

*A Bill Supplement to the Zanzibar Government Gazette
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NOTICE

The Bill following hereunder shall be presented before the House of Representatives for the first reading which will start its session on 8th May, 2019, and is gazetted for the public notice incorporating together with their object and reasons.

ZANZIBAR
10th May, 2019

(Dr. ABDULHAMID Y. MZEE)
*Secretary to the Revolutionary
Council and Chief Secretary*

A BILL

for

**AN ACT TO ESTABLISH THE ZANZIBAR LAW SOCIETY,
TO PROVIDE FOR THE OBJECTS, CONDUCT OF THE
AFFAIRS OF THE SOCIETY AND OTHER
MATTERS CONNECTED THERE TO**

ENACTED by the House of the Representatives of Zanzibar

**PART ONE
PRELIMINARY PROVISIONS**

Short title
and
Commencement.

1. This Act may be cited as the Zanzibar Law Society Act, 2019 and shall come into operation after being assented to by the President.

Interpretation.

2. In this Act unless the context otherwise requires:

“Advocate” means a person enrolled and admitted as an advocate under the provisions of the relevant law;

“Attorney General” means Attorney General of Zanzibar appointed under the Constitution of Zanzibar of 1984;

“Chief Justice” means the Chief Justice of Zanzibar appointed under the Constitution of Zanzibar of 1984;

“Council” means the Council of the Zanzibar Law Society established under section 20 of this Act;

“Director of Public Prosecutions” means the Director of Public Prosecutions appointed under the Constitution of Zanzibar, of 1984;

“Foreign lawyer” means an individual who is duly authorized or registered to practice law in any country other than Zanzibar by a foreign authority having the function conferred by law of authorizing or registering persons to practice law in that country;

“Government” means the Revolutionary Government of Zanzibar;

“Notary public” means any practicing advocate who is admitted as notary public by the Chief Justice;

“Office bearers” means the President of Society, Vice President and Treasurer;

“President” means President of Zanzibar and Chairman of the Revolutionary Council;

“President of the Society” means the President of the Zanzibar Law Society elected under section 39 of this Act;

“Society” means the Zanzibar Law Society established under section 3 of this Act;

PART TWO

ESTABLISHMENT OF THE ZANZIBAR LAW SOCIETY

3. There is hereby established a body corporate to be known as the Zanzibar Law Society with perpetual succession and a common seal and shall, in its corporate name be capable of:

Establishment of the Society.

- (a) suing or being sued;
- (b) entering into contracts;
- (c) taking, purchasing or otherwise acquiring, holding, developing or disposing of movable or immovable properties;
- (d) borrowing or raising money;
- (e) investing and dealing with monies of the Society not immediately required in such manner as may, from time to time, be determined by the Society; and
- (f) doing or performing all such other things or acts, which may, lawfully, be done by a body corporate.

4.-(1) The Society shall have the following objects:

- (a) uphold the Constitution of Zanzibar and advance the rule of law and the administration of justice;

Objects and Functions of the Society.

- (b) ensure that all advocates who practice law or provide legal services in Zanzibar meet the standards of learning, professional competence and professional conduct that are appropriate for the legal services they provide;
- (c) facilitate the acquisition of legal knowledge by members of the Society and ancillary service providers, including paralegals through promotion of high standards of legal education and training;
- (d) facilitate the realization of transformed legal profession that is cohesive, accountable, efficient and independent;
- (e) establish mechanisms necessary for the provision of equal opportunities for all advocates in Zanzibar; and
- (f) protect and promote the interests of consumers of legal services and the public interest generally, by providing a fair, effective, efficient and transparent procedure for the resolution of complaints against advocates.

(2) The Society shall have the following functions:

- (a) assist the members of the public in Zanzibar in matters relating to or ancillary or incidental to the law;
- (b) set, maintain and continuously improve the standards of learning, professional competence and professional conduct for the provision of legal services in Zanzibar;
- (c) determine, maintain and enhance the standards of professional practice on ethical conduct, and learning for the legal profession in Zanzibar;
- (d) represent, protect and assist members of the legal profession in Zanzibar in matters relating to the conditions of practice and welfare;

- (e) develop and facilitate adequate training programs for advocates; and
- (f) do all such other things as are incidental or to the foregoing functions.

