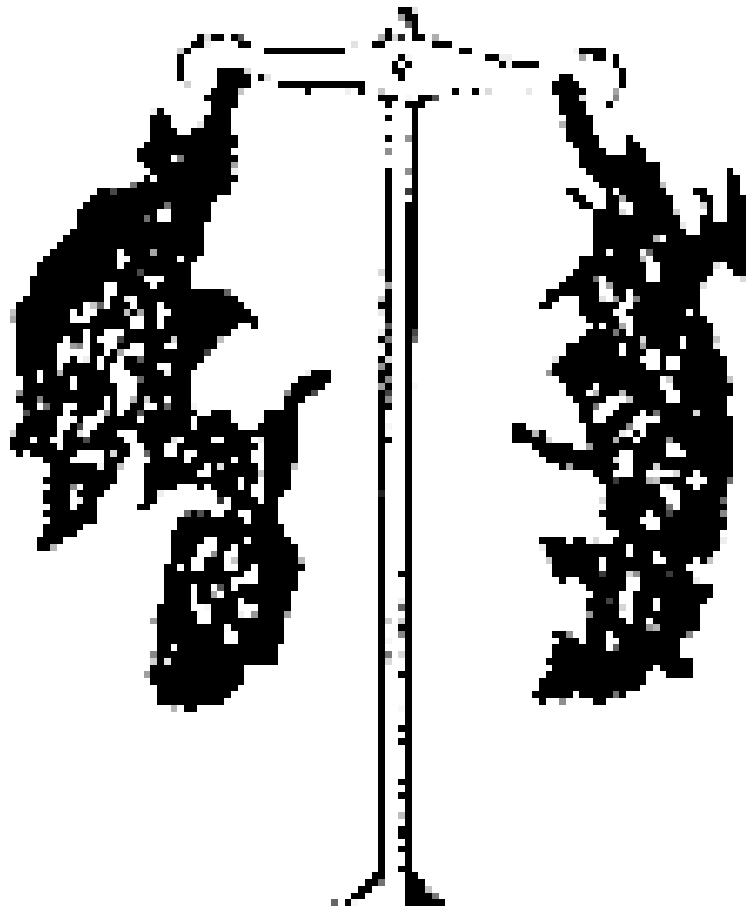


**THE CONSTITUTION OF
THE ZANZIBAR LEGAL SERVICES CENTRE, 1992
[ZLSC]**

TRANSFORM JUSTICE



INTO PASSION

2nd Amendment of 2009

**THE CONSTITUTION OF
THE ZANZIBAR LEGAL SERVICES CENTRE, 1992**

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**THE CONSTITUTION OF
THE ZANZIBAR LEGAL SERVICES CENTRE, 1992**

PREAMBLE

Desirous of creating a society where the constitution is supreme, rule of law is respected and human rights are observed; a society where equality, social justice, tolerance and good governance are the norms; we, lawyers and human rights activists, have decided to found an organization that stands and struggles for these principles that we firmly believe in.

ARTICLE ONE

Name of the Organisation

The name of the organization shall be Zanzibar Legal Services Centre thereafter referred to as the Centre or ZLSC.

ARTICLE TWO

Seat of the Organisation

The registered office of the Centre shall be situated in Zanzibar Town. However, the Centre may establish offices in other parts of Zanzibar.

ARTICLE THREE

The Character of the Organisation

The Centre shall be a non-governmental, non-partisan, voluntary, independent and non-profit-making organization whose major aim is to provide legal aid, legal assistance and other legal services to the vulnerable and disadvantaged sections of the Zanzibar society, to provide legal and human rights education to the public, popularize knowledge on law and produce publications in all areas of legal concern to the people of Zanzibar.

ARTICLE FOUR

Legal Status

The Centre is a body corporate and thus shall have the right and capacity to sue and be sued in its own name and own both moveable and immoveable property. It shall have its own Official Seal and Emblem.

ARTICLE FIVE

Vision

Rights and Access to Justice for all.

ARTICLE SIX

Mission

Zanzibar Legal Services Centre is a Non-partisan, Non-profit Organization dedicated to raising people's awareness, Promoting Human Rights and Good Governance.

