

**THE CONSTITUTION
OF
THE LAWYERS' SOCIETY**



ARTICLE 1: NAME OF THE ORGANISATION

The name of the Organization shall be “**THE LAWYERS’ SOCIETY**” hereinafter referred to as “Law Society” or “the Organisation”.

ARTICLE 2: REGISTERED OFFICE/HEADQUARTERS

The Registered address/office of the Organization shall be situated in Freetown, Sierra Leone. Upon resolution by the Executive Board and approval at a General Meeting, the organisation may move its registered address/office to any place in Sierra Leone as well as create branch offices as it shall deem necessary for the implementation of its activities and the achievement of its goals.

ARTICLE 3: NON-PROFIT

The Lawyers’ Society shall be a Non-Profit Organisation and shall:

1. exist in its own name and rights.
2. own properties and other possessions.
3. be able to sue and be sued in its own name.
4. continue to exist even when its membership and office bearers change.

ARTICLE 4: AIMS AND OBJECTIVES

The objects for which the Organization is established are:

1. To promote, protect and defend the rule of law, human rights, and liberties of all persons as set out in national, regional, and international instruments.
2. To promote unity among legal practitioners, to defend the integrity of the legal profession, and the independence of both the Organization and the Judiciary of Sierra Leone.
3. To promote justice, fairness and equity in the administration of the law, and advocate for improvement in the justice system, court processes, and law enforcement.
4. To promote and defend the principles of democracy, good governance, and accountability in the governance system in Sierra Leone.
5. To advocate for law reforms and support the enactment of laws that promote and enhance the economic, social, and political welfare of citizens of Sierra Leone.
6. To promote and advance continuing legal education and professional development, and to undertake projects or initiatives that benefit the members and the organisation.
7. To encourage and promote the use of alternative dispute resolution mechanisms, such as mediation and arbitration, as a means of resolving disputes efficiently and fairly.
8. To advocate for the development and enforcement of laws that promote environmental protection and climate justice, ensuring that legal frameworks support sustainable development.
9. To foster good relations, cooperation, and collaboration between the Organization and other professional bodies or associations, both within Sierra Leone and internationally, with the aim of promoting global best practices in law.

10. To enhance good relationships and collaboration between the Organization and other professional bodies or associations, both domestically and internationally, with the aim of highlighting and/or addressing professional and national issues.
11. To promote and advance continuing legal research, and innovation, and to establish or encourage the establishment of a National Law Library or other research facilities.
12. To promote gender equality, diversity, and inclusivity within the legal profession and advocate for laws and policies that advance the rights of women, children, and other vulnerable groups.
13. To promote the use of technology to enhance access to legal services, legal education, and public awareness of legal rights.
14. To establish and promote schemes for the provision of legal aid and advice to the indigents and marginalized groups, and to advocate for legal reforms that enhance access to justice for all.
15. To promote legal literacy and engagement among students, fostering the next generation of legal professionals and informed citizens.
16. To promote and encourage the highest standards of professional conduct, ethics, etiquette, professionalism, and discipline among its members.
17. To promote the welfare of its members and establish schemes to advance their professional, social, and economic wellbeing within the legal profession.
18. To provide to the public information on the law, the legal profession, and the administration of justice, with the view of enhancing their understanding of the law and their rights, through public lectures, symposia, and other means of disseminating information and/or educating the general public.
19. To open, operate and maintain bank account(s) with reputable banking institution(s), and have the rights to draw up, accept, endorse, negotiate, possess, purchase and dispose of negotiable instruments, bills of exchange, bank drafts, credit facilities and such other instruments.
20. To acquire, own, possess, invest in and dispose of both realty and personality, or such other interests in these assets.
21. To initiate, cause, institute action, prosecute, defend, oppose, support or join legal proceedings aimed at achieving the objects for which the Organization was established, and take such other lawful actions in furtherance of said objects.
22. To discuss, consider, comment on, advise or provide opinions on national issues and/or any legal related matters affecting the general or a section of the public.

23. To receive donations, grants, gifts, and other forms of support from institutions, organisations or individuals, given in good faith for the furtherance of the objectives and other projects/events of the Organisation.
24. To impose, demand, and collect subscriptions from its members with penalties for non-payment.
25. To draft legal instruments for the Organisation and pass resolutions or bylaws to ensure the effective and efficient administration of the Organisation.
26. To do all such other things, whether of the like or any other kind, which the Organization may consider to be in any way incidental to, connected with, or conducive to the attainment of the above objects, or otherwise likely to be advantageous to the Organization.

WE, THE PERSONS WHOSE NAMES, ADDRESSES AND SIGNATURES ARE HEREUNDER ARE DESIROUS OF BEING FORMED INTO AN ORGANISATION, IN PURSUANCE OF THIS CONSTITUTION:

Name	Address	Signature

Dated the _____ day of _____ 2025

Witness to the above signatures:

Name:.....

Address:.....

Occupation:.....

Signature:.....

**ARTICLES OF ASSOCIATION
OF
THE LAWYERS' SOCIETY**

1. DEFINITIONS

In these Articles, unless the context otherwise prescribes:

1. **“Annual General Meeting”** refers to the general meeting convened by the Organization annually in accordance with these Articles other than an Extraordinary General Meeting.
2. **“Integrity Code”** means any Code or document approved by the Executive Board to govern the conduct of the members.
3. **“Integrity Committee”** means the Integrity Committee established under this Constitution.
4. **“Executive Board”** shall mean the members elected by the general membership to constitute the management body/team of the organisation as provided for in this Constitution.
5. **“Extraordinary General Meeting”** means the meeting convened in accordance with the provisions herein other than an Annual General Meeting.
6. **“General Secretary”** shall be Secretary of the Organisation.
7. **“President”** shall be the head of the organisation and the Executive Board.