5. The Society shall have the powers to do all things necessary for the proper and effective achievement of its objects and the performance of its functions.

General powers of Society.

6. In carrying out its functions and in the exercise of its powers under this Act, the Society shall have regard to the following principles of:

Guiding principles.

- (a) maintenance of peace, unity and tranquility;
- (b) maintenance and advancement of constitutionalism, justice and the rule of law;
- (c) facilitation of access to justice;
- (d) protection of public interest; and
- (e) maintenance of integrity and professionalism.

7. The Society shall be a legal professional organ and for that purpose it shall be non-partisan and shall not engage, involve or affiliate in any political affairs of any political party or political election matters.

Non-partisan society.

PART THREE MEMBERSHIP OF THE SOCIETY

8. The Society shall be composed of:

Member-ship.

- (a) all advocates and notaries public registered respectively under the relevant laws;
- (b) all persons registered and admitted under this Act; and

- (c) all persons nominated as honorary members of the Society pursuant to section 9 of this Act.

Honorary members.

9.-(1) The Council may appoint distinguished persons, legal or juristic, to be honorary members for life or for any period which may deem appropriate.

(2) Chief Justice, Attorney General, Director of Public Prosecutions or Judge of the High Court of Zanzibar upon his retirement may be permanent honorary member of the Society.

(3) Honorary member shall not be required to pay any subscription, or any other contributions imposed on members from time to time.

(4) Subject to the provision under sub section (1) of this section, the council in appointing distinguished persons shall regard qualification, skill, profession and working experience of the respective person.

Rights and Privileges of Members.

10.-(1) Pursuant to the provisions of this Act, the members of the Society shall have the same rights and privileges.

(2) The practicing members shall be eligible to vote at the General Assemblies of the Society.

(3) A person, other than practicing member, who is resident under the laws of Zanzibar, shall not be eligible to be elected as member to the Council.

Suspension, expulsion or deprivation.

11.-(1) Subject to the provisions of this Act, the Council may, suspend, expel or deprive of any or all rights or privileges of any member other than an honorary member in the manner and upon the grounds prescribed under the Rules made under this Act.

(2) A member shall not be suspended, expelled or deprived of any rights or privileges unless is given a reasonable opportunity to answer all allegations made against such member.

(3) A member who is suspended or expelled from the Society shall not be entitled during the period of that suspension or expulsion, to any of the rights and privileges of membership.

(4) Member of Society who has been suspended or expelled in the Society, the authority which licensed him to practice shall revoke or suspend that license.

12. A member of the Society, other than honorary member, who has practicing certificate shall remain a member until: Cessation.

(a) the end of year of which the certificate was issued; or

(b) his name has been removed from the Roll.

13.-(1) The amount of the annual subscription by members of the Society liable to pay under this Act shall, subject to subsection (3) of this section, be fixed, from time to time, by the Council. Annual subscription to Society.

(2) The subscription shall be paid by such members in each year prior to the Annual General Assembly of the Society.

(3) In fixing the amount, the Council shall be at liberty to divide the prescription into different categories which may be paid by different classes of members, as the Council may think fit.

(4) The Council may, from time to time for the purposes of the Society, fix charges payable by all members liable to pay annual subscription under this Act.

PART FOUR
ORGANS OF THE SOCIETY

Organs of the Society. **14.** For the effective governance of the Society there shall be the following organs of the Society:

- (a) the General Assembly;
- (b) the Council; and
- (c) the Secretariat.

General Assembly.

15.-(1) The General Assembly shall be the supreme organ of the Society.

(2) The Society shall hold one General Assembly within six months after the 31st day of December in each year at such venue as may be determined by the Council.

(3) The General Assembly shall consist of all members of the Society.

(4) The Chief Executive Officer shall be the Secretary to the General Assembly of the Society.

(5) The expenses of the General Assembly shall be defrayed from the general funds of the Society.

