

**THE COMPANIES ACT  
[CAP. 212 R.E. 2002]  
COMPANY LIMITED BY GUARANTEE**

**MEMORANDUM**

**and**

**ARTICLES**

**of**

**ASSOCIATION**

**of**

**EAST AFRICA LAW SOCIETY LIMITED**

**As Adopted by Special Resolution of the  
Members passed on the 26<sup>th</sup> day of November  
2016.**

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**Drawn by:**

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DAR ES SALAAM, TANZANIA**

# **THE COMPANIES ACT [CAP 212 R.E 2002]**

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## **COMPANY LIMITED BY GUARANTEE**

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### **MEMORANDUM OF ASSOCIATION OF EAST AFRICA LAW SOCIETY LIMITED**

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1. The name of the company is EAST AFRICA LAW SOCIETY LIMITED.
2. The registered office of the company shall be situated at Arusha, Tanzania.
3. The company's scope of operation shall be the East African region; and any other region as shall be determined by the General Assembly.
4. The objects for which the company is established are to;
  - (a) Establish relations and exchange expertise and ideas between Bar associations, Law societies, and their members including members of the law profession;
  - (b) assist such Bar Associations and Law Societies and their members to develop and improve their organisational structures and services to their members thereby enhancing the status of the legal profession;
  - (c) assist members of the legal profession to develop and improve their legal service to the public;
  - (d) advance the science of jurisprudence;
  - (e) promote, through common study of practical problems uniformity and definition of issues in appropriate fields of law;



- (g) Enhance the Professional skills and capacity of members of the legal profession across the East African region, to enable them effectively deliver on their mandates.
- (h) Constitute a platform through which the legal profession across the East African Region will participate in and influence the legal and policy formulation processes of the East African Community.
- (i) Promote and enhance the Rule of Law, good governance and respect for human rights across the East African Community.
- (j) To monitor actively the defence of the rule of law, protection of fundamental and human rights and freedoms, including the right of access to justice and the protection of the client; and the protection of democratic values inextricably associated with such rights.
- (k) purchase, take on lease or otherwise acquire land and properties and to sell, exchange, lease, charge, dispose of or deal with property and rights of all kinds;
- (l) lend money and, or guarantee the performance of the contracts or obligations of any company, firm or person, and the payment and repayment of the capital and principal or, and dividends, interest or premium on, any stock, shares and security of any company, whether having objects similar to those of the company or not and to give all kinds of indemnities, and to make and receive subvention payments;
- (m) issue and deposit any securities which the company has power to issue by way of mortgage or secure any such sum less than the nominal amount of such securities, and also by way of security for the performance of any contract or obligations of the company or of its customers or of any other company or person having dealings with the company, or in whose business or undertakings the company is interested;
- (n) receive money on deposit with or without interest rates;
- (o) establish or promote or join in the establishment or promotion of any other company whose objects shall include the taking over of any of the assets and liabilities of the Company or the promotion of which shall be calculated to advance its interests;
- (p) amalgamate with any other company whose objects are or include objects similar to those of the company;



- (q) promote, in the execution of these objects, the principles and aims of the East African Community in their legal aspects and to cooperate with and promote co-ordination among international judicial organisations having similar objectives;
  - (r) do all such acts and things as are incidental or conducive to the attainment of the above objects or any of them. It is hereby declared that the word "company" except where used in reference to the Company shall be deemed to include any partnership, or other body of persons whether incorporated and whether or not existing or hereinafter to be formed; and
5. It is furthermore expressly declared that the objects set forth in each of the foregoing paragraphs of this clause shall be construed in the most liberal way and shall in no way be limited by or restricted to reference to any other paragraph or by any inference drawn from the terms of any other paragraph.
6. The income and property of the Association, howsoever derived, shall be applied solely towards promotion of the objects of the Association as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, gift, division, bonus or otherwise howsoever by way of profit to the members of the Association.

**PROVIDED THAT** nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Company, in return for any services actually rendered to the Company, nor prevent the payment of interest, at a rate not exceeding the current bank rate, on money lent or reasonable and proper rent for premises demised or let by any member of the Company, but so that no member of the Council of Directors of the Company shall be appointed to any salaried office of the Company paid by fees and that no remuneration or other benefit in money or money's worth shall be given by the Company to any member of such Council of Directors except repayment of out of pocket expenses and interest at the rate aforesaid on money lent.