2. INTERPRETATION

1. Any reference to the word “Society” shall be construed as a reference to the Organization and vice versa.
2. Words in the singular shall include the plural, and words in either gender shall include the other gender.

3. MEMBERSHIP

1. The membership of the Organization shall be open to only Legal Practitioners called to the Bar in Sierra Leone or enrolled to practise law in Sierra Leone and such other persons as the Organization may, by ordinary resolution of the membership approve.
2. A person who wishes to become a Member after registration of the Organization shall complete and submit an application form to the Organization through the General Secretary of the Organization. The applicant shall become a Member of the Organization upon approval of the application by the Executive Board after being satisfied that the membership requirements have been met.
3. Other Sierra Leoneans practising law in other jurisdictions, who subscribe to the vision of the Organisation and are qualified to be Members in accordance with this Constitution.

4. An individual who has made unique, seminal or substantial contribution to the field of law may be eligible for nomination to Honorary Membership by the Executive and subject to approval at a General Meeting. The number of Honorary Members cannot exceed one (1) in a calendar year. Under extraordinary circumstances, the Executive Board may exceed the normal yearly limitation. A Member of the Organization may nominate someone to the status of Honorary Membership by sending a brief statement of nomination to the Executive Board.

4. REGISTER OF MEMBERS

1. The Organization shall maintain at its registered office a Register of Members which shall contain details of members on admission or the cessation of membership.

5. RIGHTS OF MEMBERS

Members of the Organization shall have the right;

1. To attend meetings and other events organised by and in the name of the Organization.
2. To enjoy the use of all facilities and services of the Organization subject to this Constitution.
3. To receive periodic and regular or upon request (where possible) a statement of account in respect of his transaction with the Organisation.
4. To access and obtain all information relating to the Organisation, including internal regulations, minutes, accounts, inventories, decisions and other actions taken by the organization, investigation and other reports, etc.
5. To vote and be voted for at general meetings provided that the member has paid the Annual Subscription and any other fees required or prescribed by the Organization from time to time..
6. To elect and be elected to positions of the Organization subject to eligibility provisions in this Constitution.
7. To vote on all matters proposed for resolution at a General or Extraordinary General Meeting of the Organisation.
8. To participate in conferences, seminars, training sessions, and other events organised by the Organization, its Committees, affiliated bodies, or other organisations in partnership with the Organization.
9. To discuss any matters of the Organization's activities and to submit proposals for their improvement to the Executive Board.
10. To enjoy support and/or solidarity from the Organisation to protect their legitimate rights and interests as members of the Organisation.
11. To resign from the Organization in accordance with the procedures and terms outlined in this Constitution.

12. To enjoy other rights as prescribed by laws or regulations governing the Organization, as well as all rights and privileges incidental to membership of the Organisation.

6. OBLIGATIONS OF MEMBERS

Members' obligations are the commitments each member makes to the Organization. All the obligations are important, align with the Organization's values and principles and will help ensure members are proud of being part of the Organization. It is the responsibility of members to understand the following obligations and act accordingly:

1. To observe and comply with the Organization's Constitution, Resolutions and Decisions taken by the Organization, the Executive Board and other Committees, Bodies or Organs of the Organization in accordance with this Constitution.
 2. To pay membership dues and/or subscriptions in time, in the amount and manner prescribed by the Executive Board or regulations on membership fees.
 3. To pay contributions and any other payments as provided by this Constitution or as the Executive Board may from time to time prescribe.
 4. To support projects carried out by the Organization, which are approved by the membership or Executive Board or relevant authority.
 5. To adhere to or comply with professional ethics in order to protect their professional reputation and dignity.
 6. To comply with the requirements of this Constitution or internal documents of the Organization and carry out the decisions of the organisation, of the Executive Board and other committees/bodies of the Organisation, which are mandatory for members and comply with the laws of Sierra Leone.
 7. To participate actively in achieving the goals and objectives of the Organization and contribute fully to its activities.
 8. To avoid actions that may discredit the Organization or bring the legal profession into disrepute.
 9. To make known to the authorities of the Organization about any facts known which may adversely affect the Organization's activities and violations of the Constitution.
13. To carry out other duties stipulated by the legislation or prescribed by any laws of Sierra Leone or any document governing the Organization.

7. MEMBERS GUIDING KEY PRINCIPLES

Members are important ambassadors of the Organization and their conduct is governed by the General Legal Council or other relevant Body as may be prescribed by law. However, members are expected to comply with the spirit of the following principles of standards in public life:

1. **Duty:** Members have a duty to uphold the law and act in accordance with the law and the public trust placed in them. They have a duty to act in the interests of the Organization and in accordance with the Organization's Constitution.
2. **Respect:** Members must respect fellow members of the Organization and employees/staff of the Organization and the role they play; treating them with courtesy

at all times. Similarly, they must respect members of the public when performing duties as a member of the Organization or member of the legal profession.

