

Dated the 11<sup>th</sup> day of October, 2010



## CONSTITUTION

---

<i>Article 1.</i> Name	<i>Article 21.</i> Representation at General Meetings
<i>Article 2.</i> Purpose	<i>Article 22.</i> General Meetings
<i>Article 3.</i> Headquarters	<i>Article 23.</i> Observer Status
<i>Article 4.</i> Objectives	<i>Article 24.</i> Agenda at General Meetings
<i>Article 5.</i> Membership	<i>Article 25.</i> Quorum
<i>Article 6.</i> Payment of subscription	<i>Article 26.</i> Management of Meetings
<i>Article 7.</i> Duties of members of the Association	<i>Article 27.</i> Resolutions
<i>Article 8.</i> Expenses of travel and subsistence	<i>Article 28.</i> Procedure
<i>Article 9.</i> Termination of membership	<i>Article 29.</i> Non-invalidation
<i>Article 10.</i> Office-Bearers	<i>Article 30.</i> Source of funds
<i>Article 11.</i> The Chairperson	<i>Article 31.</i> Use of funds
<i>Article 12.</i> The Treasurer	<i>Article 32.</i> Bank of Association
<i>Article 13.</i> The Secretary-General	<i>Article 33.</i> Operation of Bank Accounts
<i>Article 14.</i> The Executive Committee	<i>Article 34.</i> Auditors
<i>Article 15.</i> Election and vacancy of the Executive Committee	<i>Article 35.</i> Regulations
<i>Article 16.</i> Authority of the Executive Committee	<i>Article 36.</i> Amendment of the Constitution
<i>Article 17.</i> Committees	<i>Article 37.</i> Dissolution
<i>Article 18.</i> Meetings of the Executive Committee	<i>Article 38.</i> Liquidation of Assets
<i>Article 19.</i> Notice of meetings	<i>Article 39.</i> Logo
<i>Article 20.</i> Quorum	<i>Article 40.</i> Language

THE LAW REFORM AGENCIES OF KENYA, LESOTHO, MALAWI, NAMIBIA, SOUTH AFRICA, TANZANIA, UGANDA, ZAMBIA, ZANZIBAR AND ZIMBABWE –

*following* a seminar held under the theme “Best Practices in Law Reform” from 18<sup>th</sup> – 19<sup>th</sup> October, 2000 in Dar es Salaam, Tanzania;

*realizing* the need for continuity in the exchange of knowledge and experiences in law reform and law development;

*unanimously agreeing* that there is a need for creation of a permanent body to facilitate co-operation in law reform and law development in Eastern and Southern Africa;

**HEREBY** establish an organization to be styled as **THE ASSOCIATION OF LAW REFORM AGENCIES OF EASTERN AND SOUTHERN AFRICA (ALRAESA)**.

**Article 1. Name**

- (1) The name of the organization shall be the Association of Law Reform Agencies of Eastern and Southern Africa (hereinafter referred to as “the Association”).
- (2) The Association shall be a body corporate with perpetual succession and a common seal and capable of suing and being sued in its name.
- (3) The Association, as the name suggests, is established for the Region of Eastern and Southern Africa (hereinafter referred to as the “Region”).

**Article 2. Purpose**

The purpose of the Association is to:

- (a) promote the exchange and sharing of ideas on:
    - (i) best practices in law reform and law development;
    - (ii) development of legislation within countries of member agencies in accordance with the principles of human rights, good governance and rule of law;
- and

- (b) collectively contribute to the attainment of the objectives of member agencies.