ARTICLE SEVEN

Objectives

- (1). The objectives of the Centre shall be the following:
 - (a). to render legal aid, legal assistance and other legal services to the public, especially to the vulnerable and disadvantaged sections of the community.
 - (b). to offer legal counselling and representation to the poor, women, children, the aged and the disabled involved in conciliation, mediation, arbitration, negotiation or litigation where the services of a lawyer are required.
 - (c). to promote and advocate for the respect and observance of human rights, rule of law, democratic principles and the culture of peace and tolerance;
 - (d). to perform notarial acts for any client;
 - (e). to prepare legal briefs for clients;
 - (f). to execute and attest documents;
 - (g). to offer expert legal advice to the public;
 - (h). to provide legal and human rights education to the public in order to raise people's awareness of their basic rights and responsibilities;
 - (i). to render any other services which may be rendered by Advocates but within the limits of the objectives and goals of the Centre;
 - (j). to conduct, coordinate or commission research on legal issues, and carry out consultancies within the areas relevant to the mandate of the Centre;

- (k). to carry out the collection and dissemination of legal information and documentation;
 - (l). to prepare, edit, print, publish, issue, acquire, circulate and distribute books, papers, periodicals, and other legal materials, and to establish, form, promote, conduct and maintain collections, displays and exhibitions of a legal and human rights nature;
 - (m). to arrange conferences, workshops and seminars to enable scholars and personalities from all walks of life to meet, discuss and develop policies on law, legal aid and human rights;
 - (n). to organize educational and scientific programmes for the purpose of training individuals and groups which are identified as being most likely to benefit from a focused and intensive communication of research results; and
 - (o). to assist other institutions and individuals whose objectives are charitable in nature within the meaning of 'charity' as ascribed to it in the laws of Zanzibar.
- (2). The Centre shall also perform any other lawful activities as may be conducive to the goals of achieving greater legal, social and human rights awareness and as may be relevant to the attainment and furtherance of the objectives of the Centre as are herein contained.

ARTICLE EIGHT

Organisation and Operation

- (1). The Centre is incorporated under the provisions of the Land (Perpetual Succession) Decree, 1926 (Chapter 101 of the Laws of Zanzibar) and shall at all times comply with the Societies Act, 1995 (Act No. 6 of 1995 of Zanzibar) and to this end all such powers of incorporation shall be vested in the Registered Trustees of the Centre.
- (2). The Registered Trustees shall perform all powers and functions as may be provided for under the aforementioned Land (Perpetual Succession) Decree, 1926 and the Societies Act of 1995 or any other relevant law in force.

ARTICLE NINE

Registered Trustees of the Centre

- (1). There shall be Trustees of the Centre whose number at any particular time shall not be more than five and not less than three. The Trustees of the Centre shall constitute the Board of Trustees (hereinafter referred to as the Board).
- (2). The term of the members of the Board of Trustees shall be five years, a term which is renewable.
- (3). In the composition of the Board of Trustees, the Centre shall take into account the issue of gender balance.
- (4). The Trustees shall elect one of them as their Chairperson; provided that such a person must be a holder of a degree from a recognised university.
- (5). Members of the Board in a unanimous decision, may invite in writing, any eminent person of impeccable character, integrity and proven intellectual ability to fill any

vacancy in the Board of the Centre, and who, upon his/her acceptance in writing, shall be a member of the Board.

- (6). The Board of Trustees shall be the policy-making organ of the Centre.
- (7). The Board shall be vested with the authority of ensuring the efficient, effective and smooth running of the Centre and the implementation of its objectives, policies and decisions.
- (8). The Board shall meet at least once every three months. Upon the request of the Chairperson, the Executive Director or any other two Trustees, an extra-ordinary meeting of the Board can be called.
- (9). The Board may transact business in a duly constituted meeting if at least three members are present.
- (10). The Board shall among other functions given to it by this Constitution, enforce the Ethical Standards of the Centre and implement the Centre's Objectives.
- (11). The Board may from time to time and where necessary form committees to handle specific issues for and on behalf of the Board and report to the Board.
- (12). The procedures of the Board and any committee formed by the Board shall be as may be prescribed by the Board.
- (13). The Board in matters requiring expert advice shall be at liberty to invite experts to render consultative services to it.
- (14). Other functions of the Board of Trustees shall be:
 - (a). To oversee the progress and welfare of the Centre;
 - (b). To act as sole custodians of the assets and other interests of the Centre;
 - (c). To make Regulations for the smooth and better functioning of the Centre; and
 - (d). To handle all affairs of the Centre relating to its dissolution in accordance with the relevant provisions of this Constitution.
- (15). The Registered Trustees shall perform their responsibilities on a voluntary basis provided that expenses and incidentals incurred on account of or for the benefit of the Centre shall be refunded.
- (16). Trustees hired by or through the Centre for specific professional or consultancy work shall be paid accordingly but would be required to surrender 10% of such payment to the Centre.
- (17). The Executive Director of the Centre shall be an *ex-officio* member of the Board of Trustees and its Secretary.