3. **Selflessness:** Holders of Office should take decisions solely in terms of public interest (and in the case of the Organization, the interests of the legal profession). They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.
4. **Integrity:** Members must make decisions solely on merit and in a way that is consistent with the functions of the Organization when carrying out public business including, making appointments, awarding contracts or recommending individuals for rewards and benefits.
5. **Objectivity:** In carrying out business, including making appointments, awarding contracts, or recommending individuals for awards or benefits, holders of office should make choices on merit.
6. **Accountability:** Holders of Office should be accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.
7. **Openness:** Members have a duty to be as open as possible about their decisions and actions, giving reasons for their decisions and restricting information only when the wider public interest clearly demands.
8. **Honesty:** Members have a duty to act honestly. They must declare any private interests relating to their public duties and take steps to resolve any conflicts arising in a way that protects the public interest.
9. **Leadership:** Members have a duty to promote and support these principles by leadership and example, and to maintain and strengthen the public's trust and confidence in the integrity of the Organization and its members in conducting public business.
10. **Accountability and Stewardship:** Members are accountable for their decisions and actions to the public. They have a duty to consider issues on their merits, taking account of the views of others and must ensure that the Organization uses its resources prudently and in accordance with the law.
11. **Progress:** Members should commit themselves to continuous professional development, innovation and improvement of themselves and the legal profession.
12. **Inclusion:** Listening to individuals and developing cultural awareness to enable everyone to be their true selves.

8. CESSATION OF MEMBERSHIP

A member of the Organization shall cease to be a member of the Organization:

1. upon the expiration of a 60 (sixty) day written withdrawal notice given by such member to the Organization through the General Secretary after that member would have fulfilled any pending liability to the Organization or any other Member.
2. upon expulsion from the Organization for a proven gross violation of the Organisation's principles and membership obligations as may be determined by the Integrity Committee of the Organization or following being struck of the rolls of court by the appropriate professional, statutory or judicial body.
3. through the following ways:
 - a. Death

- b. If a member is found guilty of any criminal offence
- c. If a member ceases to be a Legal Practitioner in Sierra Leone or a jurisdiction for which they are is registered.

9. SUSPENSION OF MEMBERSHIP

1. The Organisation may suspend a member who:
 - a. fails to comply with the Organization's Constitution
 - b. defaults in payments after disciplinary action.
 - c. is pursuing an appeal for a conviction of a criminal offence.
 - d. acts in any way detrimental or prejudicial to the interest of the Organization.
 - e. may bring the Organization's image to disrepute.
 - f. by any other reasonable and valid reason approved at a General Meeting or as may be contained in the code of ethics or regulations of the Organization.
2. In the case of a suspension of any member, the decision by the Executive Board to suspend a member for more than six (6) months or for a period which might affect the member's eligibility to vote or be voted upon in any elections, shall first be put to the membership for ratification before it shall take effect.

10. RESTORATION OF MEMBERSHIP

Membership of a member may be restored;

1. Upon recommendation from the membership, the Integrity Committee or any competent body or tribunal set up accordingly or the courts.
2. Upon receipt of payment of dues or subscriptions and approval by the Executive Board.
3. In certain cases, the Organization may, if it is satisfied to restore its membership after assurance by the member that he/she shall not work against the interest of the Organization.

11. GENERAL MEETINGS OF MEMBERS

1. **First General Meeting:** The first General Meeting shall be held at such time not more than three (3) months after registration of the Organization, and at such place, as the Executive Board may determine.
2. **Annual General Meeting:**
 - a. An Annual General Meeting (AGM) shall be held once in every calendar year at such time (not being more than fifteen (15) months after the holding of the last preceding AGM) and at such place as may be prescribed by the Organisation in general meeting or, in default, at such time in the third month following that in which the anniversary of the Organization's registration occurs, and at such place as the Executive Board shall appoint. In default of a general meeting being so held, a general meeting may be requisitioned by at least a tenth of the membership in the following month to be held in the same manner or as nearly as possible as that e convened by the Executive Board.

- b. This Meeting shall be called AGM and all other meetings of the Members of the Organization shall be called Extraordinary General Meeting (EGM).

3. Extraordinary General Meetings

- a. The Organization may, whenever it thinks fit, through the Executive Board or members requisitioning, convene an Extraordinary General Meeting. An EGM may be called by the Executive Board or members to discuss urgent matters, or matters prescribed by law or this Constitution to be discussed at an EGM.
- b. The General Secretary shall give all members notice of an EGM as nearly as possible as that which is provided for in the extant Companies' Act together with notice of the business to be discussed or transacted at the meeting. All members shall be entitled to attend and vote.
- c. The Organization shall also, on the requisition of not less than one -tenth of the subscribing members proceed to convene an EGM, provided that the requisition must state the objects of the meeting and must be signed by the requisitioning members and deposited at the registered office of the Organization.

4. Notice of General Meetings

- a. **At least** 21 days' notice (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, date and the time of meeting and, in case of special business, the general nature of that business shall be given in the manner, if any, as may be prescribed by the Organization in general meeting, to such persons as are, under the rules of the Organization, entitled to receive such notices from the Organization; but with the consent of all the members entitled to receive notice of some particular meeting, that meeting may be convened by such shorter notice and in such manner as those members may think fit.
- b. The order of business or agenda of a general meeting shall be disseminated to the members of the Organization at least ten (10) days prior to the date of the meeting, and such order or agenda may be amended by members at the time of the meeting. varied prior to the date and time .
- c. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any member shall not invalidate the proceedings at any meeting.

