



THE CONSTITUTION OF THE

BRITISH NIGERIA LAW FORUM

(“BNLF”)

Adopted: 26 October 2023

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[A] THE ASSOCIATION

1. The name of the Association is BRITISH NIGERIA LAW FORUM (“BNLF”).
2. The objects for which the Association is established are as follows:
 - 2.1. to promote fellowship and good understanding and improve relations between the legal professions in Nigeria and the United Kingdom;
 - 2.2. to develop and strengthen legal, business and cultural links between Nigeria and the United Kingdom;
 - 2.3. to encourage mutual collaboration between lawyers in the United Kingdom and Nigeria;
 - 2.4. to assist in the training and education of Nigerian lawyers and Nigerian students studying law in the United Kingdom and vice versa;
 - 2.5. to create a directory for business networking;
 - 2.6. to exchange information and ideas in relation to professional training, access to justice and other legal topics on a bilateral basis;
 - 2.7. to encourage and support legal or social initiatives aimed at strengthening the democratic process and the rule of law;
 - 2.8. to organise conferences on specific areas of law; and
 - 2.9. to organise a programme of social events.

[B] MEMBERSHIP

3. The Association shall be composed of:

- 3.1. Ordinary Members;
 - 3.2. Aspiring Lawyer Members;
 - 3.3. Corporate Members;
 - 3.4. Associate Members; and
 - 3.5. Honorary Members.
4. The following shall be eligible for membership as Ordinary Members:
 - 4.1 qualified lawyers, solicitors, barristers, chartered legal executives, their equivalent by any other name, and members of the judiciary in the United Kingdom or Nigeria; and
 - 4.2 legal professionals engaged in legal education in the United Kingdom or Nigeria including: law professors, law lecturers and law teachers and their equivalent by any other name.
5. The following shall be eligible as Aspiring Lawyer Members:
 - 5.1 paralegals;
 - 5.2 trainee lawyers, trainee solicitors, pupil barristers, trainee legal executives and their equivalent by any other name; and
 - 5.3 law students.
6. The following shall be eligible for Corporate Membership:
 - 6.1. Law firms or sets of chambers in the United Kingdom or Nigeria and who are approved by the executive committee; and

- 6.2. Organisations in the United Kingdom or Nigeria who have an interest in the objects of the Association and who are approved by the executive committee.
7. The following shall be eligible for Associate Members:
 - 7.1. Lawyers qualified in jurisdictions other than the United Kingdom and Nigeria who have an interest in the objectives of the Association; and
 - 7.2. Non-lawyers who have an interest in the objectives of the Association and receive the approval of the executive committee.
8. Honorary membership may be bestowed on lawyers or non-lawyers with the approval of the executive committee. Honorary members are exempted from the payment of subscriptions. Such members shall constitute the Honorary Members of the Association.

[C] VOTING

9. At a General Meeting of the Association at which a resolution is put to a vote, Members shall have the following voting rights:
 - 9.1. each Ordinary Member shall have one vote.
 - 9.2. each Aspiring Lawyer Member shall have one vote.
 - 9.3. each employee of a Corporate Member, up to a maximum of 10 employees, that would otherwise be eligible for Ordinary or Aspiring Lawyer membership shall have one vote
A Corporate Member shall not otherwise have a vote.
 - 9.4. an Associate Member shall not have a vote.
 - 9.5. an Honorary Member shall not have a vote.

ACQUISITION AND LOSS OF MEMBERSHIP

10. Applications for membership of the Association:

- 10.1. shall be made in writing to the Membership Secretary of the Association and signed by the applicant;
- 10.2. shall contain full and proper details relating to the application and the subscription fee payable at the time;
- 10.3. shall be submitted to the Committee for approval; and
- 10.4. shall be determined by a majority vote of the Committee.
11. Alternatively, membership may be acquired by the applicant completing the appropriate form via the Join Us link on the Association's website and paying the subscription fee for the membership category for which they are eligible.
12. Membership acquired via the Association's website shall be terminable forthwith at the absolute discretion of the Committee of the Association within one month of the acquisition of such membership.
13. Membership shall, otherwise, be terminated by notice in writing by the member, by expulsion or by death or by ceasing to be qualified for membership.
14. Notice of termination shall take effect at the end of the calendar year during which such notice has been given to the Membership Secretary.
15. A member can be expelled by the Committee:
 - 15.1. for dishonourable or unprofessional conduct; or
 - 15.2. for failure to pay the annual subscription within three months of the due date for renewal.
16. The member concerned shall first be given notice of the grounds of expulsion and shall be entitled to appeal against expulsion to a General Meeting by giving notice in writing to the Chairman within 10 working days of receiving notice of expulsion. The Committee shall as