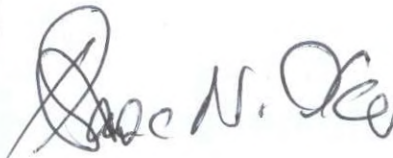
7. The liability of the members is limited.
8. Every member of the company undertakes to contribute to the assets of the Company in the event of it being wound up while still a member, or within one year thereafter, for payment of the debts and liabilities of the Company contracted before withdrawal or expulsion from membership, and the costs, charges and expenses of winding up, and for the adjustment of the rights of the members amongst themselves, such amount as may be required not exceeding two million Tanzanian Shillings.







9. If, upon the winding up or dissolution of the Company, there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the company, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property among its members to an extent at least as agreed as is imposed on the Company under or by virtue of Clause 6 thereof, such institution or institutions to be determined by the members of the General Meeting.

10. In the event of any disagreement at the General Meeting as to the distribution or transfer of assets, the same shall be referred to arbitration in accordance with the Arbitration laws of Tanzania in force on the day of execution of these Memorandum and Article of Association.

We the several persons, whose names and addresses are herein subscribed, are desirous of being formed into a company, in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS	SIGNATURE OF SUBSCRIBERS
<p>1. The Tanganyika Law Society Chato Street, Plot No. 391, Regent Estate, P.O. Box 2148, <b>Dar-es Salaam – Tanzania.</b> <b>Tel:</b> +255 22 2775313 <b>Email:</b> <a href="mailto:info@tls.or.tz">info@tls.or.tz</a></p>	
<p>2. The Law Society of Kenya LSK House, Gitanga Road, Valley Arcade, P.O. Box 72219 00200 <b>Nairobi – Kenya.</b> <b>Tel:</b> +254 20 387 4664/3865014/6/7 <b>Cell:</b> +254 720 904983 <b>Email:</b> <a href="mailto:info@lsk.or.ke">info@lsk.or.ke</a></p>	



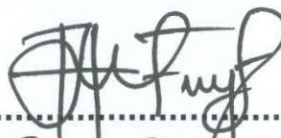
<p>3. The Uganda Law Society Plot 5A, Acacia Avenue, P.O. Box 426, <b>Kampala - Uganda</b> Tel: +256 414 342 424 Fax: +256 414 342 431</p>	
<p>4. The Rwanda Bar Association 14 Bd de la Revolution, P.O. Box 3762, <b>Kigali - Rwanda</b> Tel: +250 510514</p>	
<p>5. The Burundi Bar Association Chaussee Prince Louis Rwagasore, Quartier INSS, Immeuble Cour Constitutionnelle, P.O. Box 1207, <b>Bujumbura - Burundi</b> Tel: +257 22243 945 Email: <a href="mailto:ceo.barreau.burundi@gmail.com">ceo.barreau.burundi@gmail.com</a>; <a href="mailto:oabu_oabu@yahoo.fr">oabu_oabu@yahoo.fr</a></p>	
<p>6. The Zanzibar Law Society Bwawani Hotel, Ground Floor, Suite No. 107, P.O. Box 3319, Zanzibar <b>Tel: +255 24 2234890</b></p>	

DATED THIS 26<sup>th</sup> DAY OF Nov, 2016

**WITNESS TO THE ABOVE SIGNATURES:**

SIGNATURE

:



POSTAL ADDRESS

:

P.O. Box 1143

ARUSHA

:

QUALIFICATION

:

ADVOCATE





**THE COMPANIES ACT [CAP. 212 R.E 2002]**

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**COMPANY LIMITED BY GUARANTEE**

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**ARTICLES OF ASSOCIATION**

**OF**

**EAST AFRICA LAW SOCIETY LIMITED**

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**ARTICLE 1**

**REGULATIONS:**

The regulations in table "C" in the First Schedule to the Companies Act (Cap 12) shall not apply to the Company except in so far as the same are repeated or contained in these Articles.

**ARTICLE 2**

**DEFINITIONS:**

In these presents, if not inconsistent with the subject or context hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof;

**"Committee"** means a committee of the Company established by the Council pursuant to the provisions of Articles 8 and 9;

**"Company"** means the East Africa Law Society Limited;

**"Council"** means the governing council of the company established by Article 5.

**"Country"** means any East African Country.

**"Dishonourable Conduct"** means conduct unbecoming of a Lawyer or legal professional.

**"General Assembly"** means the General Assembly of the Company established under Article 6;

**"Member of the legal profession"** means a practitioner of the law who is ordinarily not a member of the National Bar Association, including, State



Attorneys and Prosecutors, members of the judiciary, legal academia, jurists, and other persons versed in the law;

**"Annual Subscription"** means both the annual Institutional and Individual subscriptions that shall be paid by the Bar Associations to the East Africa Law Society.

