association shall be transferred to such one or more charitable institutions having objects which include objects similar or reasonably similar to those hereinbefore declared as shall be chosen by the Committee and approved by the meeting of the Association at which the decision to dissolve the Association is confirmed.

**ADOPTED[ February 13<sup>th</sup> 2008 ]**