soon as is practicable convene a General Meeting to determine the member's appeal if expulsion is under clause 15.1. The General Meeting may uphold or quash the decision of the Committee by a simple majority. If expulsion is pursuant to clause 15.2, the Committee's decision on review following an appeal against the decision is final.

[D] SUBSCRIPTIONS

17. There shall be an annual subscription fee payable by each member. The level of the subscription shall be set by the Committee, and may be set at a different level for each category of membership. The subscription payable for all categories shall be published on the Association's website.
18. The subscription fee may be varied by the Committee from time to time as required. Where a decision to vary a subscription fee has been taken, notice of such variation must be given to the members.
19. No variation may take effect before the beginning of the next subscription year. Where there has been an upward variation, the required notice must be given not less than three calendar months before the next subscription year begins.
20. The Association's subscription year shall run from 1 January to 31 December.
21. The Committee of the Association shall be entitled in special cases to reduce the amount of the annual subscription or to waive it altogether.

[E] GENERAL MEETINGS

22. The Annual General Meeting shall be held once in each calendar year on such day as the Committee shall determine.
23. The Chairman or, in his or her absence, the Vice-Chairman, or, in his or her absence, a person nominated by the Committee, shall preside at General Meetings of the Association.
24. Unless otherwise expressly provided in this Constitution each question shall be decided by a majority of votes. Each Member of the Association that is eligible to vote shall have one vote on each question. The Chairman of the General Meeting shall have a second or casting vote.

25. The business of the Annual General Meeting shall consist of:
 - 25.1. the reception of the Chairman's report on the activities of the Association during the preceding year;
 - 25.2. the election of the Officers and of the members of the Committee;
 - 25.3. the approval of the accounts of the Association;
 - 25.4. the appointment of an Auditor; and
 - 25.5. any other business of which notice may have been given or which may be permitted to be raised without notice with the approval of the Chairman.
26. Any member wishing to raise any matter at the Annual General Meeting shall give notice in writing thereof to the General Secretary no later than three working days before the date of the meeting PROVIDED THAT the Chairman of the meeting may allow any matter to be raised at the Annual General Meeting without such previous written notice as aforesaid.
27. In addition, the Committee may convene General Meetings of the Association to transact any matter which the Committee wishes to bring before the members. The provisions applicable to the Annual General Meeting shall mutatis mutandis apply to any such General Meeting subject to the provision that any member wishing to raise any matter at such meeting shall give notice in writing thereof to the General Secretary not later than ten working days before the date of the meeting.
28. At all General Meetings of the Association the quorum shall be six Ordinary Members.
29. Notice convening a General Meeting shall be sent by the General Secretary to the members not less than fourteen days before the meeting and shall specify the matters to be dealt with.
30. Subject to clause 22 meetings of the Association shall take place at such places, dates and times as may be specified by the Committee.

[F] THE OFFICERS OF THE ASSOCIATION

31. The Officers of the Association shall be the:

31.1. Chair;

31.2. Vice-chair;

31.3. General Secretary;

31.4. Membership Secretary;

31.5. Treasurer;

31.6. Social Secretary; and

31.7. Nigeria Liaison Officer

32. The Officers of the Association shall be elected from amongst the Ordinary and Aspiring Lawyer Members at the Annual General Meeting by a simple majority of all Members eligible to vote.

33. The Committee shall be entitled to elect an Honorary President and an Honorary Vice-President who shall be the Additional Officers of the Association.