5. Mode of Meetings

- a. Except as otherwise provided by law, meetings of the Organization may be conducted either in person and/or electronically (via the internet or any designated electronic meeting service), as determined by the Executive Board. This shall be in accordance with the provisions outlined herein and the laws of Sierra Leone, and specified in the notice convening a particular meeting.
- b. Such meetings shall support anonymous voting and support visible displays identifying those participating, identifying those seeking recognition to speak, and showing the results of votes. These electronic meetings of members or

Executive Board shall be subject to all laws and rules adopted by the Executive Board, or by the Organization, to govern them, which may include any reasonable limitations on, and requirements for, Executive Board members' participation.

6. Proceedings at General Meetings

- a. All business shall be deemed special that is transacted at general meetings, with the exception of the consideration of the accounts, balance sheets and the ordinary reports of the Executive Board and auditors, the election of Officers of the Executive Board, and the fixing of the remuneration of the auditors.
- b. The President of the Organization shall preside as Chairperson at every general meeting, and where the President is absent or unable to act as Chairperson, the Vice President shall preside as the Chairperson. Where the President and Vice President are not present at any meeting within thirty (30) minutes after the time appointed for holding the meeting or are unwilling to act as Chairperson, the members present shall appoint the most senior member to be the Chairperson of the meeting provided always that such a senior member present shall not be below ten (10) years standing.
- c. The Chairperson may, with the consent of the majority of members present at a quorum (or as directed by the meeting), adjourn the meeting to a different time and place. No business shall be conducted following the adjournment of that meeting.
- d. When a meeting is adjourned for fourteen (14) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Unless otherwise granted by members, it shall not be necessary to give any notice of an adjournment that is less than fourteen (14) days.
- e. At any general meeting, a resolution put to a vote shall be decided by a show of hands, unless a poll is demanded by at least two members present in person before or at the time of declaring the result of the show of hands. If a poll is not demanded, the Chairperson shall announce whether the resolution has been carried or carried unanimously based on the show of hands.
- f. If a poll is duly demanded it shall be taken in such manner as the Chairperson directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- g. In the case of an equality of votes, the Chairperson of the meeting, during which the voting takes place, shall be entitled to a second or casting vote.

8. Quorum at General Meetings

- a. No business shall be transacted at an AGM unless a quorum of members is present at the time when the meeting proceeds to do business. Unless otherwise provided, the quorum shall be constituted by at least a third of the paid-up members of the Organization.

- b. The quorum at an EGM shall be at least a tenth of paid up members or members requisitioning the meeting.
- c. If within half an hour (30 minutes) from the time appointed for any meeting a quorum in accordance with this Constitution is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day and time of the following week and no notice shall be given in such a case.

9. Votes of Members

- a. Every member shall have one vote.
- b. A member of unsound mind, or in respect of whom an order has been made, by any court, may vote, whether on a show of hands or on a poll, by his committee, or other legal guardian appointed by that court, and such committee, or other legal guardian may, on a poll, vote by proxy.
- c. No member shall be entitled to vote and/or be voted for at any general meeting unless he is a fully paid up member.
- d. On a poll, votes may be done electronically, either personally or by proxy..
- e. The instrument appointing a proxy shall be prescribed by the Executive Board and shall be signed by the appointor or his attorney duly authorized in writing. A proxy must be a member of the Organisation.
- f. The instrument appointing a proxy and, where applicable, the power of attorney or other authority, if any, under which it is signed or a notarial certified copy of that power or authority shall be deposited at the registered office of the Organization not less than 48 (forty-eight) hours before the time of the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
- g. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

12. THE EXECUTIVE BOARD OF DIRECTORS

First Appointments to the Executive Board

1. The interim members to the Executive Board shall be appointed in writing by the promoters of this Constitution and shall include at least five (5) persons who shall act respectively as the Interim President, Interim Vice-President, Interim General Secretary, Interim Public Relations Officer and Interim Treasurer of the Organization; until the conclusion of the first Annual General Meeting when a substantive Board shall have been elected by the members to serve for a period of two (2) years provided that a Member of the Board shall be a Member of the Organization.

2. Other Appointments to the Executive Board

The elected Executive Board may, at any time, appoint any member of the Organization to fill a vacancy or to expand the Board, provided the prescribed maximum number of members is not exceeded, and provided also that any proposal to

appoint any new member must be set out in a formal resolution in the notice convening the Executive Board meeting. Additionally, the Board may co-opt any person to advise them in any capacity which the Board may deem appropriate.

