

BY - LAWS OF THE SECTION ON LEGAL PRACTICE OF THE NIGERIA BAR ASSOCIATION

ARTICLE I – OBJECTS

The objects of the Section on Legal Practice (hereinafter called the Section) established by and within the Nigerian Bar Association, are:

- a) To promote the exchange of information and views among individual members of the Section and other likeminded bodies as to the laws, practices and procedures affecting the Section locally and internationally.
- b) To assist members to develop and improve their legal services to the public.
- c) To undertake such related activities as may be approved by the Section's Council from time to time.

ARTICLE II – MEMBERSHIP

Any member of the association shall be eligible for membership of the Section and upon payment of the Section dues for the current year to the Section Treasurer, he or she shall enroll by the Association as a member of the Section.

ARTICLE III – SECTION DUES

- a) Upon payment of the Section dues as may be prescribed from time to time by the Section Council, for the year, each member of the Section shall be entitled to join one Committee of the Section. Any member wishing to join additional Committees shall pay such further annual dues as shall be fixed from time to time by the Section Council.
- b) All Section dues shall be paid into such Section Accounts as may be determined by the Section Council from time to time. Signatories to the Section Accounts shall be the Section Chair, Section Treasurer and the National Treasurer of the Association.

ARTICLE IV – CESSATION OF MEMBERSHIP

Any member who resigns from the Section or whose annual dues to the Section are in arrears for such period (not being less than six months) as the Treasurer of the Section shall determine, shall cease to be a member of the Section. However, such resignation shall not take effect until all outstanding dues owed by such a member have been paid.

ARTICLE V – SECTION OFFICERS

Section 1

The Senior Officers of the Section shall be Chair, a Vice-Chair, a Secretary and a Treasurer. The Section shall have any such additional Officers as the Section Council

may deem necessary. Only members in good standing in the Section shall be eligible to hold an office.

Section 2 – Term of Office

An officer shall hold office for a term beginning at the conclusion of the Biennial Conference of the Association at which such Officer was elected and ending at the conclusion of the next Biennial Conference of the Association, and he or she shall not be eligible for re-election to the same office. However, if at the end of any Officer's term a successor has not been elected, then the term of that Officer shall be extended until a successor is duly elected. Any Officer filling in a vacancy of a retired Officer for a period of less than 18 months shall be eligible for election for a further full term to the same Office. No member shall be nominated for, elected to or serve concurrently in more than one office and as an elected or co-opted non-Officer of the Council.

Section 3 – Administrative Assistance

The Director or any such Officer of the Association and the Officers of the Association shall furnish to the Section and its Officers and Council all possible administrative assistance.

Section 4 – Duties of Officers

Subject to any decisions to the contrary of the national Executive Committee (NEC) of the Association, the powers and duties of the Section shall be as follows:

a) Chair

The Chair shall:

- i. Superintend all activities of the Section, subject to the advice and approval of the Section Council;
- ii. Preside at the General Meetings of the Section and the Meetings of the Section Council;
- iii. Appoint the Chair and other Officers of any Committee of the Section;
- iv. Attend meetings of the National Executive Committee (NEC) of the Association and any other body at which the Section is to be represented or appoint a member to represent the Section at such body.
- v. Keep the Officers of the Association advised of the activities and plans of the Section; and
- vi. Generally perform such other duties and exercise such further powers as are normally performed or exercised by the Chair or as may be decided by the Section Council.

b) Vice Chair

The Vice Chair shall:

- i. Perform the duties of the Chair if the Chair shall so request or if that person is unable to act or is not available;
- ii. Assist the Chair in the discharge of his or her duties as requested; and
- iii. Have the primary responsibility for the future planning for the Section and for the activities and co-ordination of its Committees.

c) Secretary

The Secretary shall:

- i. Assist the Chair and Vice Chair to such an extent as they may require;
- ii. Give notice of General Meetings of the Section Members and of meetings of the Section Council and keep Minutes as of all such meetings;
- iii. Deposit such Minutes with the Director of the Association;
- iv. Receive the names of persons proposed for election under Article VII Section 2 and any notices under Article X Section 3;
- v. Supervise the keeping of membership records;
- vi. Be responsible for planning and publication of the Section Journal and any other Section publications for distribution to its members; and
- vii. Supervise the arrangements for any written ballot under Article VII Section 3.

d) Treasurer

The Treasurer shall:

- i. Receive, collect and pay to the Section's bankers all monies collected as Section Dues and other payments including donations;
- ii. Carry out the decisions or directives of the Annual General Meeting in matters relating to the budget and finances of the Section;
- iii. Prepare a budget for the Section;
- iv. Circulate to every member of the Section Council, the audited accounts and balance sheet of the Section for the preceding year;
- v. Submit an annual audited report to the Annual General Meeting to which shall be attached the audited accounts and balance sheet of the Section for the preceding financial year.