ELECTION OF OFFICERS

34. Any Ordinary or Aspiring Lawyer Member of the Association who has been a member of the Association for at least two continuous years is eligible for election as an Officer of the Association at the Annual General Meeting following the retirement of the present Officers.

35. Subject to the provisions for the automatic succession of the office of Vice-Chairman to Chairman and the six-year rule in clause 38, nominations for election as an Officer of the Association for the following term must be signed by two ordinary members and the nominee with a supporting statement and curriculum vitae from the nominee. The nomination, supporting statement and curriculum vitae must be sent to the Associations

Administrator not less than 30 days before the Annual General Meeting and must be circulated to members for consideration for the elections at the Annual General Meeting at least 15 days before the Annual General Meeting.

36. Subject to the succession provisions in clause 38 below, Officers of the Association shall hold office for two years and retire at the Annual General Meeting at the end of the second year.
37. Officers shall be eligible for re-election to the same office for a second term.
38. Unless otherwise agreed at an Annual General Meeting the maximum term any Officer of the Association may hold the same office shall not exceed a consecutive period of six years.
39. Subject to clause 38, the Vice-Chair shall automatically succeed to the Office of Chair at the conclusion of his second year in office provided he is still a member of the Association at the retirement of the Chairman.
40. The Committee may appoint an interim officeholder from the Committee or, failing this, the Ordinary or Aspiring Lawyer Members of the Association to perform the duties of an Office:
 - 40.1. following the vacation of that Office by an Officer before the expiry of his tenure pursuant to clause 36; or
 - 40.2. if, upon the retirement of an Officer pursuant to clause 36 and the conclusion of the electoral process described in clauses 34 and 35, that Office remains vacant.
41. An interim officeholder appointed pursuant to clause 40:
 - 41.1. need not satisfy the requirements in clause 34;
 - 41.2. must retire at the next Annual General Meeting after their appointment; and
 - 41.3. may stand for election into that or other vacant Office, should they meet the requirements of clause 33, at that Annual General Meeting if an election is held; or

- 41.4. May be reappointed as interim officeholder by the Committee should an election not be held at that Annual General Meeting or, in the event that an election is held, the Office remain vacant.

[G] THE COMMITTEE

42. The Committee shall consist of:

42.1. the Officers, including the interim Officers, of the Association;

42.2. at least one member to represent the interests of junior members of the Association;

42.3. not more than six members of the Association who are individuals co-opted by the Committee;

42.4. the Additional Officers (if any); and

42.5. if any, a person (in addition to the Nigerian Liaison Officer) nominated by the Nigerian corresponding association and co-opted by the Committee.

43. An Officer or other member of the Committee of the Association shall cease to hold office in the following circumstances:

43.1. if he or she is struck off or otherwise removed from the Roll of Solicitors, the Barristers' Register or CILEX Authorised Practitioners Directory;

43.2. becomes incapable by reason of mental disorder, illness or injury of managing his or her own financial affairs;

43.3. resigns by notice in writing to the Committee;

43.4. fails to attend more than half of the Committee meetings convened in any year without giving prior notice to the Chairman of his or her absence; or

- 43.5. at least three quarters of the other members of the Committee pass a resolution that he or she be removed.
44. The Committee shall meet at least six times a year at regular intervals as well as on the request of the Chairman or, in his or her absence, the Vice-chairman for the despatch of urgent business.
45. Meetings shall be conducted by the Chairman or in his or her absence, the Vice-Chairman or, in his or her absence, a person nominated by the Committee.
46. The quorum of the Committee shall be five members including any two Officers of the Association.
47. The Committee shall decide by simple majority. In case of equality of votes the person conducting the meeting shall have a second or casting vote.

