

TANGAZO LA SERIKALI Na. 599 la tarehe 14/10/2022

THE TANGANYIKA LAW SOCIETY ACT,
(CAP. 307)

REGULATIONS

(Made under section 31)

THE TANGANYIKA LAW SOCIETY (COUNCIL) REGULATIONS, 2022

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SCHEDULES
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“President” means the President of the Society;
“Proxy” means a member in good standing who has been granted power by another member in good standing to attend and transact any business at the meeting on such member’s behalf; and
“Society” or in its acronym “TLS” means the Tanganyika Law Society established under the Act.

PART II
ROLES AND RESPONSIBILITIES OF THE COUNCIL

Elections of Council

3.-(1) Subject to section 15 of the Act, Council members shall be elected by members of the Society during the Society’s General Elections conducted at the Society’s general meeting.

(2) The election and election’s procedures for positions of the Council shall be conducted in accordance with the Act and Election Regulations of the Society.

Duties of Council

4.-(1) The Council shall report and be accountable to the members of the Society.

(2) Subject to section 16 of the Act, the Council shall have the following duties:

- (a) to approve the organisational structure and responsibilities;
- (b) to approve the strategy and plans proposed by management;
- (c) to review the Society's business plans;
- (d) to approve and monitor the annual financials including annual budget, targets, interim results and financial performance;
- (e) to develop Society’s policies and review existing policies;
- (f) to recommend appointment of

- external auditors to the General Meeting; and
- (g) to review the performance of the Executive Director.

Responsibilities
of President

5. The President shall be the head of the Council and shall have the following responsibilities:

- (a) exercise overall leadership and efficient functioning of the Council;
- (b) promote the highest standards of corporate governance;
- (c) ensure the long-term sustainability of the Society;
- (d) be the spokesperson of the Society;
- (e) ensure Council's business and conducts and that of individual members is consistent with the organisation policies and rules;
- (f) ensure that Council members are conducting their business in compliance with the TLS laws, Regulations, Policies and the Terms of Reference issued to them during beginning of their tenure; and
- (g) Chair the Society's General meetings.

Responsibilities
of Vice
President

6. The Vice President shall have the following responsibilities:

- (a) to assume the function of the President in his or her absence;
- (b) to consult and work closely with the President to achieve the Society's mandate and Council's objectives; and
- (c) in absence of the President, the Vice President shall chair the Governing Council, Executive Committee and the General meetings.

Responsibilities
of honorary
treasurer

7. The honorary treasurer shall have the following responsibilities:

- (a) The Treasurer, as a member of the Council, has a special responsibility for oversight of the Society's finances and therefore:
 - (i) shall assist in the preparation of the budget;
 - (ii) shall monitor the budget;
 - (iii) shall ensure the Society's financial policies are adhered;
 - (iv) shall report to Council and General Meeting on finances;
 - (v) shall review and approve the organisation quarterly financial report to Council;
 - (vi) shall sign any required financial reporting forms;
 - (vii) shall Oversee all financial transactions; and
 - (viii) shall report on financial compliance to the Council.

PART III
TENURE OF THE COUNCIL

Tenure of
Council
members

8. Members of the Council shall serve the office for a term as provided under the Act.

Filling
vacancies of
Council

9.-(1) In the event of death, resignation, removal or disqualification of the President, Vice President or Honorary Treasurer during their respective term of office, the vacancy so created shall be filled by qualified persons who are members of the Council and in case of absence of a qualified member, the Nomination Committee shall appoint a qualified member to fill the vacancy.

(2) In the occurrence of death, resignation,

removal or disqualification of any other member of the Council during their respective term of office, the Nomination Committee shall appoint a qualified member to fill the vacancy.

Allowances for Council members

10.-(1) The Council Member shall serve the Society on volunteer basis.

(2) During their tenure in office, the Society shall reimburse all direct costs and other such costs related to direct expenditure incurred by each member of the Council in accordance with the Society's Financial Manual and Regulations in force.

