



**CONSTITUTION**

**OF**

**AFRICA COLLOQUIUM OF LEGAL COUNSEL TO PARLIAMENTS**

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## PREAMBLE

We, the Legal Counsels of the Parliaments of the countries and the regional organization listed in the Appendix hereto, attending the Africa Colloquium of Legal Counsel to Parliaments at the Safari Park Hotel in Nairobi, Kenya from 27<sup>th</sup> to 31<sup>st</sup> October 2011;

**RECOGNIZING** that parliaments are the supreme law-making organs in our various jurisdictions;

**AWARE** that parliaments in Africa have traditionally relied on the Executive arm of Government for the provision of legal services;

**NOTING** the importance of the principles of separation of powers and the independence of the different arms of Government;

**COGNIZANT** that the separation of powers and the independence of the arms of Government is fundamental for good governance and for the principles of democracy to thrive;

**APPRECIATING** the need for African parliaments to have sound, professional and independent legal advice at their disposal;

**AWARE** that it is good practice for parliaments to have independent legal advice;

**ACKNOWLEDGING** that there is a wealth of experience to be shared from the different African jurisdictions on the provision of legal services to parliaments;

**CONSCIOUS** that a number of African parliaments have sought to assert their independence and separation from the Executive by engaging in-house legal counsel to provide independent legal services to Parliament;

**AWARE** of the need for the Offices of Legal Counsel in African parliaments to operate within a framework of clear and widely accepted norms, ethical standards and best practices;

**HAVE DECIDED** to adopt the Constitution of the Africa Colloquium of Legal Counsel to Parliaments and have accordingly agreed as follows;

## 1. NAME

The name of the Association shall be the **Africa Colloquium of Legal Counsel to Parliaments** (hereinafter referred to as “**the Colloquium**”).

## 2. DEFINITIONS

In this Constitution –

***active member*** means a registered member of the colloquium, with fully paid up membership;

***associate member*** means a member who has served as a legal counsel in a legislature but has since ceased to serve as such, or is qualified to serve as a legal counsel in a legislature but is serving in an office other than a legal office of a Parliament in Africa;

***amend*** includes omit, substitute and add to;

***Colloquium*** means the Africa Colloquium of Legal Counsel to Parliaments;

***Council*** means the Council of the Colloquium;

***General Meeting*** means the biennial meeting of the Colloquium;

***Honorary member*** means a person upon whom membership of the Colloquium has been bestowed for remarkable contribution in areas that help develop the objectives of the colloquium;

***Members of the Council*** means the Officers, and the other members of the Council, elected or appointed under Clause 12A;

***Officer*** means the President, Vice-President or Secretary-General;

***Parliament*** means a legislature within Africa, recognized by domestic law as an Assembly competent to enact national, state, regional, sub-regional, provincial or territorial legislation;

***Patron*** means a person of renowned reputation dedicated to the ideals represented by the Colloquium and includes a member of the Colloquium who is acting as Patron;

***President*** means the President of the Colloquium, and includes a member of the Colloquium who is acting as President;

***Secretary-General*** means the Secretary-General of the Colloquium appointed under Clause 18 and includes a member of the Colloquium who is acting as Secretary-General;

***Special resolution*** means a resolution —

- (a) notice of which not less than one (1) months' notice of intention to move the resolution at a general meeting of the Colloquium has been given as referred to in this constitution and
- (b) that is passed by a majority of at least two-thirds of the votes cast at the meeting by full members voting in person or by proxy;

***Secretariat*** means the Secretariat of the Colloquium, and includes members of the Colloquium who are acting as the Secretariat;

***Special General Meeting*** means a meeting called for a specific purpose under Clause 23;

***Treasurer*** means the Treasurer of the Colloquium, and includes a member of Colloquium who is acting as Treasurer; and

***Vice-President*** means the Vice-President of the Colloquium and includes a member of the Colloquium acting as Vice-President.