ARTICLE VI – SECTION COUNCIL

Section 1 – Constitution

There shall be a Section Council which shall consist of:

- i. The Senior Officers of the Section and any additional Officers of the Section;
- ii. The immediate past Chairman of the Section;
- iii. Eight elected members; and
- iv. Up to four co-opted members.

Section 2 – Terms of Office of other members of the Section Council

Members of the Section Council other than the Section Officers shall hold office as such respectively for the following terms;

- a) The person referred to in Section 1 (b), for so long as he or she remains the immediate past Chair of the Section but in any event until the conclusion of the next Biennial Conference of the association;
- b) An elected member, from the conclusion of the Biennial Conference of the Association at which he or she is elected until the conclusion of the Second Biennial Conference of the Association next following the first – mentioned Biennial Conference and he or she shall be eligible for re-election until the conclusion of the next Biennial Conference. Elected members who have served for four years shall not be eligible for re-election.
- c) Those persons who are appointed to fill casual vacancies on and those persons who are co-opted to the Section Council; for the respective terms stated in Section 4(a)(ii) and 5 respectively of Article VII.

Section 3 – Duties

Subject to:

- a) Any restrictions which the National Executive Committee (NEC) of the Association may from time to time impose;
- b) Any decision duly taken at the General Meetings of the Section; and
- c) These By-Laws:

The council shall have general supervision and control of the affairs of the Section. The moneys of the Section shall be expended only in accordance with and within the limits of a budget previously submitted to and authorized by the Section Council.

Section 4 – Financing of Schemes and Services provided

The Section Council may make such arrangements as it deems appropriate for the financing of schemes promoted and services provided for the attainment and advancement of the objects of the Section, including, but without derogating from the generality of this Section, the levying of dues upon or the marking of charges against participants in such schemes or beneficiaries of such services.

Section 5 – Council Meetings

The Section Council shall meet at or about the time of Annual and Biennial Conferences of the Association and in the same city or place. It may, in addition, meet at any other time and place on the requisition of the Section Chair or a majority of its members. The Chair and Officers of Committees of the Section shall, except when the Section Council decides to meet in closed session, be entitled to attend and to speak but not to vote at its meetings. Notices of meetings of the Section Council shall be given to all its members in writing by posting, emailing or faxing the notices at least twenty-one days in advance

and shall include the agenda for the meetings and the quorum shall consist of at least six members.

Section 6 – Person presiding

If at any meeting of the Council none of the Section Officers is present, the Council shall elect a person to preside at the meeting from among their members.

Section 7 – Voting at meetings

All decisions of the Council shall be by majority vote of all members who are either present in person or voting or, being absent shall have communicated to the Secretary their votes in writing on any proposition or have their proxy to vote to another member of the Council. In case of equality of votes the person presiding at the meeting shall have a second or casting vote.

Section 8 – General Authority

The Council may act on behalf of the Section with respect to all matters relevant to the Section during intervals between Section General Meetings.

ARTICLE VII – NOMINATIONS, ELECTIONS AND VACANCIES IN RESPECT OF SECTION OFFICERS AND COUNCIL, AND CO-OPTION OF ADDITIONAL COUNCIL MEMBERS.

Section 1 – Nominating Committee

The Section Council shall at, not more than six months after, each Biennial General Meeting appoint a Nominating Committee consisting of three or more members of the Section with the power and duties conferred upon it in this Article.

Section 2 – Nominations

- a. (i) The Nominating Committee must, at least thirty days before the meeting of the Section Council which immediately precedes the Biennial General Meeting of the Section, submit to the Secretary the names of the persons whom it proposes for the election at the General Meeting as Section Officers, and elected members of the Section Council in place of those, if any, whose terms of office next expire pursuant to Section 2(b) of Article VI or pursuant to Section 4(a)(ii) of this article;
- (ii) Geographical gender representation of the Council shall be one of the factors to be considered by the Nominating Committee.
- (iii) The Nominating Committee's proposals for election as Section Officers and elected members of the Council shall be approved by the Section Council at its meeting above referred to and, if not so approved, the Section Council shall

itself at that meeting by written ballot so modify the proposals of the Nominating Committee as it may decide.

(iv) If any person so propose for election shall at any time before that General Meeting inform the Nominating Committee that he or she will be unable or is unable to serve, the Nominating Committee (after consultation with the Chair where the person concerned has been proposed as a Section Officer) shall, before the election takes place, submit to the Secretary the name of another person proposed for the election.