(3) A Council member shall receive a quarterly allowance as provided in the Society Financial Manual and Regulations in force.

PART IV COMMITTEES, CHAPTERS AND CHAPTER ZONES

Committees of Council

11.-(1) The Chairperson and other members of the Committee established pursuant to section 17 of the Act shall be appointed by the Council with due consideration to competence, specialisation, society's needs, diversity and gender.

(2) The Committees and other established institutions of the Society shall report to the Council on quarterly basis.

(3) The Council Committees shall be constituted by not more than seven members including the Chairperson except for National Ethics Committee whose number may increase as may be determined by Council.

Council Executive Committee

12. The Council shall establish the Executive Committee, which shall consist of the President, Vice President, Honorary Treasurer and the Chairperson of the Association of Young

Lawyers.

- (2) The Executive Committee shall have the following functions:
- (a) assist the Council in carrying out the work of the Council;
 - (b) conduct work assigned or delegated by the Council;
 - (c) determine matters to be presented to Council;
 - (d) ensure matters are ready and appropriate for Council consideration;
 - (e) provide guidance to the Executive Director and Council, when requested;
 - (f) monitor, on behalf of the Council, the implementation of the strategic plan and the annual business plan of the Society;
 - (g) assist the Council in overseeing the work of the Executive Director, in order to promote the accountability of the Executive Director to the Council; and
 - (h) perform any other function as may be directed by Council.

Chapter and
Chapter Zones

13.-(1) The Council may establish a Chapter in any region or district of Tanzania Mainland whenever it deems fit and necessary in accordance with the number of members, needs, strategic position and availability of resources.

(2) Chapters shall serve as branches of the Society and implement the objects of the Society at Chapter level.

(3) The Council shall establish Chapter Zones based on the proportionality of the size of the Chapter Zone and the number of members registered in Chapters within the Chapter Zone.

(4) Chapters and Chapter Zones shall report to the Council through their respective

Zonal leader both quarterly and annually.

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(5) All matters relating to organisational, functions and responsibilities should comply with the Tanganyika Law Society (Chapter and Chapter Zone) Regulations, 2020.

PART V
COUNCIL MEETINGS AND PROCEDURES

Council
meetings'
quorum and
attendance

14.-(1) Council meeting shall be conducted on a quarterly basis.

(2) The Council shall, in special circumstances, hold extra ordinary meetings to deliberate on matters that may arise.

(3) The two meetings referred under subregulation (1) shall include-

(a) meeting to be conducted immediately before the Annual General Meeting and the General Meeting; and

(b) meeting to be conducted immediately after election of Council members for, among other agenda, appointing the Society's Committees' members.

(3) The Council Secretary shall prepare and distribute a Council meetings calendar to council members.

(4) The meetings may also be held virtually if the Council determines so.

(5) At least six of the Council members including the President, Vice President or Honorary Treasurer shall attend the Council meetings in person in order to constitute a quorum.

(6) The Executive Director shall be the accounting officer of the Society and shall be the Secretary of the Council and its Executive committee meetings.

(7) The council may invite any person to attend and deliberate on specific matter as the

Council may determine but such person shall not have the right to vote.

Council meetings' Notice, Agenda and documents

15.-(1) The Council shall meet at the notice of President or his Vice President or if requested to do so by at least two Council members by the leave of the President.

(2) The notice of a Council meeting shall be given in advance of the meeting.

(3) The President and the Council Secretary shall undertake the primary responsibility of preparing the Council's agenda.

(4) Save in urgent cases, the Council Secretary shall provide the members with an agenda and any necessary documentation at least seven days before a meeting takes place.

(5) A record of Council submissions, papers, and of materials presented to the Council, shall be maintained and held by the Corporate Secretary together with minutes of meetings.

(6) Council members shall have complete access of the unclassified information or documents to the Society's Senior Management Team.