(6) The notice of the General Assembly shall be issued by the Council at least thirty days before the date of the meeting.

(7) The President of the Society shall chair the General Assembly and, in his absence, the Vice- President shall chair the General Assembly.

(8) The General Assembly may regulate its own procedures and, in particular, holding of meetings, notice to be given of meetings, proceedings thereof, keeping of minutes, custody, production and inspection of those minutes.

16. The General Assembly shall have the following functions to:

Functions
of the
General
Assembly.

- (a) formulate fundamental policies of the Society;
- (b) receive and approve the performance reports of the Society;
- (c) approve all resolutions and important decisions of the Society;
- (d) scrutinize and approve annual budget of the Society;
and
- (e) generally oversee the operation of the Society.

17. The General Assembly shall have the following powers to:

Powers of
the General
Assembly.

- (a) elect office bearers;
- (b) elect other five members of the Council based on gender;
- (c) suspend a member of the Society; and
- (d) exercise any power conferred under this Act.

18.-(1) Any other meeting of the Society, other than the General Assembly, shall be termed as Extra Ordinary Meeting and may be called at any time when the Council deems appropriate.

Extra
Ordinary
Meeting.

(2) The General Assembly may also be requisitioned by two third of practicing members by issuing a written notice signed by all of them specifying the subject of the proposed meeting.

(3) Subject to sub section (2) of this section, the notice shall be deposited to the Chief Executive Officer.

(4) Notwithstanding the provisions of sub section (6) of section 15 of this Act, a shorter notice than thirty days may be issued when the Council deems necessary.

(5) The provisions of section 15 shall apply the same to Extra Ordinary Meetings.

Quorum.

19.-(1) The quorum of the General Assembly shall be at least more than half of all the practicing members of the Society.

(2) All questions arising at the General Assembly shall be decided by consensus.

(3) Where the decision has not been reached by the consensus under sub section (2) of this section, the questions shall be decided a majority of the votes of the members present.

(4) The Chairperson at the General Assembly shall have a deliberative vote and shall, in the event of an equality of votes, have a casting vote.

The Council
of the
Society.

20.-(1) There shall be a Council which shall be the governing body of the Society.

(2) The Council shall be composed of:

(a) Office bearers; and

(b) Other five members elected by the General Assembly at least two among them be female.

(3) The Chief Executive Officer shall be the Secretary to the Council.

Functions
of the
Council.

21.-(1) The Council shall have general functions to the management and control of the affairs of the Society.

(2) Without prejudice to the general functions under sub section (1) of this section, the Council shall have the specific functions to:

(a) answer questions affecting the practice and etiquette of the profession and the conduct and discipline of members thereof;

- (b) take cognizance of anything affecting the Society or the professional conduct of its members;
- (c) bring before any General Assembly of the Society any matter which it considers material to the Society or to the interests of the profession and make any recommendations and take such action as it thinks fit in relation thereto;
- (d) represent members of the Society or any section thereof in any matter which may be necessary or expedient;
- (e) purchase, rent or otherwise acquire and furnish suitable premises for the use of the Society;
- (f) communicate, from time to time, with other similar bodies and with members of the profession in other places for the purpose of obtaining and communicating information on all matters likely to prove beneficial or of interest to members;
- (g) refer any claims or demands by or against the Society to arbitration and to observe and perform every award made as a result of the arbitration and to nominate arbitrators if so requested; make and give receipts, releases and other discharges for moneys payable to and for claims and demands of the Society;
- (h) form or participate in the formation of any company for the purpose of carrying out all or any of the functions of the Society;
- (i) borrow or raise money by bank overdraft or otherwise by the issue of debentures or any other securities founded or based upon all or any of the property and rights of the Society or without any such security and upon such terms as to priority or otherwise as the Council thinks fit; and

- (j) Perform any other functions which are not by this Act expressly and exclusively required to be exercised by the members of the Society in General Assembly.

(3) In performing its functions and exercising its powers provided under this Act, the Council shall ensure that the Society is not being used for any purposes prejudicial to race, religion, discrimination, or any other form of activity which does not portray the good image of the Society.

Powers of
the Council.