### **3. OBJECTS OF THE COLLOQUIUM**

(1) The objectives of the Colloquium are as follows —

- (a) interaction, networking and inter-linkage between Legal Counsel serving the Parliaments of different jurisdictions in Africa;
- (b) examination and enhancement of the functions and roles of Legal Counsel serving in Parliaments of Africa;

- (c) examination of the functional inter-linkages of Legal Counsel and other officers serving in Parliaments, other arms of Government, legal fraternity and the public;
  - (d) sharing of modern trends and best-practices in the provision of legal services to Parliament;
  - (e) examination of contemporary legal and parliamentary issues and questions;
  - (f) promotion of the work of Legal Counsel in Parliament;
  - (g) promotion of capacity building of Legal Counsel serving in Parliament; and
  - (h) networking and co-operation with Associations with similar objectives.
- (2) To achieve the objects of the Colloquium, the activities of Colloquium may include any of the following:
- (a) promoting the sharing of information among members of the Colloquium with respect to —
    - (i) the preparation and publication of legislation; and
    - (ii) the recruitment and training of people to draft legislation and the retention of those already engaged in legislative drafting;
  - (b) encouraging the sharing among members of the Colloquium of comparative legal materials and precedents;
  - (c) providing members of the Colloquium with information and assistance with respect to legislation and legislative drafting;
  - (d) co-operating with appropriate organisations on matters of common interest; and
  - (e) affiliating with other bodies having objects that are similar, or complementary, to those of the Colloquium.
- (3) In carrying out its objects, the Colloquium may cooperate closely with international organisations, governmental and non-governmental institutions and institutions that share a common interest with the Colloquium.

#### **4. GUIDING PRINCIPLES**

A member of the Colloquium shall promote the principles of the Colloquium provided in Schedule 1.

#### **5. HEADQUARTERS OF COLLOQUIUM**

The headquarters of the Colloquium shall be located—

- (a) at such place in Nairobi, Kenya, as the Council decides; or
- (b) if a general meeting of the Colloquium decides that the headquarters should be located at some other place in Kenya or in another country, at that other place.

#### **6. MEMBERSHIP OF THE COLLOQUIUM**

- (1) A person is eligible to be a full member of the Colloquium if the person is a Legal Counsel serving in a Parliament in Africa and is over the age of eighteen years.
- (2) A person who intends to be a member of the Colloquium and who is eligible for membership to the Colloquium may apply in writing to the Secretary-General to be a full member of the Colloquium.
- (3) If, on receiving an application for membership of the Colloquium, the Secretary-General is satisfied that the applicant is eligible to be a full member of the Colloquium, the Secretary-General shall approve the application on behalf of the Council.
- (4) If the Secretary-General is not satisfied that an applicant for membership is eligible to be a full member of the Colloquium, the Secretary-General shall refer the application to the Council.
- (5) If, after the referral of an application to the Council, the Council is satisfied that the applicant is eligible to be a full member of Colloquium, it shall approve the application, but if not so satisfied, it shall reject the application.
- (6) The Secretary-General shall notify the applicant in writing of the decision approving or rejecting the application within sixty days of the decision being made.



- (7) A person aggrieved by the decision of the Secretary-General may appeal to the Council within thirty days of receipt of a notification from the Secretary-General.
- (8) The Secretary-General shall at all times, keep a register of members of the Colloquium.
- (9) A person who is a full member of Colloquium does not cease to be such a member only because the person has ceased to be a Legal Counsel.
- (10) Every member has the right of access to information held by the Colloquium and upon request in writing, the Secretary – General shall supply the member with any information held by the Colloquium and required by the member for the exercise or protection of any right or interest of the member.
- (11) Every member has the right to the correction or deletion of untrue or misleading information that affects the member.

## **7. CATEGORIES OF MEMBERSHIP**

- (1) Members of the Colloquium may be classified as-
  - (a) a full member;
  - (b) *an associate* member; and
  - (c) an honorary member.
- (2) A person is eligible to be —
  - (a) a full member if that person is a legal counsel serving in a legal office in a Parliament in Africa;
  - (b) an associate member if that person is qualified to serve as a legal counsel in a legislature but is serving in an office other than a legal office of a Parliament in Africa; or
  - (c) an honorary member if that person has made remarkable contribution in areas that help develop the objectives of the colloquium.
- (3) An associate member or an honorary member is not eligible to –
  - (a) vote at any meeting of the Colloquium; or
  - (b) hold an office in the Colloquium.

