

ALRAESA

Association of Law Reform Agencies of Eastern and Southern Africa

Constitution

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WHERE AS the Law Reform Agencies of Kenya, Lesotho, Malawi, Namibia, South Africa, Tanzania, Uganda, Zambia, Zanzibar and Zimbabwe held a seminar on the theme of “Best Practices in Law Reform” under the auspices of the Law Reform Commission of Tanzania on 18th – 19th October, 2000 in Dar es Salaam, Tanzania;

AND

WHEREAS at the end of that seminar, it was realized and unanimously agreed that there is a need for a professional body to facilitate co-operation in law reform and development in Eastern, and Southern Africa;

NOW THEREFORE, the above-mentioned agencies hereby establish an organization to be known as **THE ASSOCIATION OF LAW REFORM AGENCIES OF EASTERN AND SOUTHERN AFRICA (ALRAESA)**

Article 1. Name

- (a) The name of the Association shall be the Association of law Reform Agencies of Eastern and Southern Africa (hereinafter referred to as “the Association”)
- (b) The Association shall be a body corporate with perpetual succession and common seal capable of suing and being sued.

Article 2. Purpose

The Association is established to:

- (a) Exchange and share ideas on best practices in law reform;
- (b) Exchange and share ideas on the development of Law, within the countries of the member agencies in

- accordance with the principles of human rights, good governance and rule of law; and
- (c) Collectively contribute to the attainment of the objectives of member agencies.

Article 3. Headquarters

The Secretariat of the Association shall be located in a member agency as may be determined by the General Meeting of all members on the recommendation of the Executive.

Article 4. Objectives

The objectives of the Association are to undertake, on behalf of its members, all or any of the following activities:

- (a) To facilitate regional co-operation in the reform and development of the law;
- (b) To foster co-operation among the members in the acquisition of knowledge and skills through reciprocal exchange of publications, pooling together research findings, regional conferences and attachment of members of staff of one member to another;
- (c) To propose regional measures on legislative and administrative action to combat International crimes;
- (d) To publish a journal or a bulletin and to encourage members to contribute to it for a wider and more effective dissemination of the work of the Association;
- (e) To promote approximation and harmonization of laws within the region;
- (f) To draft model laws for adaptation in the enactment of domestic law;
- (g) To assist in strengthening existing Law Reform Agencies in the Region;
- (h) To contribute to protection of human rights, maintenance of the rule of law, constitutionalism and

good governance in the region in particular, and in the whole of the African Continent in general, through publications and or conferences and any other means as the Association may from time to time determine;

- (i) To observe and contribute to the realization of gender equality in all processes and generally to promote laws that promote gender equality;
- (j) To promote meaningful and effective approaches to the integration of customary law, common law and civil law and bring them in line with international norms and practices;
- (k) To constantly scrutinize the impact of international influences in all their manifestations and recommend legal safeguards against the detrimental side-effects in the African Milieu;
- (l) To undertake regional legislative action in adapting to the emerging technological and business developments;
- (m) To evolve concepts of jurisprudence for application in home-grown laws for the specific socio-economic well-being of the region;
- (n) To work towards the entrenchment of respect for the rule of law, protection of human rights and use of law in the resolution of conflicts in the minds of civic leaders, non-governmental organizations and the general public;
- (o) To popularize the role of the Law Reform Agencies at the national, regional and international level;
- (p) To promote amicable relationships between the Law Reform Agencies on the one hand and governmental authorities and political organizations generally on the other hand with a view of facilitating the successful execution of the mandate of the members of the Association;
- (q) To harmonize methods of pursuing the discharge of the mandate of member agencies with the view to

their adaptation within the jurisdiction of the respective agencies;

- (r) To forge co-operation and alliances with other law reform agencies and Associations in Africa and beyond for the better pursuit of the objectives of the Association; and
- (s) To establish effective methods of cooperating with legal education institutions or any other institutions that can contribute to the law reform process.