22. The Council shall have the following powers:

- (a) make rules for all matters not expressly reserved to the Society in General Assembly whether they are expressed among its powers or not;
- (b) appoint in its discretion such officers, clerks, agents and servants for permanent, temporary or special services as it may from time to time think fit and to determine their duties and terms of service;
- (c) institute, defend, or compound any legal proceedings by and against the Society or its officers or otherwise concerning the affairs of the Society and to compound and allow time for payment or satisfaction of any debts due or of any claims or demands made by or against the Society;
- (d) exercise any other powers which are not conferred by this Act and expressly and exclusively required to be exercised by the members of the Society in General Assembly.

Cessation
of Council
member.

23. A member of the Council shall cease to hold office if he:

- (a) ceases to be a member of the Society;
- (b) resigns;
- (c) dies;

- (d) ceases to be a member of the Council by the majority resolution of the General Assembly of the Society;
- (e) has been struck off from the roll or suspended from practicing or has been convicted of an offence involving fraud or dishonesty;
- (f) is declared by competent authority to be of unsound mind or has any physical illness which causes him not to exercise his duties;
- (g) is declared bankrupt by competent court; or
- (h) fails to attend three consecutive meetings without notifying the Council.

24.-(1) The Council shall meet at least once in every three months and may meet at any time when need arises.

Meetings
of the
Council.

(2) Quorum of the Council Meeting shall be at least half of all members.

25.-(1) A special meeting of the Council shall be convened at any time if requisitioned by at least half of all members of Council.

Special
Meeting
of the
Council.

(2) The Council shall, within fourteen days after receiving a requisition submitted under sub section (1) of this section, convene a special meeting of the Society.

26. Subject to the provisions of this Act, the manner of convening ordinary or special meetings of the Council and the procedures thereof shall be as may be prescribed, from time to time, by the Council.

Convening
and
procedure of
meetings of
the Council.

27.-(1) A resolution of the Council in a meeting shall be passed by consensus.

Resolutions
of the
Council.

(2) Where the consensus under sub section (1) of this section has not been reached, the resolution shall be passed by a majority of the votes of the members of the Council present.

(3) The Chairman at the Council Meeting shall have a deliberative vote and shall, in the event of an equality of votes, have a casting vote.

Voting procedure. **28.** The procedures of voting at the meetings shall be as prescribed under the Rules made by the Council under this Act.

Alteration of resolution. **29.-(1)** The resolution of the Council in a meeting shall not be altered or rescinded except by special resolution of the Council against that previous resolution.

(2) For purpose of this section “special resolution” means a resolution passed by not less than two-thirds of such members of the Council as may be present and vote thereon at a meeting of the Council, duly convened with notice of the intention to propose such resolution.

Minutes to be recorded. **30.** The Council shall cause proper minutes of all meetings of the Council to be taken and recorded.

The Secretariat. **31.-(1)** There shall be a Secretariat of the Society to be headed by the Chief Executive Officer.

(2) The Secretariat shall be responsible for the day to day management of the affairs of the Society.

(3) The Secretariat shall, from time to time receive such general or specific instructions from the Council through the Chief Executive Officer.

Structure of the Secretariat. **32.-(1)** The Secretariat shall be structured in a manner that promotes the commitment to practice excellence and client care in the profession.

(2) Without prejudice to subsection (1) of this section, the Secretariat shall consist of the following directorates:

(a) the practice standards directorate which shall be responsible for the promotion of excellence in practice, client care and the achievement of full compliance with

the rules of good practice in the profession through advice, support and other forms of assistance to advocates and law firms;

- (b) the compliance and ethics directorate which shall be responsible for the receipt and evaluation of complaints against advocates and the prosecution of matters before the Disciplinary Committee;
- (c) the continuing professional development directorate which shall be responsible for ensuring compliance of members with the relevant regulations; and
- (d) any other directorate that the Council may, from time to time, deem necessary to establish.

33.-(1) There shall be a Chief Executive Officer of the Society who shall be in charge of the Secretariat of the Society.

Chief
Executive
Officer.

(2) The Chief Executive Officer shall be appointed by the Council through a transparent and competitive recruitment process.