3. **Voting of Executive Members**

- a. An Election Management Committee shall be constituted by the members at an Extraordinary General Meeting to conduct the elections of the Executive Board at least one (1) month before every elections for Executive Board Members. However, this provision shall not apply in the case of the very first election of Executive Board. In that case, the two most senior male and female members present at the first General Meeting who are also not contesting for any positions shall conduct the elections.
- b. The Committee shall consist of three senior members of the Organisation, one of whom shall be at least of twenty (20) years standing, the other two of at least ten years standing and at least one of the three members being of the other gender. The most senior member of the Committee shall serve as Chief Returning Officer.
- c. Members who are not fully paid up shall not have the right to vote and be voted for.
- d. Any member who intends to contest for any Executive office shall be nominated and seconded accordingly by members of the Organization within a period to be set by the Election Management Committee except for the first election of Executive Board in which any such member shall be nominated and seconded at the Annual General Meeting after the Executive Board positions would have been declared vacant.
- e. Where not more than one candidate is nominated for a particular office at the close of nomination period, such candidate shall be declared to be elected unopposed.
- f. Elections of Officers shall be conducted by secret ballot and shall be determined by simple majority of the votes cast. In an event of equality of votes between two or more leading candidates, the members of the Elections Committee shall vote for the second time to break the tie.
- g. Notwithstanding the provisions herein, the Organisation (through the Elections Management Committee) may, by resolution, regulations or bylaws, make further rules governing the conduct of elections at general meetings.
- h. Where a vacancy occurs in the substantive offices of the Executive Board (such as the President, General Secretary, Treasurer, the deputies/assistants shall fill the respective vacant positions to serve for the remainder of the term. Vacancies in any other positions shall be filled by members appointed by the Executive Board through a vote..
- i. The Organisation may, by a resolution of not less than two-thirds of the paid-up members, remove any member of the Executive Board before the expiration of their term of office and may by resolution appoint the deputy or another

person in their stead. The person so appointed shall hold office for the remainder of the removed officer's term.

12. THE EXECUTIVE BOARD

1. Overview:

- a. The Officers of the Executive Board shall be the Directors of the Organization and shall be elected at an Annual General Meeting.
- b. Members of the Executive Board shall consist of the President, Vice President, General Secretary, Assistant General Secretary, Treasurer, Public Relations Officer, and Organising Secretary and such other members as the members of the Organisation may by resolution appoint.
- c. A member of the Executive Board shall hold office for a renewable term of two (2) years commencing from the date of his election, but no member of the Executive Board shall hold office for more than two consecutive terms.
- d. A member of the Organization shall be qualified to contest for and hold an office in the Executive Board if he;
 - i. is a paid-up member of the Organization.
 - ii. is a Legal Practitioner, with proven integrity and demonstrable experience with respect to the offices of the President, Vice President, General Secretary and Public Relations Officer.
 - iii. meets the years of standing specified hereunder:
 - *President, Vice President and – over ten (10) years standing.*
 - *General Secretary, Assistant General Secretary and Public Relations Officer, and – over five (5) years standing.*
 - *Treasurer and Organising Secretary – not less than two (2) years standing.*
 - iv. is not employed in any Ministry, Department or Agency of the Government of Sierra Leone, except where he is employed in a non-executive capacity by virtue of them being a member of the Bar, but this exception shall not apply to the President, Vice President, General Secretary, and Public Relations Officer.
 - v. is not a member of any association, organisation or body which could affect or conflict with the proper and efficient discharge of his duties as an Executive Board member of the Organization.
 - vi. is not otherwise disqualified from contesting for, or holding any office by reason of it being proven that he is sponsored by, or has received financial assistance from, any Ministry, Department, Agency, or officer of the Government of Sierra Leone or any political party or interest group the latter of whose agenda may seriously compromise or threaten the independence of the member if they were to be elected a board member.

- e. The Executive Board members are not entitled to remuneration, but the Organisation may, by a resolution at a general meeting, resolve to reward them with such gratuities as the Organisation may determine.

2. Powers and Duties of the Executive Board:

- a. The business of the Organization shall be managed by the Executive Board, who may exercise all such powers of the Organization as are not, by any law, or by these Articles, required to be exercised by the Organization in general meetings, subject nevertheless to the provisions of this Constitution. No rule made by the Organization in general meeting shall invalidate any prior act of the Executive Board which would have been valid if that rule had not been made.
- b. The Executive Board shall have such powers and privileges and perform such duties as are customarily conferred or imposed on officers of their respective offices, subject to these Articles.
- c. The Executive Board shall have the general powers and authority to:
 - i. *raise funds, make investments or to invite and receive contributions.*
 - ii. *buy, lease, rent, or exchange property that it needs to achieve its objectives.*
- d. Without prejudice to any power or duty conferred or imposed on the Executive Board, the Executive Board shall be responsible for:
 - i. *managing the affairs of the Organisation to ensure the achievement of the overall objectives of the Organisation.*
 - ii. *subject to the approval of the membership at a general meeting, making, amending or repealing rules, bylaws, or regulations governing the operations of the Organisation.*
 - iii. *creating and appointing members to Committees tasked with specific functions that are consistent with the objectives of the Organisation.*
 - iv. *approving all expenditure incurred by the sub-committee and may revoke or amend the Terms of Reference of its Committee.*
 - v. *enforcing integrity rules to ensure the maintenance of the highest standard of professional conduct and etiquette among members of the Organization.*
 - vi. *levying and collecting subscriptions and other fees.*
 - vii. *managing the accounts and finances of the Organization and giving account of the incomes and expenses of the Organization at general meeting.*
 - viii. *managing all properties of, and investments made by the Organization.*
 - ix. *maintaining a register of all the members of the Organization.*
- e. No member of the Executive Board shall vote in respect of any contract or project in which he is interested and if he does so his vote shall not be counted.
- f. Performing all such functions and duties assigned at general meeting.