## **8. MEMBERSHIP FEES**

- (1) The Council to the Colloquium may, require members of the Colloquium to pay a membership fee covering such period as the Council may specify.
- (2) The specification may include—
  - (a) the amount of the fee and the currency in which it is payable;
  - (b) the time by which the fee it is to be paid; and
  - (c) how and to whom the fee it is to be paid.
- (3) A member who fails to pay a membership fee in accordance with sub-clause (2) ceases to be a member of the Colloquium after the expiry of—
  - (a) thirty (30) days after the date on which the resolution is notified to the Member; or
  - (b) thirty (30) days after the date on which the fee becomes payable in accordance with the resolution, whichever is the later.
- (4) The Council may specify differential membership fees by reference to such matters as classes of membership and the costs associated with maintaining contact with members, but not so as to discriminate unfairly between members.

## **9. TERMINATION OF MEMBERSHIP**

- (1) A member desiring to resign from the Colloquium shall submit his or her notice of resignation to the Secretary-General.
- (2) Resignation by a member under paragraph (a) shall take effect from the date of receipt by the Secretary-General of such notice.
- (3) A member may be expelled from the membership if the Council so recommends and if the general meeting of the Colloquium by a two-thirds majority of the members' present resolve that such a member be expelled on the grounds that the member's conduct has adversely affected the reputation or dignity of the Colloquium, or that the member has contravened any of the provisions of the constitution of the Colloquium.

- (4) The Council shall have power to suspend a member from membership of the Colloquium until the next general meeting of the Colloquium following such suspension, but notwithstanding such suspension, a member whose expulsion is proposed shall have the right to address the general meeting at which the member's expulsion is to be considered.
- (5) Nothing in this clause prevents a person whose membership has been terminated from subsequently rejoining the Colloquium.

## **10. ORGANS OF THE COLLOQUIUM**

The Colloquium shall comprise of the following organs –

- (a) the General Assembly;
- (b) the Council;
- (c) the Board of Trustees; and
- (d) the Secretariat.

## **11. GENERAL ASSEMBLY OF THE COLLOQUIUM**

- (1) The General Assembly is the highest decision-making organ of the Colloquium.
- (2) The General Assembly comprises of all full members of the Colloquium.
- (3) The Council must, if practicable, ensure that an ordinary general meeting of the Colloquium is held within two (2) years after the last ordinary general meeting of Colloquium.
- (4) The President must convene an extraordinary general meeting of the Colloquium—
  - (a) on being requested to do so by written notice signed by not fewer than one hundred (100) members of Colloquium, or
  - (b) on a resolution of the Council requiring the convening of such a meeting.
- (3) A general meeting of the Colloquium may—
  - (a) confirm, with or without modification, the minutes of the last preceding general meeting;

- (b) receive, consider and adopt, with or without modification, or reject, any report presented by the Council to that general meeting;
  - (c) approve or vary any proposals recommended by the Council;
  - (ca) amend, revoke or replace rules made under clause 28 and
  - (d) resolve any points of difficulty concerning the affairs of the Colloquium referred to it by the Council, and
  - (e) give directions or guidelines to the Council with respect to the management of the affairs of the Colloquium.
- (4) The President or, in the absence of the President, the Vice-President shall preside at a general meeting of the Colloquium.
- (5) If both the President and the Vice-President are absent from a general meeting, the full members of the Colloquium who are present must elect one of their number to preside.

## **12. ESTABLISHMENT AND COMPOSITION OF THE COUNCIL**

- (1) There is established a Council of the Colloquium.
- (2) *The Council consist of—*
- (a) the President;*
  - (b) six members representing the regional blocks provided under Clause (12) (A) 2;*
  - (c) such number of members elected at the General Assembly pursuant to clause 12A (4) to ensure that the council meets the requirements of one third gender rule; and*
  - (d) the Immediate Past President who shall be a non-voting member of the Council until the next general meeting, unless the person eligible to hold the office of Immediate Past President holds in the Council, another office.*
- (3) The Council shall co-opt into its membership, a member of the Colloquium nominated by the members of the country hosting the colloquium, to represent the country in the Council.
- (4) The tenure of office of the Council shall be one term of two (2) years.

## **12A. ELECTIONS OF THE PRESIDENT AND MEMBERS OF THE COUNCIL OF THE COLLOQUIUM**

- (1) The President and members of the Council shall be elected at an ordinary general meeting of the Colloquium from the full members of the Colloquium.
- (2) Despite sub-clause (1), the President shall be elected on a rotational basis amongst the regional representative members to the Council.
- (3) The regional representative members to the Council shall be elected from the following regional blocks:
  - (a) Central Africa
  - (b) Eastern Africa
  - (c) Northern Africa
  - (d) Southern Africa
  - (e) Western Africa
  - (f) Regional Parliaments
- (4) The election of members to facilitate compliance with the one third gender rule shall be conducted immediately after the election of the President and regional representatives and upon determination of the numbers required to achieve the one third gender rule.
- (5) The countries forming the regional blocks referred to in sub-clause (3) are set out in *schedule 2*.
- (6) Where at an election there is no interest for a Council regional representative position from a particular region, then the existing Council regional representative member shall be retained even if his or her term has expired.