**"Officers"** means the President, Vice President, Secretary General, Deputy Secretary Generals, Treasurer, Deputy Treasurers, and other members of the Council as the case may be

### **ARTICLE 3**

#### **OBJECTS OF THE COMPANY:**

The Company is established for the objects expressed in the Memorandum of Association.

### **ARTICLE 4**

#### **MEMBERSHIP:**

1. There shall be four types of membership; namely Bar Associations, Legal Professionals and Jurists, Affiliate members and Honorary members.
2. The details of the membership shall be as follows:
  - (a) **Bar Association Membership:** This shall be open to Bar Associations within the East African Region, including the Guarantors of these Articles and Memorandum of Association; and any other region as shall be determined by the General Assembly in accordance with clause 3 of the Memorandum of Association of the Company. For purposes of clarity, the Bar Association membership will include the membership of their respective individual members.
  - (b) **Legal Professionals and Jurists Membership:** These include members of the Legal Profession ordinarily resident within East Africa and are not members of the National Bar Associations; and are desirous of associating with or benefitting from the services and programs of the East Africa Law Society. This includes State Attorneys and Prosecutors, the academia, and members of the judiciary.
  - (c) **Affiliate Membership:** Affiliate members shall include legal professionals and legally affiliated organisations or firms both within and without East Africa.
  - (d) **Honorary Membership:** These will be individuals or persons who have rendered distinguished service to the Public, Company



or the law; or who are able to assist the Company in achieving its objects; or who are otherwise deserving of recognition by the company on account of their distinction or eminence. Honorary membership shall be granted by the Company in accordance with the provisions of Article 13(3) of these Articles of Association.

3. The privileges and obligations of Legal Professionals and Jurists, Affiliate, and Honorary members shall be determined by the Council.

4. (a) Any institution wishing to apply for Bar Association membership shall submit its application to the Company, in writing and addressed to the Chief Executive Officer, accompanied by:

- (i) A certified true copy of its certificate of incorporation / registration and business license if applicable.
- (ii) A certified true copy of its constitution or other rules;
- (iii) the names and addresses of its President, senior and other officers;
- (iv) A resolution of the organization duly signed by the authorized officers for them to be members of the East African Law Society
- (v) A certificate signed by the President of the applicant stating the number of the applicants own member; and
- (vi) Evidence of payment of the Annual Subscription for the current year.

(b) The Council may, through the Chief Executive Officer, require any additional information necessary to determine the qualifications of the applicant for membership.

5. Any person applying for Legal Professionals and Jurists Membership, or Affiliate Membership shall submit their application to the Company in writing addressed to the Chief Executive Officer; accompanied by their respective valid practising license by whatever name called, and a letter of good conduct from their respective regulatory body.

6. Particulars of the application shall, as soon as possible, be furnished to the Bar Association in the country of the applicant and their views sought, within a period of 90 days as to the qualifications and eligibility of the applicant with respect to the application.

7. Particulars of every such application, accompanied by any views expressed in accordance with the preceding paragraph, shall be forwarded to all members of the council inviting them, within a period of 60 days, to vote upon such application; provided that the particulars shall include an opinion of the credentials committee as to the eligibility of the applicant.



8. The applicant shall be admitted to membership if such application is approved by two-thirds majority vote of the members of the council.
9. An applicant for membership of the Company, except for honorary membership, whose application has been rejected, shall not thereby be barred from re-applying for membership if the applicant is able to show evidence of the changed circumstances or new facts, which would, in the opinion of the Council justify a new application.

## **ARTICLE 5**

### **ORGANS:**

1. There shall be established the following organs of the Company:
  - (a) The General Assembly;
  - (b) The Governing Council;
  - (c) Council Committees;
  - (d) Committees to be established by the Governing Council; and
  - (e) The Secretariat.