(3) The Chief Executive Officer shall be responsible to the Council for the day-to-day administration and management of the Secretariat, the affairs and functions of the Society as the Council shall determine.

(4) A person shall be eligible for appointment as the Chief Executive Officer to the Society if he:

- (a) is Zanzibari and an Advocate of the High Court of Zanzibar with at least seven year experience; and
- (b) has high level of integrity.

(5) A person appointed Chief Executive Officer shall hold office for a period of three years and shall be eligible for reappointment subject to the Council approval.

(6) The Chief Executive Officer may be removed from the office by the Council upon any reasonable grounds and procedures as provided for in the Rules.

PART FIVE
FUNDS AND EXPENDITURES OF THE SOCIETY

Sources of
Funds.

34.-(1) The Funds of the Society shall be derived from:

- (a) all annual contributions paid to the Society;
- (b) all interest, dividends and other income or accretions of capital arising from the investments of the Funds of the Society;
- (c) the proceeds of any realization of any investments of the Funds of the Society;
- (d) all moneys borrowed for the purposes of the Society;
- (e) any other moneys which may belong or accrue to the Society or be received by the Council in respect thereof.

Application
of Funds.

35.-(1) The Funds of the Society shall be applicable for:

- (a) expenses incurred by the Society in the performance of its functions and meetings under this Act;
- (b) investments of moneys which form part of the Funds and are not immediately required for any other purposes;
- (c) repayment of any moneys borrowed by the Society and for payment of interest on any moneys so borrowed; and
- (d) payment for the purpose of relieving or mitigating the loss where it is proved to the satisfaction of the Council that any person has sustained loss in consequence of dishonesty of an advocate in connection with the legal practice in Zanzibar;

(2) A payment under paragraph (d) of sub section (1) of this section shall not be made in respect of any loss unless notice of the loss is received by the Society in such manner and within such time after the loss first came to the knowledge of the person sustaining the loss as may be prescribed by the rules.

(3) The Council may make rules with respect to the procedure to be followed in giving effect to this section and with respect to any matters incidental, ancillary or supplemental to these provisions or concerning the administration or protection of the Funds.

36.-(1) The Council shall cause proper accounts of all funds, property and assets of the Society to be kept and to be audited as on the 31st day of December in every year by an auditor appointed annually by the Society in General Assembly.

Accounts
to be kept.

(2) The auditor so appointed shall not be a member of the Society.

37. As soon as convenient after the 31st day of December in each year, the Council shall present to the Society in General Assembly a full report of the activities of the Society including the activities of the Council and of any committee appointed by the Council, together with accounts duly audited as provided in section 36 of this Act, in respect of the twelve months preceding that date.

Report and
accounts.

PART SIX MISCELLENEOUS PROVISIONS

38.-(1) The Attorney General as Head of the Bar shall work together with the Society in matters concerning Legal Practice in Zanzibar and shall ensure the Society performs its functions in accordance with the provisions of this Act.

Role of
Attorney
General to
the Society.

(2) Where it appears to the opinion of the Attorney General that, the Society is performing its functions contrary to the provisions and objects of this Act, the Attorney General shall summon the Council to address the matter.

Election.

39.-(1) There shall be the election of the Society to elect the Office bearer and members of the Council.

(2) All members of the Society eligible to vote under this Act shall take part at Annual General Assembly in the election of the President of the Society, Vice President, Treasurer and five members of the Council.

(3) Any eligible voter under this Act who inspires to be a candidate in such election shall apply to the Council a month before such election.

(4) President of the Society shall be Zanzibari and the Chairperson of the Council and shall preside at all meetings of the Society and the Council.

(5) Members elected under this section shall hold office for a term of two years and may be re-elected for another one term only.

Rules.