## **12B. VACANCY IN THE COUNCIL OF THE COLLOQUIUM**

- (1) A vacancy in the Council of the Colloquium arises —
  - (a) at the end of the term of the Council; or
  - (b) if a person —
    - (i) resigns from office by notice in writing to the Secretary- General;
    - (ii) dies;

- (iii) fails to attend three consecutive meetings of the Council without reason; or
- (iv) ceases to be a full member of the Colloquium.

(2) Where a vacancy has arisen in the membership of the Council, the remaining members of the Council may appoint a member of the Colloquium from the region where the vacancy has arisen to fill the vacancy.

## **12C. DECISIONS OF THE COUNCIL OF THE COLLOQUIUM**

Resolutions at all meetings of the Council shall be decided by a simple majority and in the case of an equality of votes, the President shall have a deliberative and a casting vote.

## **13. POWERS AND DUTIES OF THE COUNCIL**

- (1) The Council is responsible for coordinating and giving policy guidelines to the Board of Trustees on the affairs of Colloquium, subject to any directions or guidelines given by a resolution passed at a general meeting of the Colloquium.
- (2) The Council has power to do everything necessary for the carrying out of the objects of the Colloquium and managing the affairs and activities of the Colloquium.
- (3) The Council may give directions to the Secretary-General and other office bearers as to the manner in which, within the law, the Secretary-General or office bearers shall perform their duties.
- (4) The Council shall have the power to appoint such committees as it may consider necessary for the performance of its duties under this Constitution.
- (5) The Council shall review, discuss and adopt the reports on the activities of all organs of the Colloquium.
- (6) The Council shall appoint a Vice President amongst its members.
- (7) The Council shall hold at least, three meetings in a year.
- (8) The quorum for meetings of the Council shall be three members.

## **14. OFFICES OF THE COLLOQUIUM**

The Officers of the Colloquium are —

- (a) the Patron;
- (b) the President;
- (c) the Vice-President;
- (d) the Secretary-General;
- (e) the Treasurer; and
- (f) such other offices as the Council may appoint.

## **15. QUALIFICATIONS**

### **THE PATRON**

The Patron shall be appointed by the Council from amongst the persons of renowned reputation and dedication to the ideals represented by the Colloquium and may include a member of the Colloquium

- (a) with at least eight (8) years' full membership standing;
- (b) who has attended at least three (3) consecutive meetings of the Colloquium; and
- (c) who has been a Council Member or an officer of the Colloquium.

### **THE PRESIDENT**

The President shall have —

- (a) at least six years' experience in the legal profession;
- (b) attended at least two consecutive meetings of the Colloquium; and
- (c) been a Council Member or an officer of the Colloquium.

## **16. FUNCTIONS OF THE PRESIDENT**

The functions of the President are as follows —

- (a) in consultation with the Secretary-General, to convene general meetings of the Colloquium and of the Council;
- (b) to preside at general meetings of the Colloquium and at meetings of the Council;
- (c) to represent the Colloquium in its dealings with any other organisations; and

- (d) to undertake, on behalf of the Colloquium, such other responsibilities as the Council or the Colloquium in the general meeting specifies.

## **17. FUNCTIONS OF THE VICE - PRESIDENT**

The functions of the Vice-President are—

- (a) to act as President during any period when—
  - (i) the office of President is vacant, or
  - (ii) the President is for any reason unable to undertake the responsibilities of that office, and
- (b) to undertake on behalf of the Colloquium such other responsibilities as the Council or the Colloquium in general meeting specifies.

## **18. OFFICE OF THE SECRETARY -GENERAL**

- (1) There shall be a Secretary General appointed by the Council from amongst the Secretariat officers.
- (2) The Secretary-General shall —
  - (a) unless prevented by illness or other sufficient cause, preside over all meetings of the Secretariat and shall perform such other functions as may be assigned to him or her by the Council;
  - (b) deal with all correspondence of the Colloquium under the supervision of the Council; and
  - (c) issue notices convening all meetings and all general meetings of the Colloquium and shall be responsible for keeping minutes of all such meetings and for the preservation of all records of proceedings of the Colloquium and of the Council.
- (3) In the case of an urgent matter and where the Council cannot be consulted, the Secretary-General shall seek directions from the President and the decisions reached shall be subject to ratification at the next Council meeting.