**Article 3. Headquarters**

The Secretariat of the Association shall be located in the country of a member agency as may, from time to time, be determined by the Annual General Meeting, 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, research findings, conducting Regional conferences and exchange, on attachment, of member agencies' personnel;
- (c) to propose measures on legislative and administrative action to combat international crimes within the Region;
- (d) to effectively disseminate the work of the Association through publication of a journal or a bulletin and to encourage members to make contribution towards the publications;
- (e) to promote approximation and harmonization of legislation within the Region;
- (f) to draft model legislation 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 and promotion of human rights, the rule of law, constitutionalism and good governance in the Region, in particular, and on the whole African continent, in general, through publications, conferences and any other means, the Association may, from time to time, determine;
- (i) to observe and contribute to the realization of gender equality in all processes and to promote legislation that promotes gender equality;

- (j) to promote meaningful and effective approaches to harmonization of customary law, common law and civil law with international norms and practices;
- (k) to constantly scrutinize the impact of international influence in all its 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 apply local jurisprudence in development of home-grown laws for the specific socio-economic well-being of the Region;
- (n) to entrench respect for the rule of law, protection of human rights and use of law in the resolution of conflicts among civil 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 their respective Governments and political organizations on the other hand with a view to facilitating the successful execution of the mandate of the members of the Association;
- (q) to harmonize methodologies of operation for member agencies;
- (r) to forge co-operation and alliances with other Law Reform Agencies in Africa and beyond for the better pursuit of the objectives of the Association; and
- (s) to establish effective methods of cooperating with legal or any other education institutions that can contribute to the law reform process.

## **Article 5. Membership**

- (1) There are three types of membership to the Association:
  - (a) Founder's Membership;
  - (b) Ordinary Membership;
  - (c) Associate Membership; and
  - (d) Honorary Members.
- (2) All founding members are members of the Association.

- (3) A Law Reform Agency in the Region may, in writing, apply to the Executive Committee for admission to ordinary membership of the Association.
- (4) The Law Reform Agency referred to in sub-article (3) may, upon satisfying all the conditions for membership as laid down by the Executive Committee of the Association, be admitted as an ordinary member.
- (5) A government department which is not a Law Reform Agency but does undertake law reform and law development work may, upon satisfying sub-article (2) and (3), become an ordinary member.
- (6) Individual persons and organisations interested in law reform work may apply, in writing, for associate membership to the Association.
- (7) The Executive Committee may, upon receiving the application referred to in sub-article (5) and being satisfied that the individual or organization has sufficient experience in law reform work or has interest in law reform, as the case may be, admit the applicant as an associate member of the Association.
- (8) The Executive Committee shall at the Annual General Meeting propose names of individuals eligible for conferment of honorary membership.
- (9) A person shall qualify for conferment of honorary membership if the person has previously worked in a legal capacity with a Law Reform Agency.
- (10) The Annual General Meeting shall consider the names proposed for honorary membership and, where agreeable, shall endorse any person so proposed as an honorary member.
- (11) An honorary member shall not be eligible to vote or hold office.

**Article 6. Payment of subscription**

- (1) Every member of the Association, except an honorary member, shall pay an annual subscription to the Association.
- (2) The amount of subscription shall, from time to time, be fixed by the Executive Committee.
- (3) The Executive Committee may vary the amount of annual subscription payable by associate members.

**Article 7. Duties of members of the Association**

A member 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, be responsible for all expenses of travel, board and lodging of the member or its representatives, as the case may be.

**Article 9. Termination of membership**

- (1) 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.
- (2) The Association shall terminate membership by a resolution of two-thirds of the members present and voting in an Annual General Meeting of the Association.

Provided that:

- (a) due notice of the meeting at which termination shall be discussed and the proposed resolution is given to the member concerned, in writing; and
- (b) the member concerned has been given a reasonable opportunity to be heard.
- (3) A member may terminate membership to the Association, in writing, by giving notice of six (6) months to the Executive Committee.

**Article 10. Office Bearers**

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; and
- (d) a Treasurer.

**Article 11. The Chairperson**

- (1) The Chairperson shall preside over the meetings of the Association.

- (2) The Chairperson shall also provide leadership of the Association and, where applicable, represent the Association.
- (3) The Vice-Chairperson shall perform such duties as may be assigned to them, from time to time, by the Chairperson.
- (4) In the absence of the Chairperson, any of the Vice-Chairpersons shall perform the duties of the Chairperson.
- (5) In the absence of all Chairpersons, the Executive Committee shall elect one of their number to act as Chairperson.