## **ARTICLE 6**

### **GENERAL MEETING – Composition, Functions and Meetings:**

1. The General Assembly shall be the principal Organ of the Company and shall be composed of all members who may be accompanied by advisers or experts.
2. The General Assembly shall be responsible for the general policy and direction of the Company and ensure the proper functioning of the Company.
3. (a) The General Assembly notwithstanding the generality of the provisions of paragraph 2 of this Article shall:
  - (i) consider the report on the programmes and activities of the Company;
  - (ii) consider the report on the annual accounts of the company;
  - (iii) consider the budget of the Company;
  - (iv) consider the annual audit report of the Company;
  - (v) authorise the holding of such conferences as would advance the objects of the Company;
  - (vi) make honorary appointments;
  - (vii) elect the Officers of the Company;
  - (viii) appoint the auditors of the company
  - (ix) fix the date and venue of the meeting of the General Assembly;  
**PROVIDED THAT** if the date and venue of the next meeting cannot be determined at a meeting of the General Meeting, the Chief Executive Officer, in consultation with the President, shall determine the date and venue of the next meeting; and
  - (x) Consider any such other business as may be presented and arise.



(b) Notwithstanding the above, the following powers are solely within the jurisdiction of the General Assembly, and may not be delegated.

- (i) The approval of the budget and of accounts
- (ii) Modification of statutes.
- (iii) The dissolution of the association.
- (iv) The election of the Council.
- (v) Fixing the amount of subscription payable by a member.

4. If arising from Government action or probable Government action the date and venue of a meeting of the General Meeting is required to be changed, the Chief Executive officer may, in consultation with the President and the members of the Council, fix a new date and venue for the meeting.

5. The Company shall indemnify the members of the Governing Council, Council Committees, Adhoc Committees, the Chief Executive Officer and other personnel of the Company against loss arising from any action or omission bona fide taken or omitted to be taken, in connection with the cancellation or change of the date or venue of any meeting of the General Assembly and may disclaim liability on the part of the Company and may authorise the Council and any of the aforementioned persons to disclaim liability in respect of such action or omission.

6. The Meeting of the General Assembly shall elect the Society's President, Vice President, the Secretary General, Deputy Secretary General, Treasurer and Deputy Treasurer and other members of the council for a period of two years and may be re-elected for a further term.

6. (a) The General Assembly will also consider and approve or decline nominees from the membership Bar Associations proposed to serve on the Council.

7. The General Assembly shall meet once a year; provided that an extra ordinary meeting may be convened at the request of the President in consultation with the members of the Council or at the written request of one third of the members of the Company.

8. The decisions of the General Meeting shall be binding on all the subordinate organs of the Company and on all persons to whom they are addressed.

9. Subject to provisions of this Articles of Association, the General Assembly shall adopt such rules for the transaction of its business, as it deems desirable.



## **ARTICLE 7**

### **THE COUNCIL – Composition, Functions and Meetings:**

1. The Council shall be the second principal organ of the Company.
2. (a) The Council shall consist of members from the National Bar Associations elected by the General Assembly every two years; and the number of council members shall be determined by the General Assembly upon recommendation of the Council from time to time.

Notwithstanding the provisions of Article 7(2) (a) above, all Presidents of the constituent Bar Associations of Company by whatever name called shall be members of the Council by virtue of their offices for the duration of their tenure.

(b) No one gender shall constitute more than two thirds of the membership of the Council, and the Bar Associations shall observe this requirement in all the nominations for officials to the Council.

(c) The Council shall make guidelines for the qualifications of persons eligible for nomination to the Council.

3. The Council shall be responsible for the General supervision and direction of the Chief Executive Officer and it shall ensure that the Company is being managed according to the provisions of this Memorandum and Articles of Association with the view to attaining the objects of the Company.

4. For the purposes of the provisions of paragraph 3 above, the Council shall keep in constant review, the functioning of the Company and may direct such studies or activities, which it may find necessary for advancing the objects of the Company.

5. Notwithstanding the generality of the provisions of paragraph 3 and 4, the Council shall specifically have the following functions:

- (a) recommend the programmes and activities of the Company to the General Assembly;
- (b) consider the annual accounts of the Company and make appropriate recommendations to the General Assembly;
- (c) consider the annual audit report of the Company and make appropriate recommendations to the General Assembly;
- (d) consider the budget of the Company and make appropriate recommendations to the General Assembly;
- (e) make rules governing the administrative and financial management of the Company;
- (f) determine the amount and currency for subscriptions to be paid by the Members; and
- (g) appoint and supervise the Chief Executive Officer



6. In the event a member of the Council resigns, dies or for any other reason ceases to be a member of the Council within a period of 12 months from the date of election, the respective Bar Association shall nominate a replacement and such replacement shall be endorsed by the General Assembly.