## 19. THE TREASURER

- (1) There shall be a Treasurer appointed by the Council from amongst the Secretariat officers.
- (2) The Treasurer –
  - (a) shall receive and shall disburse, under the directions of the Council, all moneys belonging to the Colloquium and shall issue receipts for all moneys received and preserve vouchers for all moneys paid by the treasurer;
  - (b) is responsible to the Council and to the members for ensuring that proper books of account of all monies received and paid by the Colloquium are written up, preserved and available for inspection; and
  - (c) shall prepare an account of receipts and payments and a statement of assets and liabilities made up to a date which shall not be less than six weeks and not more than three months before the date of the ordinary general meeting.

## 20. THE BOARD OF TRUSTEES

- (1) There is established a Board of Trustees to be known as the **Africa Colloquium of Legal Counsel to Parliaments Board of Trustees**.
- (2) The Board of Trustees shall comprise —
  - (a) the President;
  - (b) the Secretary-General;
  - (c) the Treasurer; and
  - (d) two members of the Colloquium who have knowledge and experience in public administration and finance, appointed by the Patron.
- (3) The President shall preside at all meetings of the Board of Trustees.
- (4) In the absence of the President, the Board of Trustees shall elect its chairperson.
- (5) A member to the Board of Trustees appointed by the Patron under sub-clause (2)(d) shall hold office for a renewable period of four (4) years.
- (6) A trustee may retire or resign from office by giving notice to the President in writing.

- (7) A trustee who has retired is eligible for re-appointment.
- (8) The Board of Trustees shall be incorporated in Kenya with the title “**Africa Colloquium of Legal Counsel to Parliaments Trustees Registered**”.
- (9) The Board of Trustees shall have a Common Seal which shall be in the form of circular device with the said title inscribed therein.
- (10) The Common Seal shall be kept in the custody of such person or persons as the Board of Trustees may determine and may only be used on authorization by the Board of Trustees.
- (11) The affixing of the Common Seal to any document shall be witnessed by original signatures of not less than two Trustees.

## **21. FUNCTIONS OF THE BOARD OF TRUSTEES**

- (1) The Board of Trustees shall be responsible for —
  - (a) developing prior to commencement of a financial year, the budget for each financial year;
  - (b) reviewing and recommending to the Council approval of capital expenditure;
  - (c) recommending to the Council the appointment of Auditors;
  - (d) reviewing and recommending to the Council the certified annual financial statements for the previous year;
  - (e) addressing any other issue tabled by the Patron for consideration by the Council; and
  - (f) authorization and accounting for all moneys disbursed on behalf of the Colloquium.
- (2) All land, buildings and other immovable property and all investments and securities which shall be acquired by the Colloquium shall be vested in the Board of Trustees.
- (3) The Board of Trustees shall pay all income received from property vested in the Trustees to the Treasurer.
- (4) Any expenditure in respect of such property which in the opinion of the Board of Trustees is necessary or desirable shall be reported by the Trustees to the Council and the Council shall authorize expenditure of such moneys as it considers fit.

## **22. MEETINGS OF THE BOARD OF TRUSTEES**

- (1) The Board of Trustees shall meet at least thrice in each year.
- (2) The Board of Trustees shall hold its meetings at such place and times as set by the Patron.
- (3) Resolutions at all meetings of the Board of Trustees shall be by decided by a simple majority and in the case of equality of votes, the Chairperson shall have a deliberative and a casting vote.
- (4) Members entitled to vote may participate in meetings of the Board of Trustees either in person or through the use of electronic conferencing technology.
- (5) A quorum for the Board of Trustees is achieved when at least two-thirds of its members are participating either in person or through the use of electronic conferencing technology.