- b. Other such proposals, whether in respect of Section officers or elected members of the Council or both, may be made to the Secretary in writing at least thirty days before that General Meeting.
- c. Subject to paragraph (d) of this Section, unless the Council, in special circumstances to be adjudged by it in its discretion, otherwise decides, only persons who have served or are serving as a member of the Section Council or as the Chair or an Officer of a Committee of the Section shall be eligible to be proposed for election as a Section Officer.
- d. No person who is not a member of the Section shall be eligible to be proposed for election as a Section Officer or as an elected member of the Section Council.

Section 3 – Elections

- a. The election of Section Officers and elected members of the Section Council shall take place in the manner herein set out at each Biennial General Meeting of the Section.
- b. The General Meeting shall proceed first to the election of the Section Officers and thereafter to the election of elected members of the Section Council.
- c. If, in respect of Section Officers,
 - (i) There be no more than one person proposed, as required by Section 2 of this Article, for election to an office, that person presiding at the meeting, be deemed to have been duly elected to that office;
 - (ii) There be no more than one person so proposed for election to an office, the members of the Section present at the meeting shall elect one of them to that office by written ballot to be conducted in such a manner as the person presiding at the meeting shall determine. The person receiving the majority of the votes shall be deemed to have been duly elected.

- d. If, in respect of elected members of the Section Council,
 - (i) The number of persons proposed for election does not exceed the number of vacancies arising under Section 2(a)(i) of this Article, those persons shall, on declaration of their names by the person presiding at the meeting, be deemed to have been duly elected members of the Council.
 - (ii) There be more persons than that number so proposed for election, the member of the Section present at the meeting shall elect from among those persons the number required to fill the vacancies arising by written ballot to be conducted in such manner as the person presiding at the meeting shall determine. The persons receiving the majority of the votes shall be deemed to have been duly elected.

Section 4 – Casual Vacancies among Officer and Council Member

- a. In consultation with the Nominating Committee, the Section Council may appoint
 - (i) A person eligible under Section 2(c) of this Article to fill any casual vacancy occurring among Section Officers for the remainder of the term of office for which the Officer in whose place he or she is appointed was elected.
 - (ii) A person eligible under Section 2(d) of this Article to fill any casual vacancy among the elected members of the Section Council until the conclusion of the next Biennial Conference of the Association.
- b. A casual vacancy occurring in the position referred to in Section 1(b) of Article VI shall not be filled.

Section 5 – Co-opted Members of the Section Council

In consultation with the Nominating Committee, the Section Council may co-opt any member of the Section as an additional member of the Section Council for such term not exceeding two years as Section Council may determine: provided that there shall not there shall not be at any one time more than four such additional members. Co-opted members shall be eligible for subsequent election and may serve for a maximum of four years. Geographical representation on, and gender balance of the Council shall be some of the factors to be considered by the Council as regards the co-option of any member of the Section as a Council member.

Section 6 – Disqualification as Officer or Council Member

Should any Section Officer or any other member of the Council cease to be a member of the Section, his or her seat on the Council and, in the case of a Section Officer, his or her office as such shall automatically fall vacant.

ARTICLE VIII – HONORARY LIFE MEMBER OF THE SECTION

- a. On the recommendation of the Section Council, a General Meeting of the Section may elect as an Honorary Life Member of the Section any past Officer of the Section and, in exceptional circumstances, a past member of the Council of the Section.
- b. An Honorary Life Member of the Section shall have the rights and privileges of an individual member and shall not be required to pay annual dues but shall be entitled to attend, vote and speak at General Meetings of the Section. In cases where an Honorary Life Member shall also be an elected or co-opted member of the Council of the Section he or she shall be entitled to attend, speak or vote at the meetings of the Council of the Section.

ARTICLE IX – SECTION COMMITTEES

Section 1 – Establishment of Committees

In order to promote the participation of members of the Association, this Section shall comprise of the following Committees, namely:

1. Legal Education and Professional Development;
2. Practice Management and Technology
3. Access to Justice & *pro bono* services
4. Professional Conduct and Ethics
5. Human Rights
6. Business Crime
7. Commercial Litigation
8. Corporate Counsel
9. Academic Forum
10. Judges' Forum
11. Government practice.

and such other Committees as may be established for the Section.

Section 2 – Participation of Members

The members of the Section may elect to join any such Committee or Committees as they may wish.

Section 3

a. Chair of Committees

Each committee shall have Chair who shall be appointed by the Section Chair after consultation with such other persons as he or she thinks fit and in particular after taking into account the views of the other Section Officers and the Chair may, with the agreement of the Section Officers, remove any Committee Chair or other Committee Officer and appoint a replacement.

b. Vice-Chair and other Committee Officers

The Section Chair or Vice Chair shall, after consultation with and the approval of the Committee Chair, appoint one or more Vice-Chair and such other Committee Officers as may seem necessary or appropriate.