7. The Council shall meet at least twice a year but may meet as often as necessary for the proper discharge of its responsibilities.

8. In addition to physical Meetings, the Council may also conduct its business through electronic or online Meetings, including but not limited to teleconferencing and e-mails. Any matter or issue agreed upon by the council through electronic or online meetings shall have the same legal value as if it was resolved during a physical meeting.

The Secretary General shall ensure that a physical detail of all electronic Resolutions is brought to the attention of the next physical Meeting of the Council, and formally signed by the Chairperson of the Meeting and the Secretary General as Resolutions of the Company.

9. The decisions of the Council shall be binding on all the subordinate organs of the Company and on all persons to whom they are addressed.

10. The rules for the transaction of the business of the General Assembly shall, with the necessary modifications, apply to the Council.

11. Notwithstanding the above, nothing shall prejudice the council from adopting rules, directives and policies that alter amend or revise the composition and functions of the Council in so far as it is in their powers to do so.

12. The Council shall design and adopt a Charter to define and regulate the manner and the conduct of its business.

13. All Council members shall endeavour to attend Council meetings. Any Council member who misses three (3) consecutive Council meetings without reasonable cause shall be suspended by the Council pending remedial action by their respective National Bar Association.

14. The Council shall make regulations for the operation of the provisions of Article 7(13) above

## **ARTICLE 8**

### **COUNCIL COMMITTEE – COMPOSITIONS, FUNCTIONS AND MEETINGS:**

1. A council Committee may be set up by the Council according to specific fields as practice of law and shall be composed of individual members.



2. Members of each Council Committee shall elect their officers who shall serve for a period of two years and may be re-elected for a further term.
3. Each Council Committee shall be responsible for the development and promotion of its particular field of interest and shall, from time to time, make proposals for the Chief Executive Officer and the Council for programmes and activities in their field of interest.
4. Notwithstanding the provisions of paragraph 3, each Council Committee shall have the following functions:
  - (a) organise, with the assistance of the Chief Executive Officer, meetings in its field of interest.
  - (b) undertake, with the assistance of the Chief Executive Officer, such programmes, activities and studies as are necessary for the promotion of its field of interest; and
  - (c) perform such other functions as may be directed by the General Assembly or the Council as the case may be.
5. Each Council committee shall meet at least once a year and as often as necessary for the proper discharge of its functions.
6. A simple majority of the members of the Council Committee shall constitute the quorum.
7. The decisions of each Council Committee shall be by simple majority with the Chairman having a casting vote in the event of tie of votes.
8. Should any member of a Council Committee be prevented from attending a meeting by reason of Government action affectively denying such member access to the country in which the meeting is to be held, no decision shall be taken at any such meeting, which could adversely affect that member.
9. Each Council Committee shall report to the General Meeting through the Council provided that a copy of its report is supplied to the Chief Executive Officer at least a month prior to the date of the Council meeting or meeting of the General Assembly.
10. Subject to the provisions of this Memorandum of Association and the directives of the General Assembly or the Council, the mode and manner of the conduct of section committee business shall be regulated by the Council Charter as adopted by the Council.

## **ARTICLE 9**

### **ADHOC COMMITTEES – COMPOSITION, FUNCTIONS AND MEETINGS:**

1. The Council may establish such adhoc committees of the Company as it deems necessary, with such powers and functions as it may determine.



2. The adhoc Committee shall meet as often as necessary for the proper discharge of their functions.
3. The decisions of each adhoc committee shall be by simple majority with the President having a casting vote in the event of a tie of votes.
4. The quorum of each adhoc committee shall be by simple majority of the members.
5. Subject to the provisions of these Articles of Association and the directives of the General Assembly or the Council, the council Charter as adopted by the Council shall govern the manner and conduct of business of the committees.
6. The committee shall report to the General Assembly through the Council.

#### **ARTICLE 10**

#### **THE SECRETARIAT:**

1. The Secretariat shall be headed by the Chief Executive Officer who shall be appointed by the Council for a period of four (4) years, and will be eligible for re-appointment for an additional one (1) term only.
2. The Chief Executive Officer will be a Professional of high moral standing and integrity; and shall be responsible for the day-to-day management of the company.
3. In the exercise of the Company's legal identity, the Chief Executive Officer shall be its lawful representative.
4. In the implementation of his/her responsibilities, the Chief Executive Officer shall have the following specific additional functions:
  - (a) keep the functioning of the Company under constant review to ensure that the objects of the Company are achieved;
  - (b) implement programmes, activities and studies approved by the General Assembly and, from time to time, submit appropriate reports to the Council and the General Assembly;
  - (c) on his own initiative or at the direction of the Council or the General Assembly, carry out such investigations or activities as are necessary for the advancement of the objects of the company;
  - (d) be responsible for the management and supervision of the funds of the Company;
  - (e) be responsible for the administration of the Company;
  - (f) have the power to appoint and dismiss such agents and employees of the Company in consultation with the Council.