## **23. GENERAL MEETINGS**

- (1) There shall be two classes of general meetings —
  - (a) ordinary general meetings; and
  - (b) special general meetings.
- (2) The ordinary general meeting shall be held not later than December in each subsequent year.
- (3) Notice in writing of an ordinary general meeting, accompanied by the annual statement of account and the agenda for the meetings shall be sent to all members not less than thirty (30) days before the date of the meeting.
- (4) The agenda for any ordinary general meeting shall include the following-
  - (a) confirmation of the minutes of the previous ordinary general meeting;
  - (b) presentation and consideration of the accounts by the treasurer which shall include an audit report(s) presented by the auditor;
  - (c) election of the Council members;
  - (d) appointment of auditors in accordance with clause 22;

- (e) such other matters as the Council may decide or as to which notice shall have been given in writing by a member or members to the Secretary-General at least four weeks before the date of the meeting; and
  - (f) any other business with the approval of the President.
- (5) A special general meeting may be called for any specific purpose by the Council.
  - (6) Notice in writing of a special meeting shall be sent to all members at least thirty (30) days before the date of the special meeting.
  - (7) A special general meeting may also be requisitioned for a specific purpose in writing to the Secretary-General of not less than thirty percent (30%) of the full members, twenty percent (20%) of whom shall be from different regions and such meetings shall be held within thirty days of the date of requisition.
  - (8) The notice for such meeting shall be as specified in sub-clause (4) with necessary modifications and no matter shall be discussed other than that stated in the requisition.
  - (9) The quorum for general meetings shall be one-third of the registered members of the Colloquium.

## **24 PROCEDURE AT MEETINGS**

- (1) At all meetings of the Colloquium, the President or in his or her absence the Vice – President, shall take the chair.
- (2) The Secretary-General shall provide the Secretariat.
- (3) The President may at his discretion limit the time to speak and the number of persons permitted to speak in favour of or against any motion.
- (4) Resolutions shall be decided by majority voting by a show of hands.
- (5) In the case of equality of votes, the President shall have a second or casting vote.
- (6) The working languages of the Colloquium shall be English, French and any other language approved by the Council.

## **25. AUDITOR**

- (1) An auditor shall be appointed for the following year by the ordinary general meeting.

- (2) All the Colloquium's accounts, records and documents shall be open to inspection by the auditor at any time.
- (3) The Treasurer shall produce an account of receipts and payments and a statement of assets and liabilities made up to a date which shall not be less than six weeks and not more than three months before the date of the ordinary general meeting.
- (4) The auditor shall examine the annual accounts and statements and either clarify that they are correct, duly vouched and in accordance with the law or report to the Colloquium in what respect they are found to be incorrect, un-vouched or not in accordance with the law.
- (5) A copy of the auditor's report on the accounts and statements together with such accounts and statements shall be furnished to all members at the same time as the notice convening the ordinary general meeting is sent out.
- (6) An auditor may be paid such honorarium for his or her duties as may be resolved by the ordinary general meeting appointing the auditor.
- (7) The auditor shall not be an office bearer or a member of the Council of the Colloquium.
- (8) The auditor shall be appointed for a maximum of two terms of four years none renewable.

## **26. FUNDS**

- (1) The funds of the Colloquium shall consist of subscriptions, donations, conference fees and such other funds as may be approved by the Council.
- (2) The funds of the Colloquium shall be used for the following purposes-
  - (a) organising Colloquium events;
  - (b) administration expenses;
  - (c) subscriptions; and
  - (d) such other functions as may be approved by the Council from time to time.
- (3) All monies and funds shall be received by and paid to the Colloquium and shall be deposited by the Treasurer in the name of the Colloquium in any bank or banks approved by the Council.

- (4) No payments shall be made out of the bank account without a resolution of the Council authorising the payment and all cheques on the bank account shall be signed by the Treasurer and one other office bearer of the Colloquium who shall be appointed by the Council.
- (5) A sum not exceeding **USD 1000** or such other amount as may be approved by the Council, may be kept by the Treasurer for petty cash disbursements of which proper account shall be kept.
- (6) The Board of Trustees shall have power to suspend any office bearer who it has reasonable cause to believe, is not properly accounting for any of the funds or property of the Colloquium and shall have power to appoint another person in the office bearer's place.
- (7) A suspension under paragraph (f) shall be reported to a meeting of the Council to be convened on a date not later than two months from the date of such suspension and the Council shall have full power to decide what further action should be taken in the matter.
- (8) The financial year of the Colloquium shall be from 1<sup>st</sup> January to 31<sup>st</sup> December.