3. Formation of Committees:

- a. The Executive Board shall form sub-committees including an Integrity Committee with clear Terms of Reference (ToR) and may delegate any of its powers to any sub-committee consisting of such members of the Board and Organization as it thinks fit, and any committee so formed shall, in the exercise of the powers delegated, conform to any regulations prescribed by the Executive Board.
- b. The Executive Board shall delegate any of its powers/functions to a sub-committee provided that:
 - i. *such delegation and conditions are reflected in the minutes of a meeting.*
 - ii. *at least one Executive Member serves in the sub-committee.*
 - iii. *there are three (3) or more people in a sub-committee.*
 - iv. *The Chairperson of the sub-committee shall not be less than ten (10) years standing at the Bar.*
 - v. *the sub-committee regularly reports to the Board on its activities.*
- c. The meetings and proceedings of any sub-committee shall be governed by the provisions of this Constitution for the time being regulating the meetings and proceedings of the Executive Board so far as applicable and so far as the same shall not be superseded by any rules made by the Executive Board.
- d. A Resolution in writing signed by not less than two thirds of the members for the time being of the Executive Board or any sub-committee of the Executive Board who are duly entitled to receive notice of a meeting of the Executive Board or of such sub-committee shall be as valid and effectual as if it had been passed at a meeting of the Executive Board or of such sub-committee duly convened and constituted.

4. Disqualification of Executive Board Members

- a. An Executive Officer shall vacate office, if they:
 - i. *without the consent of the Organization in general meeting, hold any other office of profit under the Organization or office in any Government Ministry, Department or Agency; or*
 - ii. *become bankrupt; or*
 - iii. *become prohibited from being a director by reason of any legal order; or*
 - iv. *are found a lunatic or becomes of unsound mind; or*
 - v. *resign their office by notice in writing to the Organization; or*
 - vi. *are/were directly or indirectly interested in any contract with the Organization and fail/failed to declare the nature of their interest; or*
 - vii. *are found guilty of any criminal offence whether or not they are pursuing an appeal.*

5. Removals of Executive Board Members

- a. The Executive Board may by resolution of not less than two-thirds of the members of the Executive Board remove an elected member of the Executive Board from their office. However, such removal must be approved by not less than two-thirds of the general membership at an extraordinary meeting to be held not later than 30 days from the date of the decision to remove the said Executive member or at a general meeting if pending within 60 days of the said decision.

- b. After a decision by the Executive Board to remove an Executive officer, they shall cease to act as a member of the Executive Board and to hold any other office in the Organization, and members for the time being of the Executive Board may act notwithstanding any vacancy in the Executive Board; provided always that in case the members of the Board shall at any time be reduced in number to less than the minimum number prescribed by this Constitution, that number shall be the quorum for the purpose of filling up vacancies in the Executive Board and of summoning a general meeting, but not for any other purpose.

6. Duties of the Three (3) Key Executive Board Members

- a. The President shall:
 - i. *provide overall leadership and management of the affairs of the Organization.*
 - ii. *chair and preside over all meetings including meetings of the Organisation, Board, sub-committees and Management committee(s) on which he seats in the case of the last three bodies above, unless prevented by reason of absence.*
 - iii. *collaborate with the General-Secretary in convening meetings of the Organization.*
 - iv. *represent the Organization at functions/meetings/events that the Organization has been invited..*
 - v.
 - vi. *approve and/or ratify the payment of all bills at the Secretariat.*
 - vii. *do all such acts as may be necessary for the efficient running of the Organization.*

- b. The General Secretary shall among other things:
 - i. *manage the day-to-day affairs of the Organization.*
 - ii. *arrange and convene meetings of the Organization in consultation with the Chairperson.*
 - iii. *take and keep minutes of all meetings of the Organization.*
 - iv. *keep complete, and up-to date record of the Organization's affairs.*
 - v. *keep, update and maintain a complete list of members of the Organization.*
 - vi. *collect and circulate any relevant information within the Organization and relevant stakeholders.*
 - vii. *handle all correspondences on behalf of the Organization.*
 - viii. *present all legal deeds, contracts and other documents of the Organization to the Board and/or members for approval.*
 - ix. *oversee and ensure the good and responsible use and maintenance of the Organization's property.*
 - x. *do all such acts as may be necessary for the efficient running of the Organization's affairs.*

- c. The Treasurer shall among other things:
 - i. *ensure that proper accounting procedures are adhered to.*
 - ii. *keep a proper account of all the financial records of the Organization.*
 - iii. *open a bank account(s) on the advice of the Executive Board and ensure that all drawings from the account are countersigned by the designated officers.*
 - iv. *supervise the financial affairs of the organisation.*
 - v. *receive and disburse, under the directions of the Executive Board all monies, belonging to the Organization.*

- vi. *issue receipt where necessary for all monies on behalf of the Organization.*
- vii. *ensure to the members that proper books of accounts of all monies received and paid by the Organization are written up, preserved and available for inspection.*
- viii. *provide and present reports on the financial statement of the Organization and audited accounts at the general meeting.*
- ix. *responsible for making sure that the Organization's funds are safe and accounted for.*
- x. *make regular reports to the Executive Board on the finances of the Organization, which should include all incomes, expenditures and balances that remain according to accounting practices of the Organization.*
- xi. *do all such acts as may be necessary for the efficient running of the Organization's affairs.*