- (g) supervise all the activities of the Company and or its office or offices;
- (h) consider all applications for individual membership and forward to the Council for the appropriate action;
- (i) responsible for keeping membership records for the association;
- (j) receive and follow up payments for membership subscriptions;
- (k) receive income from sources other than membership subscriptions;
- (l) Carry out any other function given under the Memorandum of Association or as shall be directed by the General Assembly or the Council.

## **ARTICLE 11**

### **VOTING – MEETING OF THE GENERAL ASSEMBLY AND THE COUNCIL:**

1. The decisions of the General Assembly or the Council shall, except for a decision relating to the amendment of these Articles of Association or the winding up of the Company, be by simple majority PROVIDED THAT in the event of an equality of votes on any matter requiring a simple majority the President shall have a casting vote.
2. Should a member be prevented from participating at a meeting of the General Assembly or the Council by reason of Government action effectively denying such member access to the country in which the meeting is to be held, no decision shall be taken at any such meeting, which could adversely affect that member.
3. A member of the General Assembly or the Council representing an organisational member in a country where there is only one such organisational member shall be entitled to one vote.
4. A member of the General Assembly or the Council representing an organisational member in a country where there is more than one organisational member shall together with all the other organisational members in that country be entitled to one vote.
5. The President may, in consultation with the other Officers decide that a matter under consideration by the General Assembly or the Council be voted by secret ballot.
6. Observers and honorary members shall have no right to vote.
7. Any member of the General Assembly or the Council unable to attend a Meeting thereof may appoint a proxy to attend such a meeting and vote on behalf of that member.



8. The proxy shall present to the Chief Executive Officer, written evidence of his or her appointment by the member, at least forty-eight (48) hours prior to the commencement of the meeting to which the appointment relates; provided that the President may in exceptional cases, accept credentials of a proxy submitted beyond the time limit set.
9. No proxy shall be appointed otherwise than for a single meeting including any adjournment thereof.
10. Only a member of the legal profession may be appointed proxy.

## **ARTICLE 12**

### **QUORUM:**

1. A simple majority of the members of the General Assembly or the Council or a Council Committee or a adhoc committee shall constitute the quorum.
2. Where the quorum for a meeting of the General Meeting, or the Council or a Section Committee or a committee is not reached, the meeting shall be adjourned for twelve hours, and in case thereafter the quorum is again not reached, the meeting shall be held and shall be a valid meeting.

## **ARTICLE 13**

### **HONORARY APPOINTMENTS:**

#### **Honorary Members**

1. The General Assembly may, on the recommendation of the Council, elect as an Honorary Member, any person who has made an outstanding contribution to the work of the Company.
2. Persons eligible for election as honorary members should have rendered distinguished service to public, company or to the law; or who are able to assist the company in promoting its objects; or are otherwise deserving of recognition by the Society on account of their distinction or eminence.
3. Honorary members of the Company shall not pay any annual subscription fees. Any other privileges of honorary members shall be determined by the Council, except that they shall not be eligible to stand for elective positions and shall not have the right to vote.

The Council shall make Rules Regulating the Process of awarding of honorary membership to the Company.



**ARTICLE 14**  
**SUBSCRIPTIONS:**

1. Each Bar Association member shall pay such annual subscription to the Company as shall be determined by the General Assembly on the guidance of the Council.
2. Each Legal Professional and Jurists, and Affiliate member shall pay such subscription to the Company as shall be determined by the General Assembly on the guidance of the Council.
3. The Council may, in the event of calamities happening in a country, making it difficult for the members in that country to function, waive in whole or in part the subscriptions payable by a member.
4. Subscriptions shall be payable into the account of the Company, in such currency or currencies as the Council may specify, or in any other manner that the Council may by Resolution determine.

