

THE CONSTITUTION

OF

BODY OF SENIOR ADVOCATES OF

NIGERIA

CONSTITUTION OF THE BODY OF SENIOR ADVOCATES OF NIGERIA

Adopted on 20th day of JANUARY 2007
NAME:

There shall be a standing conference of Senior Advocates of Nigeria known as and called "The Body of Senior Advocates of Nigeria" (hereinafter referred to as "the Body")

PREAMBLE:

We, the members of the Body have agreed to bind ourselves into a social, Non Political, Non-Governmental Body and shall remain an autonomous entity that shall give expression to the youths, the less privileged and aspirations of the society as a whole.

AND TO PROVIDE a Constitution for the purpose of promoting the good administration of the Body and welfare of all members based on the principles of freedom, equity and justice.

DO HEREBY make and give ourselves the following Constitution.

ARTICLE 1

SUPREMACY OF THE CONSTITUTION

Without prejudice of the Constitution of the Federal Republic of Nigeria and the provisions of the Company and Allied Matters Act, 1990, the provision of this constitution shall take precedence over and above any Rules and Regulations which are inconsistent with this provisions of this Constitution provided that no provision in this Constitution shall be inconsistent with the Rules and Regulations that is governing any Body of this sort.

ARTICLE 2

2.1 REGISTERED OFFICE

The registered office of the Body shall be situated in Nigeria.

2.2 COMMON SEAL

- a) The Trustee shall have a Common Seal
- b) Such Common Seal shall be in custody of the Secretary who shall produce it when required for use by the Trustee.
- c) All documents to be executed by the Trustee shall be signed by the Secretary and Chairman and seal with the Common Seal.

ARTICLE 3

AIMS AND OBJECTIVES:

The aims and objectives shall be pursued in collaboration with the Nigerian Bar Association; the General Council of the Bar and any other Body conferred by law with the responsibility for regulation of legal profession in Nigeria:

- a) To promote professional responsibility amongst members and to maintain and defend the professional integrity of the members of the Body;
- b) To promote the independence of the judiciary, the rule of law, the highest professional standards of legal practice, legal education and the advancement of advocacy and Jurisprudence;
- c) To maintain the highest standards of professional ethics, conducts, etiquette and discipline;
- d) To establish supportive relationships with the Nigerian Bar Association, the Body of Benchers, the Council of Legal Education, National Judicial Council, the Legal Practitioners Privilege Committee and the Disciplinary Committee of the Legal Profession and also with International Bodies sharing similar objectives with the Body;
- e) To ensure and maintain the dignity of the rank of Senior Advocates of Nigeria.

ARTICLE 4

RULES AND REGULATIONS GOVERNING THE BODY

- a) The Trustee of the Body of Senior Advocates of Nigeria for the purpose of the Companies and Allied Matters Act NO.1 OF 1990, Part C shall be

appointed at a General Meeting by two-third majority votes of members present.

- b) Such Trustee (hereinafter referred to as "The Trustees") shall be ten (10) in number and shall be known as **THE REGISTERED TRUSTEE OF BODY OF SENIOR ADVOCATES OF NIGERIA.**
- c) The Trustee may hold office for life but shall cease to hold office if he:-
- 1) Resigns his office
 - 2) Cease to be a member of the registered Trustee of the Body of Senior Advocates of Nigeria
 - 3) Becomes insane
 - 4) Is officially declared bankrupt
 - 5) Convicted of a criminal offence involving dishonest by a court or tribunal of competent jurisdiction.
 - 6) Is recommended for removal from office by a board of Governors and Trustees majority vote of members present at any General Meeting of the Body of Senior Advocates of Nigeria
- OR
- 7) Cease to reside in Nigeria
- d) Upon a vacancy occurring in the number of trustee, a General Meeting will be held to appoint another eligible member of the Body of Senior Advocates of Nigeria;
- e) The Trustee shall have a Common Seal;
- f) Such Common Seal will be kept in the custody of the Secretary (or whoever is desired) who shall produce it when required for use by the Trustee;
- g) All documents to be executed by the Trustee shall be signed by such of them and sealed with the Common Seal;
- h) An auditor(s) shall be appointed at the General Meeting to audit accounts of the organization annually.

ARTICLE 5

MEMBERSHIP:

Every person duly conferred with the rank of Senior Advocate of Nigeria and sworn in as such shall be entitled to membership of the Body and to retain such membership so long they shall retain the rank.