ARTICLE TEN

Termination of Trustee Membership

A person shall cease to be a Trustee of the Centre in the following circumstances:

- (a). Upon accepting a leadership position in a political party, becomes a Member of Parliament or House of Representatives, or appointed as a Minister or Deputy Minister, or any other political appointment;

- (b). upon his/her request in writing, and such a request being deliberated upon and accepted by a meeting of the Board of Trustees;
- (c). Non attendance of three consecutive Board Meetings without good cause;
- (d). Behaving or conducting oneself in a manner prejudicial to the interests of the Centre;
- (e) In event of anything happening which makes his/her membership incompatible with the aims and objectives of the Centre;
- (f). Permanent incapacity caused by ill-health or any other reason;
- (g). Preclusion by any law in force; and
- (h). upon his/her death.

ARTICLE ELEVEN

Associate Members of the Centre

- (1). Any Member of the Board may nominate a person of impeccable character committed to the rule of law, good governance and observance of human rights to be an Associate member of the Centre, who, upon acceptance by all Board Members, shall become an Associate of the Centre (hereinafter referred to as an Associate).
- (2). An Associate shall have the duty to adhere to this Constitution and Rules and the Regulations of the Centre.
- (3). An Associate must be proactive in promoting the image, status and work of the Centre.
- (4). An Associate shall have the right to freely express himself/herself on all matters relating to the Centre.
- (5). Associates of the Centre shall have among others, the following rights and duties:
 - (a). to participate fully in the public activities of the Centre;
 - (b). to avail themselves of the facilities of the Centre;
 - (c). to enjoy all services rendered by the Centre;
 - (d). to access information on the affairs of the Centre;
 - (e). to receive publications of the Centre;
 - (f). to undertake such obligations and duties as they may be assigned by the Board of Trustees of the Centre, the Chairperson or the Executive Director of the Centre; and
 - (g). to abide by the terms and conditions of this Constitution which shall be the basic guide for the operation of the Centre; Rules and Regulations and other directives of the Centre.

ARTICLE TWELVE

Termination of Associate Membership

- (1). A person shall cease to be an Associate member of the Centre in the following circumstances:
 - (a). Following his/her own request in writing;
 - (b). If such a person, for any reason ceases to continue to participate in the activities of the Centre and/or ceases to subscribe to the furtherance of the aims and objectives of the Centre;
 - (c). In event of anything happening which makes his/her membership incompatible with the aims and objectives of the Centre; or
 - (d) Upon his/her death;
- (2). The fate of an Associate member falling in any of the circumstance detailed in Article 11 (1) shall be deliberated and decided by the Board of the Centre.

ARTICLE THIRTEEN

Stakeholders Forum

- (1). There shall be a Forum of the Stakeholders of the Centre (hereinafter referred to as the Forum).
- (2). The Stakeholders Forum shall consist of not more than twenty-five members appointed by the Board of the Centre on the recommendations of the Executive Director on an annual basis from civil society organizations and governmental departments that co-operate or work closely with the Centre or have programmes with the Centre.
- (3). The objectives of the Forum shall be:
 - (a). to deliberate and advise or recommend to the Board of the Centre plans, programmes and any other matter concerning the Centre brought before it by the Board of the Centre;
 - (b). to initiate discussions on any matter relevant to the Mission, Vision and Objectives of the Centre with a view to improving the Centre's work;
 - (c). to help in forging and cementing relationships between the Centre and the State, civil society and the general public; and
 - (d). to recommend to the Board of Trustees of the Centre and the Management of the Centre on good professional practices, strengthening of democratic norms within the Centre and maintenance of high ethical standards.
- (4). The Stakeholders Forum shall elect its own chairperson from amongst its members.
- (5). Members of the Board of the Centre shall attend meetings of the Forum in an *ex-officio* capacity.
- (6). The Executive Director of the Centre shall facilitate the meetings of the Forum.
- (7). The Minutes, recommendations and advices of the Forum shall be submitted in writing to the Board of the Centre by the Executive Director.
- (8). The Forum shall meet once a year in its ordinary meeting. Provided that Stakeholders can convene an extra-ordinary meeting requested by at least one-third of the members in consultation with the Executive Director.