(7) In matters of classified information or documents, the Council members shall have access of the documents through the Executive Director or as per arrangement facilitated by the Executive Director.

Voting rights

16.-(1) A duly convened meeting of the Council at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Council.

(2) Any attendee who is not a member of the Council shall not vote on any matter coming before the Council for a vote.

(3) Subject to subregulation (4), matters

proposed at a meeting of the Council shall be decided by a majority of votes of members present and voting, and in the event of an equality of votes, the person presiding shall have a casting vote in addition to his deliberative vote.

(4) A decision may be made by the Council without a meeting, by circulation of the relevant papers among the members and the subject matter be considered at a meeting of the Council.

(5) Any member to whom a proposed resolution is sent and fails to respond within two working days following the date on which the proposed resolution is sent to him shall be considered to have approved the resolution.

Council resolutions and minutes

17.-(1) The Council Secretary shall take minutes the proceedings and resolutions of all Council and its Executive Committee meetings.

(2) The minutes shall be tabled for circulation and endorsement at the subsequent meeting by the Council Secretary and approved by the Chairman of the Council and the members present at the meeting.

(3) A Council member who objects to any resolution adopted by the Council shall have his objection recorded in the minutes.

(4) All resolutions by circulation shall be tabled at the subsequent Council meeting for ratification.

(5) The Council Secretary shall maintain an updated minute book at the Secretariat at all times.

Report of the Council

18.-(1) The Council shall report and be answerable to members at the General Meeting and Annual General Meeting.

(2) The Council shall prepare the Annual

Council report and financial and table them to members at the general meeting and Annual General Meeting for information and further directives and resolutions.

(3) The report referred under subregulation (2) shall include annual reports obtained from Chapters and Chapter Zones.

(4) The Council shall table the audited financial report before the General Meeting and Annual General Meeting.

PART VI

COUNCIL'S INDUCTION AND CAPACITY BUILDING

Council
Induction and
training

19.-(1) The Society shall, immediately after elections, provide a formal induction session for Council members and other office bearers of the Society within the Society arrangements.

(2) Induction shall aim at enhancing the Council members understanding of the Society, Council roles and responsibilities, strategic plan, business plan and budget.

(3) The Society shall provide to the Council members trainings and capacity building programs relating to governance to enhance proper corporate governance of the affairs of the Society.

PART VII

MISCELLANEOUS PROVISIONS

Code of
conduct,
Conflict of
interest and
Insider dealing

20.-(1) The members of the Council shall ensure that they conduct their affairs with a high degree of integrity, taking into account applicable laws and regulations.

(2) A member of the Council shall not benefit from the funds of Society or any project or investments managed by the Society or promoted to its customers or potential customers

except for Council related allowance in the performance of fiduciary duties.

(3) The Council member shall not receive any commission, fees, shares or consideration in respect of the performance of the project or investment.

(4) The Council shall prepare the policy on Staff's Code of Conduct, Conflict of Interest, Whistle Blowing and Fraud Policy.

(5) The Council member shall inform the Council of potential conflicts of interest in their activities with, and commitments to other organisations as they arise and abstain from voting on the matter.

(6) The disclosure under this regulation shall include all material facts in case of a contract or transaction involving the Council member.

(7) Any decisions to enter into transactions under which Society's Council members would have conflict of interests that are material, shall be formally and unanimously approved by the Council.

Council's
communication
to members
Council

21. The Council shall ensure effective communication to members of the Society by doing the following:

- (a) put in place a Communication policy and strategy to communicate with the members of the Society, stakeholders, and the public;
- (b) ensure that general meetings are conducted in efficient manner and serves as crucial mechanisms in active members' communications;
- (c) the President and other Council members shall attend the general meetings and be available to respond to members' queries and questions; and
- (d) submit the Council reports to the

General Meeting as a separate agenda item, addressing implementation of various resolutions, directives and annual plans.

Dar es Salaam,
....., 2022

EDWARD G. HOSEA,
*President of the
Tanganyika Law Society*