Article 5. Membership

- (a) All founding members are members of the Association;
- (b) Any Law Reform Agency in Africa may be admitted to membership of the Association by the Executive Committee on written application, subject to satisfying all the conditions for membership as laid down by the Executive Committee of the Association;
- (c) All those agents and government departments that are not law reform agencies but do undertake law reform and development activities may become members;
- (d) Individual persons and organisations interested in law reform activities may apply for Associate Membership to ALRAESA;
- (e) The Executive Committee may admit an individual person as an Associate Member based on her/his experienced in law reform and who had previously worked in any Law Reform Agency;
- (f) Associate Members shall not be eligible to vote or hold office.

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Article 6. Payment of Subscription

- (a) Every member of the Association shall pay an annual subscription to the funds of the Association.

- (b) The amount of subscription shall be fixed by the Executive Committee from time to time;
- (c) ~~The Executive Committee shall fix the annual subscription payable by Associate Members;~~
- (d) ~~Associate Members in category 5(e) shall not pay subscription fees.~~

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Article 7. Duties of the Members of the Association

All members of the Association shall;

- (a) Further the objectives of the Association;
- (b) Observe and respect this Constitution, all resolutions and all recommendations of the Association; and
- (c) Protect the interests of the Association.

Article 8. Expenses of Travel and Subsistence

Every member of the Association shall, unless otherwise agreed to by the Executive Committee of the Association, be responsible for all expenses of travel, board and lodging of its representatives.

Article 9. Termination of Membership

- (a) The Association shall terminate the membership of a member of the Association if the member concerned is found, by an act or default (including default in payment of subscription) to be unworthy of being a member by a resolution of two-thirds of the members present and voting in a General Meeting of the Association: Provided that:
 - (i) Due notice of the meeting and proposed resolution has been given in writing; and
 - (ii) The member concerned has been given a reasonable opportunity of representation at the

- meeting and allowed to contest or explain its alleged act or default.
- (b) A member may terminate membership of the Association in writing to the Executive Committee.

Article 10. Office – Bearers

(1) Office-bearers of the Association shall be:

- (a) A Chairperson;
- (b) Two Vice-Chairpersons designated as first and second Vice - Chairpersons;
- (c) A Secretary-General;
- (d) A Treasurer; and
- (e) two other members from member agencies not represented in the Executive Committee after election of designated office bearers

(2) Office bearers shall hold office on behalf of the agencies to which they belong and not to the individual members so elected. If the elected office bearer ceases to be employed by the agency s/he represents, the concerned agency will nominate a replacement office bearer to hold office for the remainder of the term

(3) A Member representing an agency as office bearer shall cease from holding office upon termination of the membership of the agency s/he represents as office bearer

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Article 11. Absence of the Chairperson

During the absence of the Chairperson his or her duties shall be performed by any one of the Vice-Chairpersons.

Article 12. The Treasurer

- (a) The Treasurer shall be responsible for the control and disbursement of the funds of the Association in accordance with:

- (i) The Financial Regulations of the Association;
and
 - (ii) The Directives of the Executive Committee.
- (b) He or she shall also be responsible for the maintenance at all times of proper books of accounts, and presentation and defense of full and accurate accounts to the Executive Committee.

Article 13. Duties of the Secretary General

The duties of the Secretary General shall include:

- (a) Keeping of minutes of the Executive Committee and General Meetings of the Association and any other sub-committees that may be appointed from time to time;
- (b) The day-to-day management of all the affairs of the Association, and promotion of its activities, subject only to any general or special directions given to him or her by the Chairperson acting on behalf of the Executive Committee;
- (c) The management of the funds of the Association in accordance with the Financial Regulations of the Association and the directives of the Executive Committee;
- (d) Such other duties as the Executive Committee may from time to time require of him or her.

Article 14. The Executive Committee

There shall be an Executive Committee of the Association constituted as follows:

- (a) All the Officer-Bearers; and
- (b) Two persons from each of two member agencies not represented as Office Bearers.