ARTICLE 6

RULES AND REGULATIONS

1. Every member upon regulation shall be deemed to have:
 - a) Accepted to abide by the provisions of this Constitution as well as the policies, programmes and ideals of the Body;
 - b) Accept to abide by the lawful rules, regulations, directions and decisions of the Body or any of its direct organs; and
 - c) Accept to programme the Aims and Objectives of the Body loyally and to refrain from pursuing any course of action as may be inconsistent with or inimical to the interest of the Body.
2. Every member shall have the right to actively participate in the activities and discussions of the Body provided that such member is a current financial member of the Body and subject to the Rules and Regulations or the provisions of this Constitution.
3. Every member shall have the right to vote and be vote for into any office or post of the Body during any election except the post of the Chairman of the continuously for 12 calendar months.
4. Members shall include funding and nominated members or such other persons brought into the Body for such purpose of membership.

ARTICLE 7

OFFICERS:

Save for the office of the Chairman and Vice-Chairman which shall be occupied respectively virtue officially by the incumbent Attorney-General of the

Federation provided that he is a Senior Advocates of Nigeria and by the most senior living member of the Body who has indicated willingness to serve all officer of the Body shall be elected at an Annual General Meeting of the Body.

a) The officer of the Body shall be:

- Chairman
- Secretary
- Assistant Sectary
- Financial Secretary
- Treasurer
- Programme and publicity Secretary

b) **TENURE:**

Officers other than the Chairman and the Vice-Chairman shall hold office upon election for term of two years and shall be eligible for re-election to the same office for a single additional terms of two years only.

c) **ELECTION ON OFFICERS:**

- 1) Offices shall be vacant by expiration of term, death, resignation or any other cause rendering the holder incapable of holding same by the operation of this Constitution or any other Nigerian Law.
- 2) Any vacancy occurring between Annual General Meetings shall be filed as may be expedient by the Executive Committee pending the following General Meeting.
- 3) A candidate for any elective offices must have been nominated or proposed by a member and seconded by another member at least 30 days before the General Meeting at which such election is to take place. Each of the candidates, nominator and seconder must be fully paid up on financial dues to the Body.
- 4) The Secretary shall circulate to member at least seven (7) days to the holding of any election the list of candidates and the names of those proposing them.
- 5) All voting at election shall be by secret ballot and shall be carried by a simple majority of the members present and voting.

DUTIES OF OFFICERS:

a) THE CHAIRMAN SHALL:

- 1) Preside at meeting of the Body.
- 2) Cause the summoning of meeting of the Body either in his own initiative or in accordance with the decision of the Body.
- 3) Direct officers of the Body in the performance of their duties.

b) THE VICE-CHAIRMAN

In the absence of the Chairman the Vice-Chairman shall preside at all meetings over which the Chairman by this Constitution has the power to preside and such duties, which the chairman by any reasonable cause is unable to perform and the Vice-Chairman shall in any case be responsible for the duty for the day today administration of the Executive Committee and its functions herein.

c) THE SECRETARY

The Secretary shall be in charge of the secretariat of the Body and shall perform the following specific duties:

- 1) Summoning the Annual General Meeting, Quarterly Meeting and other Meetings of the Body on the instruction of the Chairman or in accordance with the previous decision of the Body, or as may be required under the Constitution otherwise.
- 2) Recording and keeping of minutes of all meetings which shall include attendance and a summary of all decisions taken thereat.
- 3) Collecting presenting and keeping records of the Body and its committees.
- 4) To join with the Treasurer and the Financial Secretary in exercising the banking mandates of the Body such that any two or them shall sign cheques and create financial instruments for the Body on instructions of the Executives.

- 5) Such other duties as may be assigned to him by the Chairman and the Annual General Meeting.
- 6) Submission of a general report of the activities of the Body at each Annual General Meeting.

d) THE ASSISTANT SECRETARY GENERAL:

The duties of the Assistant Secretary General shall:

- 1) Be elected from among persons presented by the Trustees to be members.
- 2) He shall assist the Secretary General in the running of the secretariat.
- 3) He shall in the absence of the Secretary General perform all his functions.
- 4) Such other duties as may be assigned to him by the Secretary General or the Annual General Meeting.
- 5) Perform all duties assigned to him by the Chairman.

e) FINANCIAL SECRETARY

The duties of the Financial Secretary shall be as follows:

- 1) To receive, collect and deliver to the Treasurer all monies collected for the Body or paid to the Body.
- 2) To keep records of all income and expenditure of the Body as well as its assets and liabilities.
- 3) To carry out any decision or directive of the Annual General Meeting, meetings and the Chairman in matters relating to Budget and finances of the Body.
- 4) To prepare or cause to be prepared and submit to the Annual General Meeting an annual budget containing an estimates revenue and expenditure of the Body for the period 1 January to 31 December of each year.