**ARTICLE 15**  
**THE BUDGET AND FINANCIAL YEAR:**

1. There shall be a budget for the Company, which shall be supported by the subscriptions of the members, donations and grants as well as any other lawful income sources as the case may be.
2. The Chief Executive Officer shall prepare the draft annual institutional budget of the company and submit it to the Council for consideration and adoption.
3. The Company may, with the approval of the Council maintain special budgets for special activities.
4. The financial year for the Company shall begin on the 1<sup>st</sup> day of January and end on the 31<sup>st</sup> day of December each year.
5. The Council shall make regulations for the better management of the finances of the Company.

**ARTICLE 16**  
**AUDIT:**

1. The financial accounts of the Company for each financial year shall be audited by an internationally recognized audit company registered in East Africa not later than June of the following calendar year.



2. The draft Audit report shall be submitted to the Chief Executive Officer who shall prepare a response to queries raised in the audit report and circulate the draft audit report together with the response to the Council.
3. After consideration of the Chief Executive Officer's responses to the draft audit report, the auditors shall prepare and submit the final audit report to the General Assembly through the Council PROVIDED THAT during the deliberation of the audit report, the Council may make observations on the report for the attention of the General Assembly.
4. The Council will advise the General Assembly to ensure that the auditors of the company are changed at least once every three (3) years in line with international best practice for financial management and oversight systems.

## **ARTICLE 17**

### **INDEMNIFICATION AND DEFENCE OF OFFICERS:**

1. Any Officer who was or is a party to, or is threatened to be made a party to, is involved in any or threatened with pending or completed action, suit proceeding whether civil, criminal, administrative or investigative by reason of the fact that the person is or was an Officer, shall be indemnified harmless by the Company against all losses suffered or liabilities or expensed incurred by such Officer including fees and expenses for legal services and judgements, fines and amounts paid in settlement in connection herewith. Such rights of indemnification and being held harmless shall constitute contract enforceable in any manner desired by such Officer and shall not be exclusive of any other right which such Officer may have or hereafter acquire.
2. Without limiting the generality of the provisions of paragraph 1, such Officer shall be entitled to his respective rights of indemnification and to be held harmless under any by-law, agreement, decision of the Council or the General Assembly or the provisions of any law. For the purposes of this Article, the term "Officer" shall in addition to the definition provided for in Article 2 of this Memorandum of Association include the officers of Council Committees.
3. The right of indemnification of being held harmless shall accrue only if the Officer acted honestly and in good faith and for a purpose believed to be in the best interest of the Company.
4. The Company shall take insurance against liabilities, and in particular, against the liabilities of indemnification of Officers under the provisions of this Article.



**ARTICLE 18**  
**AMENDMENT:**

1. Any Bar Association Member may submit a written proposal to amend these Articles of Association to the Chief Executive Officer within a period of not less than one hundred days prior to the meeting of the General Assembly.
2. The Chief Executive Officer shall discuss the proposals for amendment of the Articles of Association with the Council prior to forwarding the same to the General Assembly for their consideration.
3. The General Assembly shall require not less than two thirds of the Members present and voting to decide on a proposal to amend these Articles of Association.
4. Amendments shall take effect on such date or on the fulfilment of such conditions as the General Assembly shall determine.

**ARTICLE 19**  
**WITHDRAWAL, SUSPENSION, OR EXPULSION:**

1. Any member not in default of payment of its subscriptions may withdraw from membership at any time, by giving three months written notice to the Company addressed to the Chief Executive Officer.
2. The General Assembly may, on the recommendation of the Council, suspend for a period of one year a member who has failed to pay its subscription for three years running; **PROVIDED THAT** such a member may be reinstated, immediately upon payment of all arrears prior to the expiry of the one-year period.
3. Should the period of one year expire prior to the member effected having paid all the arrears, such member shall cease to be a member of the Company.
4. The General Assembly may, on the recommendation of the Council, expel a member from membership where such member is found guilty of dishonourable conduct.
5. Any member found culpable of misconduct and subsequently suspended or expelled by his or her Bar Association shall automatically be suspended or expelled from membership of the company.
6. The Council shall make Regulations for the procedure to be followed in expulsion or re-admission of a member of the Company under this Article.



**ARTICLE 20**  
**PROPERTY RIGHTS:**

All papers, addresses and reports submitted at any meeting of, organised by, or on behalf of the Company shall be vested in the Company.

**ARTICLE 21**  
**USE OF THE NAME OF THE COMPANY:**

No member, group or members of the committee may organise any conference, seminar or other meeting using the name of the Company without a prior written authority of the Chief Executive officer in consultation with the President.