## **27. BRANCHES**

Branches of the Colloquium may be formed with the approval of the Council and the branches shall adopt the same constitution as that of the headquarters with the following exceptions –

- (a) the aims and objects will not include the formation of branches;
- (b) amendments to the constitution shall only be made by the General Council;
- (c) for avoidance of doubt, branches of the Colloquium (chapters) are to be formed at a regional level and at national level;
- (d) members proposing to form a Colloquium regional chapter shall submit to the Council, a Petition in writing supported by names and signatures of at least five (5) full members three full members whom shall be from different countries in that region;
- (e) the petition shall contain –

- (i) the name of the proposed Colloquium regional chapter;
  - (ii) the proposed interim officials of the Colloquium regional chapter, and
  - (iii) the proposed headquarters of the Colloquium Regional Chapter;
- (f) if, on reviewing a Petition for formation of a Colloquium regional chapter, the Secretary-General is satisfied that the applicant is eligible to be a Colloquium regional chapter, the Secretary-General shall prepare and forward a report to that effect to Council in its next meeting.
- (g) if the Council is not satisfied that an applicant for a Colloquium regional chapter is eligible to be a regional chapter, it shall refer the application to the General Assembly;
- (h) the decision of the General Assembly shall be final provided that the applicant may resubmit the Petition to the Council after two (2) years;
- (i) paragraphs (e) to (i) shall apply with necessary modifications, in case of dissolution of a Colloquium regional chapter;
- (j) colloquium regional chapters shall prepare and submit an audited annual report to the General Council during the Colloquium general meeting; and
- (k) the Council may recommend to the General Assembly, dissolution of a Colloquium regional chapter for violation of this constitution.

## **28. AMENDMENTS TO THE CONSTITUTION**

- (1) The constitution shall not be altered or amended unless due notice of the proposed changes is made in writing to the Secretary-General at least thirty (30) days prior to the general meeting of the Colloquium.
- (2) Amendments to the constitution of the Colloquium shall be approved by at least two-thirds majority of members at a general meeting of the Colloquium.

## **29. DISSOLUTION**

- (1) The Colloquium shall not be dissolved except by a resolution passed at a general meeting of members by a vote of two-thirds of all paid up members representing at least half of the regions represented in the Colloquium.

- (2) The quorum at the meeting under paragraph (a) shall be as shown in rule 8(e) of the Societies Rules.
- (3) If no quorum is obtained, the proposal to dissolve the Colloquium shall be submitted to a further general meeting.
- (4) Notice of the further general meeting shall be given to all members of the Colloquium at least 30 days before the date of the meeting.
- (5) No dissolution shall be effected without prior permission of the Registrar of Societies appointed pursuant to the Societies Act, given in writing obtained upon application to the Registrar made in writing and signed by three of the office bearers.
- (6) When the dissolution of the Colloquium has been approved by the Registrar of Societies, no further action shall be taken by the Board of Trustees or any office bearer of the Colloquium in connection with the aims of the Colloquium other than to get in and liquidate for cash all the assets of the Colloquium.
- (7) Subject to the payment of all the debts of the Colloquium, the balance thereof shall be distributed in such other manner as may be resolved by the meeting at which the resolution for dissolution is passed.

### **30. INSPECTION OF ACCOUNTS AND LIST OF MEMBERS**

The books of account and all documents relating thereto and a list of members of the Colloquium shall be available for inspection at the registered office of the Colloquium by any officer or member of the Colloquium on giving not less than seven (7) days' notice in writing to the Colloquium.

### **31. REGULATIONS**

The Board of Trustees may, with the approval of the Council, make regulations generally for the implementation of the provisions of this Constitution.



**SCHEDULE 1**  
**PRINCIPLES FOR THE ESTABLISHMENT AND OPERATION OF OFFICES OF**  
**LEGAL COUNSEL IN PARLIAMENTS IN AFRICA**

**(THE NAIROBI PRINCIPLES)**

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**1. Principle of Autonomy**

- (a) It is desirable that parliaments establish Offices of Legal Counsel that are distinct and separate from those of other arms of Government.
- (b) The Offices of Legal Counsel should operate in an environment free from inappropriate or unwarranted interference in their professional work so as to enable them to offer impartial advice or services.