**Article 12. The Treasurer**

- (1) The Treasurer shall be responsible for the receipt, control and disbursement of the funds of the Association in accordance with:
  - (a) the Financial Regulations of the Association; and
  - (b) the directives of the Executive Committee.
- (2) The Treasurer shall also be responsible for the maintenance, at all times, of proper books of accounts and presentation and defence of full and accurate accounts to the Executive Committee.

**Article 13. The Secretary General**

The Secretary General shall perform the following functions:

- (a) preparation and distribution 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) day-to-day management of all the affairs of the Association;
- (c) promotion of the activities of the Association, subject only to any general or special directions given by the Chairperson, acting on behalf of the Executive Committee;
- (d) management of records of the Association in accordance with the directives of the Executive Committee; and
- (e) any other duties the Executive Committee may, from time to time, direct.

**Article 14. The Executive Committee**

- (1) There shall be an Executive Committee of the Association constituted as follows:
  - (a) all Officer-Bearers; and
  - (b) three (3) members elected as such not bearing any position under Article 10.

- (2) A member elected to hold office in the Executive Committee under this Article shall hold office on behalf of the Law Reform Agency to which they belong.
- (3) The Law Reform Agency elected to office shall present names of the officers deployed to serve the Association.
- (4) If the officers so deployed cease to be employed by the elected Law Reform Agency, the concerned Agency shall deploy a replacement office bearer to hold office for the remainder of the term.
- (5) An office bearer shall cease holding office upon termination of the membership of the Law Reform Agency elected as an office bearer.

**Article 15. Election and vacancy of the Executive Committee**

- (1) Members of the Executive Committee shall:
  - (a) be elected by members of the Association at the Annual General Meeting;
  - (b) hold office for a period of two (2) years and be eligible for re-election for a further period of two (2) years;
  - (c) be reimbursed for such expenses as may, from time to time, be approved by the Executive Committee;
  - (d) cease to hold office, where:
    - (i) membership of the Agency is terminated by the member; or
    - (ii) is removed from office by a majority of members of the Association present and voting at a General Meeting of the Association.
- (2) The Executive Committee may, if it considers it necessary, fill a vacancy resulting from termination of membership or removal from office of an office bearer:

Provided that any member filling the vacancy will hold office for the remainder of the term.

**Article 16. Authority of the Executive Committee**

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

- (a) initiating policies of the Association for the approval of the Annual General Meeting;
- (b) general management of the affairs of the Association;
- (c) promotion of the objectives of the Association; and
- (d) exercising authority over all persons, property or resources in the Association.

**Article 17. Committees**

- (1) For the better performance of its duties, the Executive Committee may, from time to time, appoint committees with executory or advisory duties and powers, as the Executive Committee thinks fit and the executory powers of any committee may include power to act as a delegate and in the name of the Executive Committee.
- (2) Any committee of the Association constituted in accordance with sub-article (1) shall elect one of their number to act as chairperson.
- (3) The committee constituted under this Article may, where necessary, appoint any other office bearers in order to fully discharge their mandate.

**Article 18. Meetings of the Executive Committee.**

- (1) The Secretary-General, in consultation with the Chairperson, shall convene meetings of the Executive Committee at least twice a year.
- (2) Any three (3) or more members of the Association may call for an extraordinary meeting of the Executive Committee.
- (3) Where a meeting is called in accordance with sub-article (2), the Secretary-General shall give notice of thirty (30) days.

**Article 19. Notice of meetings**

The Secretary-General shall give notice of a meeting of the Association at least ninety (90) days in advance.

**Article 20. Quorum**

At any meeting of the Executive Committee or any committee thereof, a simple majority of its members shall constitute a quorum:

Provided that if at any such meeting there is no quorum within sixty (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 any General Meeting of the Association, each member agency may be represented by one (1) or more delegates, but each member shall have only one (1) vote.

**Article 22. General Meetings**

- (1) The Secretary-General shall convene an Annual General Meeting of the association at a place and at a time which the Secretary-General, in consultation with the Chairperson, may determine.
- (2) Any three (3) or more members of the Association may call for an Extraordinary General Meeting of the Association.
- (3) A member of the Association may offer to the Executive Committee, the hosting of any General Meeting of the Association, in writing, through the Secretary-General.
- (4) Where a meeting is called in accordance with sub-article (2), the Secretary-General shall give notice of sixty (60) days.