[H] POWERS OF THE COMMITTEE

48. The affairs of the Association shall be managed by the Committee.
49. The Committee of the Association shall have power to do all things reasonably necessary in order to achieve the objects of the Association and (without prejudice to the generality of the foregoing) shall have power:
- 49.1. to arrange lectures, seminars meetings and conferences;
- 49.2. to communicate with other institutions in the United Kingdom and elsewhere in relation to the objects of the Association;
- 49.3. to convene the Annual General Meeting or any other General Meeting;
- 49.4. to increase, reduce and collect the members' subscriptions;
- 49.5. to prepare an annual account and submit the same to the Annual General Meeting;

- 49.6. to record resolutions of the Committee and those of the Annual General Meeting or of any Extraordinary General Meeting;
 - 49.7. to enter into monetary or other legally binding obligations on behalf of the Association and to apply the funds of the Association in satisfaction of those obligations;
 - 49.8. to open bank accounts in the name of the Association and to deposit the funds of the Association with any reputable financial institution; and
 - 49.9. to establish branches of the Association in the United Kingdom.
50. The written consent of any two of the Officers of the Association in addition to the Treasurer shall be required for any expenditure of the funds of the Association.
51. The Committee shall have power to appoint sub-committees or sub-groups consisting of such members of the Committee and such other members of the Association as the Committee shall from time to time select to carry out such activities as the Committee shall determine and with such of its powers except any power:
- 51.1. relating to the expulsion of members; and
 - 51.2. to incur any monetary or other legally binding obligation on behalf of the Association.
52. Each such sub-committee or sub-group shall keep minutes of its proceedings which it shall produce to the Committee and shall conduct its business in accordance with the directions of the Committee.
53. The Committee shall also have the power to delegate such powers and duties of the Committee (except those relating to the expulsion of members) to individual officers of the Association as it may deem necessary or expedient for the object of furthering any particular activity of the members.

54. The Committee shall have the power to appoint members of the Association to the Committee to fill any casual vacancy.
55. No sub-committee or sub-group shall have the power to incur any expense on behalf of the Association or give any warranty or representation or enter into any commitment on behalf of the Association except to such extent as the Committee from time to time specifically authorises in writing.

[I] ALTERATION OF CONSTITUTION

56. The members of the Association shall have power to alter the Constitution by majority of two-thirds of those present and voting at a General Meeting.

[J] EXPENSES

57. Any expenses and outgoings of the Association incurred in holding meetings shall be borne by the funds of the Association, including subscription fees.
58. All expenses of the Committee reasonably incurred on behalf of the Association will be paid for by the Association.

[K] CHAIRMAN'S DECISION FINAL

59. The decision of the Chairman of the Meeting as to the result of the voting on any question shall be final and an entry in the Minute Book signed by the Chairman of the Meeting shall be conclusive of the terms of any resolution and of its having been passed.

[L] MINUTES

60. The General Secretary shall record in a Minute Book the proceedings of all General Meetings and meetings of the Committee.

[M] BY-LAWS

61. The Committee shall have power to make and from time to time amend by-laws for regulating the conduct and affairs of the Association provided the same are not inconsistent with this Constitution. Such by-laws shall be notified to the members within two working weeks of their adoption and shall be binding on all the members as from adoption.

[N] REGISTER OF MEMBERS

62. The Membership Secretary shall maintain a list of names and addresses of all members of the Association which may be inspected by any member on giving at least seven days written notice to the Membership Secretary. The Membership Secretary may keep such list on a computer or other medium and each of the members and past members of the Association shall be deemed to have consented thereto unless they shall have given written notice to the contrary to the Membership Secretary.

[O] FINANCIAL YEAR

63. The financial year of the Association shall end on 31st December in each year to which day the Accounts of the Association shall be balanced.

[P] AUDIT OF ACCOUNTS

64. The Committee shall appoint as soon as practicable a suitable person to serve as the first Auditor. The Auditor shall audit the accounts of the Association before the Annual General Meeting. A vacancy occurring in the office of Auditor during the year shall be filled by the Committee.

[Q] DISSOLUTION

65. If the number of members of the Association shall at any time fall below two or if at any time the Association shall pass in a meeting by a majority comprising at least two thirds of the members present and entitled to vote a resolution of its intention to dissolve the Association such dissolution shall take effect immediately.
66. In the event of the dissolution of the Association the available funds of the Association shall be transferred to such one or more charitable institutions having objects which include objects similar or reasonably similar to those hereinbefore declared as shall be chosen by the Committee and approved by the meeting of the Association at which the decision to dissolve the Association is confirmed.