Article 15. Election and Resignation of the Executive Committee

- (a) Members of the Executive Committee shall:
 - (i) Be elected by members of the Association in a General Meeting;
 - (ii) Hold office for a period of two years and be eligible for re-election for a further period of two years;
 - (iii) Serve in an honorary capacity but may be reimbursed for such expenses as may, from time to time, be approved by the Executive Committee;
 - (iv) Cease to hold office if he or she:
 - (aa) Resigns in writing; or
 - (bb) Is removed from office by a majority of members of the Association present and voting at a General Meeting of the Association.
- (b) The Executive Committee may, if it considers it necessary, fill a vacancy resulting from resignation by or removal from office of an Office Bearer: Provided that any person filling such a vacancy will do so only until the next General Meeting where elections will be carried out to fill in such a vacancy for the remainder of the term.

Article 16. Authority of the Executive Committee

Subject only to any general or special directions given by the Association at its General Meeting, the Executive Committee shall be responsible for:

- (a) Initiating policies of the Association for the approval of the General Meeting;
- (b) The general management of the affairs of the Association;

- (c) The promotion of the objectives of the Association;
and
- (d) The exercise of authority over all persons serving in the Association.

Article 17. Sub-Committees

For the better performance of its duties, the Executive Committee may from time to time appoint sub-committees with such duties and powers, whether executory or advisory, as the Executive Committee thinks fit, and the executory powers of any sub-committee may include power to act as a delegate and in the name of the Executive Committee.

Article 18. Meetings of the Executive Committee.

- (a) Meetings of the Executive Committee shall be convened by the Secretary-General in consultation with the Chairperson at least twice a year; and
- (b) Extraordinary meetings may be called at any time upon a request being made by three or more members and a 30 days notice shall be given.

Article 19. Notice of Meetings

Notice of every such meeting shall be given to every member of the Executive Committee at least 30 days in advance.

Article 20. Quorum for the Executive Committee Meeting

At any meeting of the Executive Committee or any sub-committee thereof a simple majority of its members shall constitute a quorum: Provided that, if at any such meeting there is no quorum within 60 minutes of the time appointed, the meeting shall be adjourned to the same place and time the next day, and the members then present shall constitute a quorum.

Article 21. Representation at General Meetings

At every General Meeting of the Association each member agency may be represented by one or more delegates, but shall have only one vote.

Article 22. General Meeting

- (a) The Ordinary General Meeting of the Association shall be held annually and shall be convened by the Secretary-General in consultation with the Chairperson in a country of any of the member agencies by written notice sent to every member agency of the Association at least 60 days before the date of the meeting;
- (b) Extra-ordinary Meetings may be called at any time upon a request being made by three or more members and a 30 days notice shall be given.

Article 23. Observer Status

The Association, on the recommendation of the Executive Committee, may in General Meetings grant observer status, specifically or generally, to any organization, institution or person it may deem fit to participate thereat.

Article 24. Agenda at General Meetings

- (a) The Agenda for any Ordinary General Meeting shall consist of the following:
 - (i) Confirmation of the minutes of the previous Ordinary General Meeting;
 - (ii) Receiving and considering a report of the Chairperson and of the Secretary-General on the activities of the Executive Committee since the previous Ordinary General Meeting;
 - (iii) Receiving and considering the audited accounts of the Association for the financial year which has elapsed since then;
 - (iv) Such other matters as the Executive Committee may decide or of which notice shall have been given to the Secretary-General by a member or members of the Association at least 30 days before the date of the General Meeting;
 - (v) Any matter put on the agenda by the Meeting;
 - (vi) Election of Office-Bearers, if due during the General Meeting.
- (b) Election of Office-Bearers and other members of the Executive Committee shall be held once every two years.