**Article 23. Observer Status**

The Association, on the recommendation of the Executive Committee, may prior to any meeting, grant observer status, specifically or generally, to an organization, institution or individual it deems fit to participate in the meeting.

**Article 24. Agenda at General Meetings**

The Agenda for the Annual General Meeting shall, among other things, consist of the following:

- (a) confirmation of the minutes of the previous Annual General Meeting;
- (b) receiving and considering a report of the Chairperson and of the Secretary-General on the activities of the Executive Committee since the previous Annual General Meeting;
- (c) receiving and considering the audited accounts of the Association for the financial year which elapsed;
- (d) elections of Office Bearers, if the tenure expires;
- (e) any other matters the Executive Committee may decide or for which notice shall have been given to the Secretary-

General by a member of the Association at least thirty (30) days before the date of the Annual General Meeting; and  
(f) any matter put on the agenda by the Meeting.

**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:

Provided that if at any such meeting there is no quorum within sixty (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. Management of Meetings**

- (1) A person presiding over a meeting shall have overall authority to manage and direct the proceedings of the meeting.
- (2) The person presiding over a meeting may, at his or her discretion, limit the number of persons permitted to speak on any motion.

**Article 27. 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 person presiding shall have a second or casting vote.

**Article 28. Procedure**

- (1) The Executive Committee shall, from time to time, prescribe the procedure at any meeting of the Association.
- (2) In the absence of any regulation, the person presiding over the meeting shall direct accordingly.

**Article 29. Non-invalidating**

A meeting or a decision of the Association or the Executive Committee shall not be invalidated on account of:

- (a) failure to give notice thereof to all members concerned, if the failure does not extend to more than three (3) members;  
or

(b) failure by a member to receive a notice duly sent to the member.

**Article 30. Source of funds**

The funds of the Association shall include:

- (a) subscriptions from member agencies stipulated under Article 6;
- (b) donations, gifts or any legacies the Association may deem fit to accept; and
- (c) any other funds the Association may deem fit to generate.

**Article 31. Use of funds**

The funds of the Association shall only be applied to the attainment of the objectives of the Association:

Provided that the Executive Committee may direct the manner or activities to which the funds may be used.

**Article 32. Bank of Association**

All monies received by or on behalf of the Association shall be paid into a bank account the Executive Committee may, from time to time, direct.

**Article 33. Operation of Bank Accounts**

- (1) Any bank account of the Association shall be operated by the Treasurer and 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.
- (2) The bank accounts referred to in sub-article (1) include the following:
  - (a) a current account;
  - (b) an interest earning account; and
  - (c) any other account, the Executive Committee may determine.
- (3) The Treasurer, in association with the other person referred to in sub-article (1) may, as authorized by the Executive Committee, perform additional functions in respect of the operation of the bank accounts as may be required for the efficient functioning thereof.

**Article 34. Auditors**

Auditors for the Association shall be appointed by members at the Annual General Meeting.

**Article 35. Regulations**

- (1) 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.
- (2) The Executive Committee shall be responsible for the drafting of the regulations and the submission thereof to the Annual General Meeting for adoption.

**Article 36. Amendment of the Constitution**

- (1) Any provision of this Constitution may be amended by a resolution of not less than two-thirds of members present and voting at an Annual General Meeting of the Association.
- (2) The Secretary-General shall circulate any proposed amendment to members of the Association at least ninety (90) days before the date of the meeting at which the amendments shall be discussed.

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 ninety (90) days.

**Article 37. Dissolution**

The Association may be dissolved at any time by resolution of not less than two thirds of those voting at an Annual General Meeting of the Association convened at least six (6) months before the date of the meeting where the proposal for dissolution shall be discussed.

**Article 38. 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.

Distribution of the assets to members shall only be done after payment of all liabilities.

Members who, at the time of dissolution, shall have defaulted in their subscriptions shall be paid their portion less the extent of their default.

**Article 39. Logo**

The Association shall have a logo approved by members at the Annual General Meeting.

**Article 39. Language**

The official language of the Association is English.