ARTICLE FOURTEEN

The Executive Director of the Centre

- (1). There shall be an Executive Director of the Centre who shall be the Chief Executive Officer of the Centre.
- (2). The Executive Director must be a holder of a law degree from a recognized university.
- (3). The Executive Director shall be appointed by the Board of the Centre on the recommendation of the panel of persons of high integrity appointed by the Board to select and interview the person(s) on such terms and conditions as may be deemed fit by the Board of the Centre.
- (4). The Executive Director shall be the Principal Officer and Accounting Officer of the Centre and shall have the following duties:
 - (a). to implement all policy decisions taken by the Board of the Centre;
 - (b). to take the initiative in the development of the capacities of the Centre;
 - (c). to deal with all matters relating to the general administration and finances of the Centre;
 - (d). to carry out the day-to-day running of the Centre; and
 - (e) to deal with the discipline of the staff.
- (5). The Executive Director shall carry out or cause the following tasks to be carried out:
 - (a). take and keep Minutes of the meetings of the Board of the Centre;
 - (b). ensure that the Centre's records are properly kept at the Centre's office;
 - (c). ensure that the property of the Centre is well kept and maintained;
 - (d). oversee the smooth running of the Centre's programmes and activities;
 - (e). prepare and submit to be Board of the Centre on quarterly basis a report on the activities of the Centre and the Centre's financial situation;
 - (f). prepare the annual report and financial statement for auditing;
 - (g). be the Secretary of the Board;
 - (h). perform such other duties assigned to him or her by the Board of the Centre or in its behalf.
- (6). In performance of his/her duties, the Executive Director shall be accountable to the Board of Trustees of the Centre which shall be the disciplinary authority for this office.

ARTICLE FIFTEEN

Management Committee of the Centre

- (1). There shall be a Management Committee of the Centre (hereinafter referred to as the Committee).
- (2). The Committee shall be comprised of the following:-
 - (a). The Executive Director as Chairperson;
 - (b). The Finance and Administrative Officer as a Member; and
 - (c). The Finance Officer/Accountant as a Member;
 - (d). Co-ordinators of the sub-offices of the Centre; and
 - (e). One Staff Representative nominated/elected by the staff.
- (3). The main functions of the Committee shall be:
 - (a) to follow up and implement the decisions of the Board;
 - (b). to review work performance of the staff of the Centre;
 - (c). to evaluate progress of the programmes of the centre;
 - (d). to make various recommendations to the Board; and
 - (e). to undertake any activity as directed by the Board.
- (4). The Committee shall meet at least once every three months.

ARTICLE SIXTEEN

Staff of the Centre

- (1). There shall be staff of the Centre in various categories appointed by the Board of the Centre on such terms and conditions as the Board shall deem fit in accordance with the law.
- (2). All the staff of the Centre, save for the Executive Director shall be accountable to the Executive Director.
- (3). There shall be volunteers to the Centre who shall contribute to the work of the Centre.
- (4). Volunteers shall be allowed to work in the Centre by the Board on recommendation by the Executive Director and shall be accountable to the Executive Director for their day to day activities.
- (5). Volunteers coming from outside Zanzibar shall be responsible for their maintenance and issues relating to their settlement in Zanzibar including housing and immigration and other official requirements. Provided that the Centre may, upon request, provide assistance in introducing the volunteers to the officials where there are huddles.
- (6). For their contribution to the work of the Centre, volunteers shall be compensated by the Centre the expenses and incidentals incurred on account or for the benefit of the Centre.
- (7). While individual volunteers are welcome to the Centre, weight and priority shall be given to volunteers from or recommended by institutions, both local and foreign, working closely and collaborating with the Centre in various spheres.
- (8). There shall be other categories of temporary staff appointed to specific projects and programmes of the Centre.

- (9). All staff of the Centre in various categories shall be bound by the Ethical Standards of the Centre.

ARTICLE SEVENTEEN

Ethical Standards

- (1). All persons participating in the operations of the Centre shall conduct themselves in accordance with this Constitution. In addition, every person shall be expected:
- (a). To show utmost good faith and tolerance to others in all matters relating to the Centre.
 - (b). To display satisfactory conduct, honesty and transparency and a deep and continuing commitment to the activities of the Centre;
 - (c). Not to use the Centre's facilities, name or influence to further private gain or any partisan, religious, ethnic or similar interests which are contrary to the objectives of the Centre;
 - (d). Not to conduct himself/herself in a manner prejudicial to the interests of the Centre.
- (2). It shall be the duty of the Board of the Centre to ensure that the ethical standards of the Centre are maintained.