- 5) To submit an annual financial report to the Annual General Meeting to which shall be attached to the audit accounts and balance sheet of the Body for the financial year.
- 6) To join with the Secretary and the Treasurer in exercising the banking mandate of the Body such that any two of them shall sign cheques and create financial instruments for the Body on instructions of the Executive.

f) SECRETARIAT:

The secretariat of the Body shall be situated at the office of the Secretary for the time being unless a permanent office has been established by the Body. Such administrative or other staff shall be employed as the executive may consider necessary.

ARTICLE 8

EXECUTIVE COMMITTEE:

- a) Membership of the Executive Committee shall be composed of the following:
 - 1) All officers of the Body
 - 2) Such additional members of the Body not exceeding five at any time as may be elected at an Annual General Meeting.
 - 3) The Chairman of each of the appointed standing Committee of the Body.
- b) The Executive Committee shall meet at least once in every quarter at such date and place as may be fixed by the Chairman.
- c) An emergency meeting of the Executive may be summoned by the Chairman at any time.
- d) The quorum at the Executive meeting shall be five (5).
- e) Decisions at any Executive shall be by the majority of members and there shall be no casting of vote.
- f) Decisions at any Executive meeting shall be binding on members subject to ratification or review at any general meeting occurring immediately thereafter.

STANDING COMMITTEE:

- a) The Body shall have the following Standing Committees:
 - 1) Judiciary, Ethic and Disciplinary matters
 - 2) Privileges and Appointments of Senior Advocates
 - 3) Legal Education, Law Practice and Law Reform
- b) The members of each committee shall be instituted by the Body from time to time at any ordinary meeting of the Body.
- c) Every Standing Committee shall have a chairman, vice-chairman and secretary appointed by members thereof from amongst themselves.
- d) The tenure of each standing committee shall be determined by the Body upon their appointment.
- e) Each Committee shall report to the Executive Committee on general matters within their terms of reference or on such specific matters as may be referred to them by the Body at general meetings of the Executive Committee and shall submit one annual report directly to the general meeting.
- f) The Body or the Executive Committee may from time to time establish such ad hoc committee as may be necessary.
- g) Every Standing Committee may determine their own procedure to be followed at its meetings.

ARTICLE 9

FINANCE

- a) The Body shall require members to pay such Annual Subscriptions as may be fixed by the Annual General Meeting and also such special levy's as the Executive may deem appropriate from time to time in order to sustain its operations and to fulfill its aims and objectives.
- b) All monies belonging to the Body shall be kept in its name with such banker as the Body may decide upon.

ARTICLE 10

TRUSTEE:

- a) There shall be Board known as "**THE REGISTERED TRUSTEE OF THE BODY OF SENIOR ADVOCATES OF NIGERIA**" which shall be registered as such under and by the virtue of the Companies and Allied Matters Act, 1990 or replaced.
- b) The number of Trustee shall not be less than three (3) or not more than ten (10) (by date and order of conferment of the rank) living Senior Advocate of Nigeria who have formally indicated willingness to be so appointed and shall be known as the Incorporated Trustees of BODY OF SENIOR ADVOCATE OF NIGERIA.
- c) The office of a Trustee shall become vacant on death, resigned and removal from office by the Annual General Meeting on the recommendation of the executive committee for physical or mental incapacity.
- d) The Trustees may appoint any one amongst their number as Chairman of the Registered Trustee.
- e) The quorum shall be two-third (2/3) majority of the members present at the General Meeting and for meetings of the Registered Trustees it shall be four members.
- f) All properties of Body shall be vested in the Trustees.
- g) The Trustees of the Body may only deal with the properties of the Body as may be directed by a resolution of the Executive Committee.
- h) A Trustee shall cease to hold office if he:
 - 1) Resigns his office.
 - 2) Cease to be a member of the registered Trustee of the Body of Senior Advocates of Nigeria.
 - 3) Becomes insane.
 - 4) Is officially declared bankrupt.
 - 5) Convicted of a criminal offence involving dishonesty by a court or tribunal of competent jurisdiction.

- 6) Is recommended for removal from office by a board of Governors and Trustees majority vote of members present at any General Meeting of the Body
 - OR
 - 7) Ceases to reside in Nigeria.
- i) Upon a vacancy occurring in the number of trustee, a General Meeting will be held to appoint another eligible member of the Body of Senior Advocates of Nigeria.