40. The Council may, subject to the provisions of this Act and with the approval by a resolution of members, make rules, which shall be binding on all members of the Society, prescribing any of the following matters:

- (a) annual subscriptions;
- (b) grounds for, and procedure relating to, suspension or expulsion of members of the Society;
- (c) regulation of powers exercisable by the Council and any committees or subcommittees of the Council, and delegation of powers;
- (d) manner of convening meetings of the Council and the committees of the Council, and quorums and procedure at meetings of the Council;
- (e) manner of convening General Assembly of the Society, and quorums and procedure at General assemblies;

- (f) manner of election, qualification, removal and replacement of the President of the Society, the Vice-President and other members of the Council and of representatives of the Society on the Disciplinary Committee;
- (g) the manner of appointment, removal and replacement of person nominated by the Society to any constitutional or statutory body;
- (h) recognition, regulation and membership status of non-practicing members;
- (i) custody and use of the common seal;
- (j) alternative forms of dispute resolution, including reconciliation, mediation and arbitration;
- (k) professional conduct and etiquette by the members; and the regulation of marketing and advertising by members of their services;
- (l) reciprocal recognition of qualifications with the other bar associations; and
- (m) any other matters as may be necessary for the promotion of the objects and the regulation of the affairs of the Society.

(2) Rules made by the Council under the provisions of this section shall be submitted for approval to the General Assembly of the Society to be held for that purpose.

(3) The Rules made by the Council under this Act before coming in to force shall be published in the Gazette by the Attorney General.

Regula-
tions.

41. The Minister may make Regulations for better carrying out the provisions of this Act.

Cancellat-
ion of
Registration
and Saving.

42.-(1) The Registrar of Societies shall, immediately after coming into operation of this Act, cancel the registration of the Zanzibar Law Society made under the Societies Act, No. 6 of 1995.

(2) Notwithstanding the provision of sub section (1) of this section, all duties, obligations, assets and liabilities of the Zanzibar Law Society existing before commencement of this Act shall be automatically and full transferred to the Society established under the provisions of this Act.

OBJECTS AND REASONS

The objects and purposes of this Bill is to establish legally the Zanzibar Law Society and to facilitate its management in the upholding the Constitution of Zanzibar and advancing the rule of law and the administration of justice; to ensure that all advocates who practice law or provide legal services in Zanzibar meet the standards of learning, professional competence and professional conduct that are appropriate for the legal services they provide; to facilitate the acquisition of legal knowledge by members of the Society and ancillary service providers, including paralegals through promotion of high standards of legal education and training; to represent, protect and assist members of the legal profession in Zanzibar in matters relating to the conditions of practice and welfare; to facilitate the realization of transformed legal profession that is cohesive, accountable, efficient and independent; to establish mechanisms necessary for the provision of equal opportunities for all advocates in Zanzibar; and protect and promote the interests of consumers of legal services and the public interest generally, by providing a fair, effective, efficient and transparent procedure for the resolution of complaints against advocates.

The Bill is divided into Six Parts:

Part One provides for the preliminary provisions which include short title and commencement; and interpretation of words invariably used in the Bill.

Part Two sets out the provisions relating to the establishment of the Zanzibar Law Society. It explains functions and objects of the Society, general powers of Society, guiding principles and also provides the provisions for that Society to be non-partisan society.

Part Three proposes the provisions dealing with membership of Society, honorary members, rights and privileges of members, suspension, expulsion or deprivation, cessation and annual subscription to Society.

Part Four creates the provisions dealing with Organs of the Society,

General Assembly, functions of the General Assembly, extra ordinary meeting, quorum. It makes also provisions relating to establishment of the Council of the Society, functions and powers of the Council, cessation of Council member, meetings of the Council, special meeting of the Council, Convening and procedure of meetings of the Council, resolutions of the Council, voting, voting procedure, alteration of resolution, minutes to be recorded. It creates the provisions of composing the secretariat, structure of the secretariat and Chief Executive Officer.

Part Five has detailed provisions on sources of funds, application of funds, accounts to be kept, report and accounts.

Part Six is about miscellaneous provisions. It makes provisions for Role of Attorney General to the Society, election of the office bearers, rules, regulations; and cancellation of registration and saving.

ZANZIBAR
10th May, 2019

(KHAMIS JUMA MWALIM)
**MINISTER OF CONSTITUTION
AND LEGAL AFFAIRS
ZANZIBAR**