**ARTICLE 22**  
**WINDING UP:**

1. Subject to the provisions of the Companies Act Cap 212, the Company may be wound up by a two thirds majority vote of the members of the General Assembly.
2. Upon the winding up of the Company, its net assets, if any, shall be dealt with in accordance with Clause 10 of the Memorandum of Association.

**ARTICLE 23**  
**OFFICIAL AND WORKING LANGUAGE:**

English shall be the official and working language of the company.

**ARTICLE 24**

Subject to the provisions of the Companies Act Cap 212, the Chief Executive Officer of the Company in Arusha shall be the repository of this Memorandum and the Articles of Association; which shall thereafter be deposited with the secretariat upon its establishment.

**ARTICLE 25**  
**TRANSITIONAL PROVISIONS:**

This Memorandum and Articles of Association shall become operational upon their registration in the United Republic of Tanzania.

**ARTICLE 26**  
**REGISTRATION OF ARTICLES AND MEMORANDUM OF ASSOCIATION:**


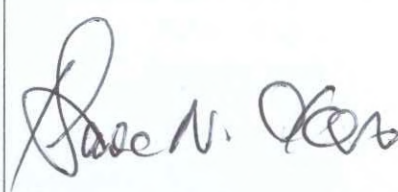
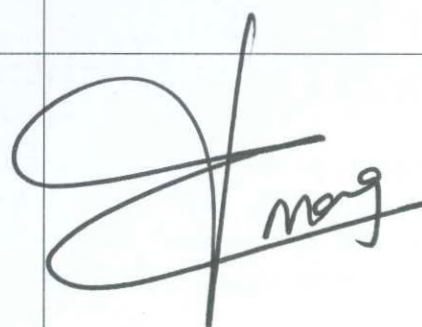

In addition to Registration in the United Republic of Tanzania, these Articles and Memorandum of Association will also be registered in all the countries of



operation of the East Africa Law Society as detailed under Article 3 of the Memorandum of Association.

**ARTICLE 27**  
**OFFICIAL SEAL:**

The Company shall have an Official Seal, which shall be kept by the Chief Executive Officer.

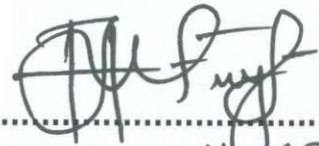

<b>NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS:</b>	<b>SIGNATURE OF SUBSCRIBERS:</b>
1. The Tanganyika Law Society Chato Street, Plot No. 391, Regent Estate, P.O. Box 2148, <b>Dar-es Salaam – Tanzania.</b> <b>Tel:</b> +255 22 2775313 <b>Email:</b> <a href="mailto:info@tls.or.tz">info@tls.or.tz</a>	
2. The Law Society of Kenya LSK House, Gitanga Road, Valley Arcade, P.O. Box 72219 00200 <b>Nairobi – Kenya.</b> <b>Tel:</b> +254 20 387 4664/3865014/6/7 <b>Cell:</b> +254 720 904983 <b>Email:</b> <a href="mailto:info@lsk.or.ke">info@lsk.or.ke</a>	
3. The Uganda Law Society Plot 5A, Acacia Avenue, P.O. Box 426, <b>Kampala - Uganda</b> <b>Tel:</b> +256 414 342 424 <b>Fax:</b> +256 414 342 431	
4. The Rwanda Bar Association 14 Bd de la Revolution, P.O. Box 3762, <b>Kigali - Rwanda</b> <b>Tel:</b> +250 510514	



<p>5. The Burundi Bar Association  Chaussee Prince Louis Rwagasore,  Quartier INSS, Immeuble Cour Constitutionnelle,  P.O. Box 1207,  <b>Bujumbura – Burundi</b>  Tel: +257 22243 945  Email: <a href="mailto:ceo.barreau.burundi@gmail.com">ceo.barreau.burundi@gmail.com</a>;  <a href="mailto:oabu_oabu@yahoo.fr">oabu_oabu@yahoo.fr</a></p>	
<p>6. The Zanzibar Law Society  Bwawani Hotel, Ground Floor, Suite No. 107,  P.O. Box 3319,  Zanzibar  <b>Tel: +255 24 2234890</b></p>	

DATED AT DAR ES SALAAM THIS 26<sup>th</sup> DAY OF Nov,..... 2016

**WITNESS TO THE ABOVE SIGNATURES:**

SIGNATURE	: 	
POSTAL ADDRESS	: P.O. Box 11439	
	: Arusha	
QUALIFICATION	: ADVOCATE	