**2. Principle of Integration**

- (a) The Office of Legal Counsel should be established as a core and permanent component in the structure of the Parliamentary Service.
- (b) The Office of Legal Counsel should be integrated into the overall staffing of the parliamentary service and its personnel should be considered on equal basis for training and other staff development programmes.
- (c) It is desirable that parliaments facilitate mutual support and cooperation between the Offices of Legal Counsel and other offices in the parliamentary service.
- (d) The parliamentary service should be organized in a manner that enables the Office of Legal Counsel to report directly to the chief executive of the service and to head of the Parliament.

**3. Principle of Capacitation**

- (a) Legal counsel serving in parliaments should be qualified legal practitioners and should be recruited on merit.

- (b) Parliaments should facilitate the continuing legal education, training and professional development of their legal counsel.
- (c) The Office of Legal Counsel should be provided with the human and material resources necessary to discharge its mandate effectively.
- (d) The conditions of service of legal counsel to parliaments should be adequate and competitive in order to attract and retain the best legal professionals.

#### **4. Principle of Cooperation**

- (a) Parliaments should facilitate cooperation, collaboration and benchmarking among their Offices of Legal Counsel and those of other jurisdictions.
- (b) Office of Legal Counsel should collaborate with other Offices of Legal Counsel in other jurisdictions.
- (c) Offices of Legal Counsel should organize and participate in conferences, colloquia, attachments and exchange programmes with their counterparts from other jurisdictions in order to share their knowledge, experiences and best practices.

#### **5. Principle of Inter-linkage**

In furtherance of their mandates, Offices of Legal Counsel should endeavour to create appropriate working networks and inter-linkages with other public sector partners, relevant professional associations as well as with other stakeholders in the legislative process.

#### **6. Principle of Public Service**

The Office of Legal Counsel and each legal counsel must always be cognizant of, and operate with the understanding that they are in a fiduciary relationship with the public to whom they owe the highest quality of services.

#### **7. Principle of Mentorship**

- (a) Due to their learning, training and experience, legal counsel to parliaments are repositories of a wealth of knowledge. It is good practice for Offices of Legal Counsel to adopt a policy of mentorship by providing pupillage, internship, apprenticeship or other such opportunities to learners in the legal profession.
- (b) The Offices of Legal Counsel shall promote a policy for the recruitment and the terms of engagement of pupils, interns or apprentices.

### **8. Principle of Professionalism**

- (a) Legal counsel shall maintain the honour and dignity of the legal profession and shall observe the rules of professional ethics and carry out their duties with integrity.
- (b) Offices of Legal Counsel to parliaments are apolitical offices that serve in an impartial and non-partisan manner.

### **9. Principle of Constitutionalism**

The Office of Legal Counsel and each individual legal counsel shall cultivate and foster a culture of constitutionalism and adherence to the rule of law.

### **10. Principle of Outreach**

Offices of Legal Counsel shall be mindful of the welfare of the community and the society at large and shall endeavour to engage in outreach and social responsibility programmes within and outside Parliament. These programmes may include public education and awareness programmes, *pro bono* legal aid and other charitable projects.

### **11. Principle of self-assessment**

Offices of Legal Counsel shall regularly-

- (a) conduct a self-assessment of the quality, effectiveness and efficiency of the legal services offered; and

- (b) assess their adherence to the principles set out above for the establishment and operation of Offices of Legal Counsel in Africa.

## **SCHEDULE 2**

### **COUNTRIES AND REGIONAL PARLIAMENTS FORMING THE REGIONAL BLOCKS OF THE COLLOQUIUM**

#### **Central Africa**

Central African Republic, Cameroon, Chad, Congo, Democratic Republic of Congo, Equatorial Guinea, Gabon, and São Tomé and Príncipe.

#### **Eastern Africa**

Eritrea, Ethiopia, Somalia, Djibouti, South Sudan, Uganda, Kenya, Tanzania, Rwanda, Burundi and the Comoros, Mauritius, the Seychelles and Madagascar.

#### **Northern Africa**

Sudan, Egypt, Libya, Tunisia, Mauritania, Algeria and Morocco.

#### **Southern Africa**

Angola, Botswana, Lesotho, Malawi, Mozambique, Namibia, South Africa, Swaziland, Zambia and Zimbabwe.

#### **Western Africa**

Benin, Burkina Faso, Cape Verde, Côte d'Ivoire, Gambia, Ghana, Guinea, Guinea-Bissau, Liberia, Mali, Mauritania, Niger, Nigeria, Senegal, Sierra Leone, and Togo.

#### **Regional Parliaments**

Economic Community of West African States, Pan African Parliament and East African Legislative Assembly.