ARTICLE EIGHTEEN

Finances

- (1). The finances of the Centre shall be derived from only those sources whose terms and conditions do not in any way constrain the pursuit of the objectives of the Centre as laid out in Article Seven of this Constitution or which may compromise the standing and reputation of the Centre;
- (2). The income and property of the Centre, wherever derived, shall be applied solely towards the promotion of the objectives of the Centre as set out in Article Seven of this Constitution;
- (3). All finances shall be spent in a manner approved by the Board of the Centre;
- (4). All funds of the Centre shall be kept in a Bank approved by the Board of the Centre;
- (5). There shall be two signatories to the cheques of the accounts of the Centre, namely an Accountant or the Executive Director on the one hand, and the Chairperson and another member of the Board of the Trustees, on the other.
- (6). All transactions entered into for and on behalf of the Centre shall be in the name of the Centre;
- (7). Books of accounts shall be kept at the seat of the Centre and all financial accounts, balance sheets and audited reports shall be submitted to the Board of the Centre annually;
- (8). The Executive Director of the Centre shall be the accounting officer of the Centre.

- (9). The financial year of the Centre shall be twelve months, commencing on the 1st of January and ending on 31st December of each calendar year.

ARTICLE NINETEEN

Assets and Liabilities

Assets and liabilities of the Centre shall be vested in and managed by the Registered Trustees of the Centre.

ARTICLE TWENTY

Auditor

- (1). There shall be an Auditor of the Centre who shall be appointed by the Board with the duty of auditing all the accounts of the Centre and perform all duties as are imposed by the law in force.
- (2). No Trustee, Board Member, Associate, Employee or Volunteer of the Centre or their relatives or entities related to them shall be eligible to act as Auditor of the Centre.
- (3). The Auditor shall present the audited accounts of the Centre to the Board.

ARTICLE TWENTY ONE

Amendments

Any Member of the Board or Associate of the Centre or member of staff may propose any amendment(s) to this Constitution to the Chairperson of the Board or the Executive Director, and such proposals shall be presented for debate by the Board of the Centre and any resolution thereof shall be reached by a consensus.

ARTICLE TWENTY TWO

Dissolution

- (1). The Centre shall not be dissolved except by a resolution of four fifths of the Registered Trustees of the Centre in a meeting duly convened for that purpose.
- (2). Once a decision to dissolve the Centre is reached, all property or assets of the Centre, after clearing all debts and liabilities, shall be donated to organization(s) whose declared objectives and practical record(s) are, in the opinion of the Registered Trustees, in accord with the Centre's objectives as laid out in Article Seven of this Constitution.

ARTICLE TWENTY THREE

Interpretation

(1). In this constitution, unless the context requires otherwise:

“Associate” means an associate member of the Centre as provided and elaborated by Article 11 of this Constitution.

“Board” means the Board of Trustees of the Centre as established under Article 9 of this Constitution.

“Centre” means the Zanzibar Legal Services Centre as established under Article 1 of this Constitution.

“Chairperson” means the Chairperson of the Board of Trustees of the Centre as appointed under the provisions of Article 9 (3) of this Constitution.

“Constitution” means this Constitution establishing the Zanzibar Legal Services Centre of 1992 as amended from time to time.

“Executive Director” means the Executive Director of the Centre appointed in accordance with the provisions of Article 14 of this Constitution.

“Management Committee” means a Committee of the Centre established under Article 15 of this Constitution.

“Staff” means any person engaged by the Centre in accordance with Article 16 of this Constitution.

“Stakeholder” means an institution or department of government appointed as stakeholder of the Centre under Article 13 of this Constitution.

“The Seal” means the common seal of the Centre as provided in Article 4 of this Constitution.

“Trustees” mean the Registered Trustees of the Centre whose appointments and functions are provided in Article 9 of this Constitution.

“Volunteer” means an individual who is not a staff of the Centre but working at or under the direction of the Centre on voluntary basis as provided in Article 16 of this Constitution.

(2). Where any dispute arises with regard to the interpretation on any matter in this Constitution, the Board of Trustees of the Centre shall have the power to resolve that dispute.

ADOPTED in Zanzibar on 1st February, 1992 and started operating on 29th May 1992.

1st Amendment of the Constitution was effected on 8th April, 2001, and started operating on 1st May, 2001.

2nd Amendment of the Constitution was effected on 28th December, 2009 and became operational on 1st January, 2010.