Article 25. Quorum for the General Meeting

The quorum for a General Meeting of the Association shall be a simple majority of the total number of members entitled to attend and vote thereat: Provided that, if at any such meeting there is no quorum within 60 minutes of the time appointed, the meeting shall be adjourned to the same place and time the next day, and the members then represented shall constitute a quorum.

Article 26. Chairperson at Meetings

At all General Meetings of the Association and all meetings of the Executive Committee, the Chairperson or, in his absence, one of the Vice Chairpersons, shall preside in accordance with Article 11, or in the absence of all of them, a person duly attending and elected by the meeting shall preside.

Article 27. Management of Meetings

The Chairperson or other person presiding may at his or her discretion limit the number of persons permitted to speak for or against any motion.

Article 28. Resolutions

Except as otherwise expressly provided by this Constitution, resolutions shall be decided by a simple majority on a show of hands: Provided that, in case of equality of votes, the Chairperson or other person presiding shall have a second or casting vote.

Article 29. Procedure

In all other respects procedure at General Meetings of the Association and meetings of the Executive Committee shall be in accordance with such regulations as the General Meetings, or as the case may be, the Executive Committee shall from time to time prescribe; or failing such regulations, as directed by the Chairperson or other person presiding at that meeting.

Article 30. Non-invalidating

No General Meeting of the Association or meeting of the Executive Committee shall be invalidated by accidental failure to give notice thereof to all members concerned, if

such failure does not extend to more than three such members, or by any such member not receiving a notice duly sent to such a member.

Article 31. Source of Funds

The funds of the Association shall include:

- (a) Subscriptions from member agencies as stipulated under Article 6 of this Constitution;
- (b) Donations or any legacies as the Association may deem fit to accept in any given circumstances; and
- (c) Any such other funds as the Association may deem fit to generate in any given circumstances.

Article 32. Use of Funds

The funds of the Association may only be used for the objectives herein stated and as directed by the Executive Committee of the Association.

Article 33. Bank of Association

All monies received by or on behalf of the Association shall be paid into such bank accounts as the Executive Committee may from time to time direct.

Article 34. Operation of Bank Accounts

- (a) All bank accounts of the Association shall be operated by the signatures of the Treasurer and of at least one other person, nominated by the Executive Committee, who is involved in the management of the Law Reform Agency to which the Treasurer is attached.
- (b) The bank accounts referred to in paragraph (a) include the following:

- (i) a current account;
 - (ii) an interest bearing investment account; and
 - (iii) such other account as the Executive Committee may determine.
- (c) The Treasurer, in association with the other person referred to in paragraph (a) may perform such additional functions in respect of the operation of the bank accounts as may be required for the efficient functioning thereof and as authorized by the Executive Committee

Article 35. Auditors

Auditors for the Association shall be appointed by the General Meeting or the Executive Committee: Provided that where auditors are appointed by the Executive Committee they will only be temporary until they are ratified by the General Meeting.

Article 36. Regulations

- (a) There shall be Administrative and Financial Regulations of the Association, which shall govern the smooth running of the Association and the implementation of this Constitution.
- (b) The Executive Committee shall be responsible for the drawing up of the regulations and the submission thereof to the Annual General meeting for approval and adoption.

Article 37. Amendment of the constitution

All or any of the provisions of this Constitution (including the Name and Objectives of the Association) may be amended at any time by a resolution of not less than two-third of those voting at a General Meeting of the Association convened with at least 90 days notice of the proposed

amendments: Provided that if the General Meeting agrees to a shorter period of notice, an amendment may be made even where the notice is less than 90 days.

Article 38. Dissolution

The Association may be dissolved at any time by resolution of not less than two thirds of those voting at a General meeting of the Association convened with at least six months notice of the proposal for dissolution.

Article 39. Liquidation of Assets

In the event of dissolution of the Association, the auditors last appointed shall oversee the equal distribution of the assets to all members provided that this will be done after payment of all liabilities. For those members who will have defaulted in their contributions they shall be paid less the defaulted amount.

Article 40. Logo

The Association shall have a logo approved by the Executive Committee.