7. Proceedings of Executive Board Meetings:

- a. The Executive Board may meet to transact business, adjourn and otherwise regulate their meetings as prescribed in this Constitution or as they think fit.
- b. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the Chairperson shall have a second or casting vote. A member of the Executive may requisition a meeting of the Executive Board. The President and the General-Secretary on the requisition of that member of the Executive Board shall convene summon a meeting of the Executive Board as soon as reasonable.
- c. The quorum necessary for the transaction of the business of the Executive Board shall be four (4).
- d. The President/Chairperson, and in his absence, the Vice President, shall chair every meeting of the Executive Board. If at any meeting the President and Vice President are not present within thirty (30) minutes after the time appointed for holding the meeting, the most senior among the Officers present may choose the most senior among them Officers present shall be chairperson of the meeting.
- e. The Officers of the Executive Board may delegate any of their powers to sub-committees consisting of such members of the Organization or as they think fit; any sub-committee so formed shall, in the exercise of their powers so delegated, conform to any regulations that may be imposed on them by the Executive Board.
- f. The Executive Board may elect a chairperson of sub-committees; if no such chairperson is appointed by the Executive Board, the members of the sub-committee shall appoint one of them to act as Chairperson. If at any meeting the chairperson of a sub-committee is not present within thirty (30) minutes after the time appointed for holding the meeting, the members present may choose one of them to be chairperson of the meeting.
- i. A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in case of an equality of votes, the chairperson shall have a second or casting vote.

8. Disclosure of Interest/Conflicts of Interest by Executive Board:

- a. Conflicts of interest arise when a person involved in making a decision for the Organization may have a personal interest in the outcome. The personal interest may be economic, that is, it may result in a financial benefit to the person or to a family member, or the personal interest may be sentimental or professional, such as when the person or a family member is on the board or advisory board of the other party seeking to enter into a transaction with the Organization, or works for such other party.
- b. “Family members”: For purposes of identifying conflicts of interest or potential conflicts of interest, and applying the rules in this constitution, the term “members of the family” shall include the spouse, a “significant other”, children, grandchildren, and siblings and their spouses.
- c. Except where a Conflict of Interest Policy of the Organisation provides otherwise, a member of the Executive Board who is in anyway, whether directly or indirectly, interested in a contract or proposed contract with the Organization shall abstain automatically from taking part in that meeting in which the interest is being discussed for the purpose of transparency and trust.

9. Indemnity of Executive Board Members:

Every member and other officials of the Organization shall be indemnified against (and it shall be the duty of the Executive Board, out of the funds of the Organization, to pay) all cost, losses and expenses which such person may incur or become liable for by reason of any contract entered into, or act or thing done by him in good faith in the capacity aforesaid, in any way in the discharge of his duties, including travelling expenses, and the Executive Board may give to any officer of the Organisation who has incurred or may be about to incur any liability at the request or for the benefit of the board, such security by way of indemnity as it may think proper.

13. ACCOUNTS OF THE ORGANISATION

1. The Executive Board shall cause proper books of account to be kept with respect to all sums of money received and expended by the Organization and the assets and liabilities of the Organization.
2. The book(s) of account shall be kept at the registered office of the Organization, or at such other place or places as the Executive Board think fit and shall always be opened to the inspection of the Officers of the Organization.
3. The Executive Board shall, from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Organization or any of them shall be opened to the inspection of other members of the Organization and no member (not being an Officer) shall have any right of inspecting any account or book or document of the Organization except as conferred by statute or authorised by the Executive Board or by the Organization in a general meeting.
4. The Executive Board shall, from time to time, cause to be prepared and to be laid before the Organization in general meeting such profit and loss accounts, balance sheets and reports.
5. The profit and loss accounts shall show, arranged under the most convenient heads, the amount of gross income, distinguishing the several sources from which it has been

derived, and the amount of gross expenditure, distinguishing the expenses of the establishment, salaries and other like matters. Every item of expenditure fairly chargeable against the year's income shall be brought into account, so that a just balance of profit and loss may be laid before the meeting and, in cases where any item of expenditure which may, in fairness be distributed over several years has been incurred in any one year, the whole amount of the item shall be stated with the addition of the reasons why only a portion of the expenditure is charged against the income of the year.

6. A copy of every balance sheet (including every document required by law to be annexed to it) which is to be laid before the Organization in general meeting together with a copy of the auditor's report shall not, less than ten (10) days before the date of the meeting be sent to all members or persons entitled to receive notices of general meetings of the Organization.

14. FINANCES, ASSETS, LIABILITIES, RECORDS AND REPORTS

1. Any money obtained by the Organization shall be used only for the Organization.
2. The Executive Board must open bank account(s) in the name of the Organization with registered bank(s) and any bank account opened for the Organization shall be in the name of the Organization.
3. Cheques and other bank documents requiring signature on behalf of the Organization shall be signed by at least two persons authorised by the Executive Board including the Treasurer.
4. Whenever funds are taken out of the bank account(s) of the Organization, the Treasurer and either the President or the General Secretary must approve the withdrawal or sign the cheque or bank document.
5. At the AGM in every year, the Executive Board shall lay before the members present a proper income and expenditure account for the period since the last preceding account.
6. The books of accounts shall be kept at the office or at such other places as the Executive Board thinks fit, and shall always be opened to the inspection of the officers during business hours and to the members as prescribed in 13.3 above.
7. A proper Balance sheet as at the date on which the income-expenditure account is made up shall be prepared every year, and laid before the members present at an AGM. Every such balance sheet shall be accompanied by proper reports of the Executive Board and the Auditors.