FUNCTIONS OF THE TRUSTEES

- a) The Trustee shall apply to the Registrar General, Corporate Affairs Commission for the Certificate of Incorporation under the Companies and Allied Matters Acts, 1990.
- b) If such certificate is granted, the Trustees shall have power to accept and hold in trust all landed properties belonging to the Body and to acquire land on behalf of the Body subject to such condition as the Corporate Affairs Commission may impose.
- c) They shall carry out all the objectives of the Body as stated in **ARTICLE 3**

ARTICLE 11

MEETINGS:

- a) There shall be an Annual General Meeting held on a day in each year as may be determined by the Body for the purpose of holding elections, receiving and approving annual reports on the business and finance of the Body.
- b) In addition there shall be quarterly business meetings to be summoned by the Secretary on authority of the Chairman on such dates as may be determined by the Body or in default, on dates selected by the Chairman which meetings shall be ordinary business meetings for the purpose of such agenda as may be approved by the Executive Committee.
- c) The Body may adopt from time to time such formal or informal rules for the conduct of proceedings as its meetings as may be deemed appropriate.

- d) Upon thirty (30) days notice given upon requisition of a minimum of five (5) members the Secretary shall place any matter raised for discussion on the agenda.
- e) If in the opinion of the Chairman there is need to hold an emergency meeting or if up to ten (10) members deliver to the Secretary a formal requisition for such a meeting stating clearly the agenda thereof then the Secretary shall forthwith issue to members notice of such a meeting to be held within seven (7) days.
- f) All decisions of the meetings of the Body or of any committee thereof shall be by a simple majority of members thereof present and voting as such meeting.
- g) For the purpose of truncating any business of the Body, the quorum of the members at the general meeting shall be twenty-one (21), the quorum for a regular meeting shall be nine (9) and the quorum for a committee of the Body shall be at least fifty percent (50%) of the members of such committee.
- h) The place of Annual Meeting and any other meeting of the Body shall rotate among jurisdictions in the country and the place of meetings shall rotate among jurisdictions in the country and the place of meetings shall be determined by the meeting or by the executive in default thereof.

ARTICLE 12

DISCIPLINE:

Subject to Section 10 of the Legal Practitioners Act Cap 207 of the Federation of Nigeria, 1990, the Body shall be competent to consider and determine any case where it is alleged that a member has mis-conducted himself in his capacity as a Senior Advocate of Nigeria.

ARTICLE 13

AMENDMENT:

This Constitution shall not be amended except at an Annual General Meeting of the Body by a two-third (2/3) majority of members present and entitled to vote. Provided that at least sixty (60) days notice of the proposed amendment shall have been given to the secretary who shall circulate same to all members not

more than thirty (30) days before the date of the Annual General Meeting or Emergency General Meeting.

ARTICLE 14

SOURCES AND APPLICATION OF INCOME:

- a) The funds of the Body shall be obtained through donations, pledges, fundraising programmes, support of the other NGOs.
- b) The Body may have financial supports and partners who support it in any manner convenient to them and including but not limited to giving of regular subventions and contribution expressed to be loan.
- c) All funds of the Body not otherwise employed shall be deposited to the credit of the Body in such banks or financial institutions as the Trustee may select.

ARTICLE 15

AUDITING OF ACCOUNT:

- a) The Account of the Body shall be audited annually by the reliable Auditors appointed by the members of the Body at a General Meeting.
- b) The Reports when due shall be submitted to the Chairman who shall communicate same to the General Meeting for approval.

ARTICLE 16

SPECIAL CLAUSE:

THE INCOME AND PROPERTY OF THE BODY OF SENIOR ADVOCATES OF NIGERIA wheresoever derived shall apply towards the promotion of the objectives of the Body set forth in this Constitution; and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise however by the way of profit to the members of the Body.

PROVIDED that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to an officer or servant of the Body but so that no member of the Board of Trustee shall be appointed to any salaried officer of the Body or any offer of the Body paid by fees and that no remuneration or other benefit in money or monies shall be given the Body to any member of such committee except repayment of out pocket expense or reasonable and proper rent for premises leased aforesaid shall not apply to any

payment of any company to members shall not be bound to account for any share of profit, he may receive of any such payment.

NO ADDITION, alternation or amendment shall be made to be in the Constitution for the time being in force unless the same have be previously submitted and approved by the Registrar General, Corporate Affairs Commission, Abuja.

IN the event of winding up, or dissolution of the Body there remains after the satisfaction all its debts and liabilities, any property whatsoever the same shall not be paid to or distributed among members of the Body but shall be given or transferred to some other institution or institutions having objects similar to the object of the Body and Body or Bodies are property among its or their members to an extent at least as great as imposed on the Body under, or by virtue of the special clause hereof, such institutions to be determined by the members of the Body at or before the time of dissolution and if in so far as effected cannot be given to the aforesaid provision then to some charitable objects.

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CHAIRMAN

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SECRETARY