Section 4 – Terms of Office

Except as otherwise provided by the Council, Committee Chairs and Officers shall be appointed for a term not exceeding two years and thereafter be eligible for re-appointment for one further term not exceeding two years, such term or terms of office commencing and ceasing at the conclusion of a Biennial Conference of the Association or a Biennial Conference of the Section. No Committee Officer will be eligible for re-appointment to the same office after a period of four years. Notwithstanding the foregoing, in the event of a vacancy at any time for any reason whatsoever a Committee Chair may be appointed to fill such vacancy for a period ceasing at the conclusion of the next Biennial Conference of the Association or Section Conference, as the case may be, and shall at that time be eligible for appointment and re-appointment for two successive two-year terms in accordance with the provisions of the Section 3(a) above and this Section 4.

Section 5 – Meetings of Committees

Each committee shall whenever possible meet at the time of each Biennial Conference of the Association and Section Conference and may meet at any time upon the request of its Chair but not so as to involve the Section in any expenditure unless previously authorized by the Section Chair.

Section 6 – Reports of Committees

Each Committee Chair shall make a written report to the Section Chair of the proceedings of his or her Committee forthwith after conclusion of each Biennial Conference of the Association and Section Conference and shall from time to time arrange for articles to be submitted for publication in the Section Journal and at least once a year shall circulate to the members of his or her Committee with a newsletter reporting on its activities.

ARTICLE X – GENERAL MEETINGS OF THE SECTION

Section 1 – Biennial General Meetings

A General Meeting of the members of the Section shall be held at the time of each Biennial Conference of the Association and in the same city or place to elect Officers and Council Members in accordance with the procedures set out in Article VII above and to consider such other business as may be presented as may arise.

Section 2 – Additional General Meeting

Additional General Meetings to be held at other times or places may be called by the Section Chair or Section Council.

Section 3 – Notice of Meetings

- a. At least 30 days notice shall be given to the member by the Secretary of every General Meeting stating the date and place of the Meeting and any matter to be considered by the meeting and, in case of General Meetings, the name of those proposed for Election as Officers and as elected members of the Council. Such notice shall be sufficient if published in the Association's Journal.
- b. No matter shall be capable of being put to a vote at a General Meeting unless it shall have been included in the notice conveying the meeting or notice of it has been given to the Secretary not less than 15 days before the day of the meeting. Any other matter raised at a General Meeting may only be referred to the Council for consideration.

Section 4 – Quorum

Twenty members of the Section present at any General meeting shall constitute a quorum for the transaction of business and the vote of a majority of those present shall constitute a decision of the Section.

Section 5 – Person presiding

If at any General Meeting none of the Section Officers is present, the members of the Section present shall elect a person to preside from among their numbers.

Section 6 – Section not to represent the Association

The Section shall not take any action in the name of or purporting to represent the Association without prior authority or specific approval of the National Executive Committee (NEC) of the Association.

Section 7 – Right to Vote

The records of the Secretary shall determine the persons who are members of the Section and entitled to vote.

ARTICLE XI – MISCELLANEOUS

Section 1 – Fiscal Year

The fiscal year of the Section shall be the same as that of the Association.

Section 2 – Salaries and Expenses

No salary or other emolument shall be paid to any officer of the Section, member of the Council or Officer of a Committee. The Section Chair or the Section Council may, however authorize in accordance with any regulations or guidelines adopted by the Section, from time to time the reimbursement from Section funds of the traveling and hotel expenses, duplicating, mailing, telephone, fax or similar expenses incurred by any such person.

Section 3 – Actions of the Section to be reported to the Association

Any resolution adopted by or action taken on the authority of a General Meeting of the Section by a majority vote of the Section under Article X Section 7 shall be reported by the Section Chair to the National Executive Committee (NEC) of the Association.

ARTICLE XII – AMENDMENT OF THE BY-LAWS

These By-Laws may be amended at any General Meeting of the Section on the recommendation of the Section Council by a majority of the members present voting.

ARTICLE XIII – DEFINITIONS

- (i) “Association” means the Nigeria Bar Association.
- (ii) “Biennial Conference” means the biennial conference of the Nigeria Bar Association.
- (iii) “Committee” means a committee of the Section and shall include a sub-committee.
- (iv) “Council” means the council of the Section.
- (v) “General Meeting” means a general meeting of the Section.
- (vi) “National Executive Committee” means the national executive committee of the Nigeria Bar Association.
- (vii) “Officers” means the officer(s) of the Section so elected or appointed.
- (viii) “Section” means the Section on Legal Practice of the Nigeria Bar Association.