15. AUDITORS

1. The Organization shall appoint its Auditor(s) at a general meeting for a term specified in a Resolution passed by members of the Organization at the meeting in which the Auditor(s) were appointed.
2. The Executive Board may fill any casual vacancy in the office of the Auditor(s), but while such vacancy continues, the surviving or continuing Auditor(s), if any, may act.

3. The remuneration of the Auditor(s) of the Organization shall be fixed by the Executive Board .
4. Every Auditor(s) of the Organization shall have the right to see all relevant vouchers and shall be entitled to access, at all times, the books and accounts as required.
5. The Auditor(s) shall make a report to the members of the accounts examined by them and on every balance sheet laid before the Organization at its AGM during their tenure of office, and the report shall state:
 - a. whether or not they have obtained all the information and explanations they have required; and
 - b. whether, in their opinion, the balance sheet referred to in the report is properly drawn up so as to exhibit a true and correct view of the state of the Organization's finances and affairs.

16. FINANCIAL YEAR

The Financial year of the Organization shall commence on the 1st day of January and end on the 31st day of December of every year or at such other time as the Executive Board may from time to time determine.

17. INSPECTION OF ACCOUNT BOOKS AND LIST OF MEMBERS

The Books of Accounts and all documents relating thereto and a list of members of the Organization shall be available for inspection at the office by any member of the Organization on giving not less than seven (7) days' notice in writing to the Executive Board or as prescribed in 13.1 above, provided that the books of accounts and all documents relating thereto and list of members shall always be opened for inspection by members during business hours.

18. APPLICATION OF FUNDS AND ASSETS

The funds and assets of the Organization shall be applied solely towards the promotion of the objects of the Organization as set forth in this constitution, and no portion thereof shall be paid or transferred directly, or indirectly by way of dividend, gift bonus or otherwise by way of profit to the members of the Organization provided that nothing herein shall prevent, good faith, of reasonable and proper remuneration to any officer or volunteer or any member or the Organization, in return for any services actually rendered to the Organization.

19. NOTICES

1. A notice may be given by the Organization to any member either personally or by electronic means of communication (Email, WhatsApp, and others) or by posting it to his registered address, or if he has no registered address within Sierra Leone= to the address, if any, within Sierra Leone supplied by him to the Organization for the giving of notices to him.
2. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and, unless the contrary is proved, to have been effected at the time at which the letter would be delivered in the ordinary course of post.

3. Notice of every general meeting shall be given in the manner authorised in this constitution to every member except those members who (having no registered address within Sierra Leone) have not supplied to the Organization an address within Sierra Leone for the giving of notices to them.

20. SEAL OF THE ORGANISATION

The seal of the Organization shall always be affixed by the President and/or Secretary General or any other Executive Board member as the General-Secretary in consultation with the President may so delegate or appoint for that purpose.

21. AMENDMENT(S) TO THE CONSTITUTION

1. Subject to the provisions of any law in Sierra Leone, the Organization may by special resolution passed amend/modify or repeal this constitution or adopt a new constitution, provided that no such amendment or modification shall be made which shall impair or prejudice the effectiveness of the prohibitions contained in this constitution against distribution of income, property and assets of the Organization to the members.
2. This constitution can only be changed by a resolution and the resolution has to be agreed upon and passed by not less than two thirds ($\frac{2}{3}$) of the members who attended and voted at the general meeting for a change of the Constitution.
3. For the purpose of considering changes to this constitution, two third ($\frac{2}{3}$) of paid up members shall be present at a meeting to make a quorum before a decision to change the constitution is taken.
4. As provided for herein, written notices must go out before the meeting at which the changes to the constitution are going to be proposed. The notice must indicate the proposed changes to the constitution that will be discussed at the meeting.
5. No amendment(s) may be made which would cause the Organization to close down or cease to function.
6. A copy of all amendments to the constitution will be submitted to the relevant authorities or institution(s) regulating this Organisation.

22. DISSOLUTION AND DISPOSAL OF PROPERTY

1. The Organization shall not be dissolved or wound up except by a resolution passed at a general meeting of the members by votes of two-thirds ($\frac{2}{3}$) of the members present.
2. The quorum at the meeting shall be at least half of all paid-up members of the Organization. If no quorum is obtained, the proposal to dissolve or wind up the Organization shall be submitted to a further general meeting which shall be held one month later. Notice of this meeting shall be given to all members in accordance with the provisions of this constitution. The quorum for this second meeting shall be the number of members present.
3. The Organization if so decided to be dissolved or wound up, shall be dissolved or wound up in accordance with the laws of Sierra Leone or any regulation governing the Organisation.

4. If upon the dissolution of the Organisation there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed amongst the members of the Organisation, but shall be given or transferred to some other institution or institutions (as shall be determined by a simple majority of votes by the general membership) having objects similar to the objects of the Organisation, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as is imposed on the Organization.

23. MISCELLANEOUS PROVISION

Anything not provided for by this Constitution shall be adopted as provided for in any law or policy regulating this Organisation in Sierra Leone.

24. CONSTITUTION SIGN OFF

This Constitution was approved and accepted by members of **THE LAWYERS’ SOCIETY**, on the day of 2025.

NAMES, ADDRESSES & SIGNATURES OF SUBSCRIBERS/MEMBERS:

Name	Address	Signature

Dated the day of 2025

Witness to the above signatures:

Name:.....

Address:.....

Occupation:.....

Signature:.....