

# OLASUPO OJO ESQ.

Solicitor and Advocate of the Supreme Court of Nigeria  
LAWBOLD. No 4 Nurudeen Street, Anifowose, Ikeja, Lagos.  
Tel: 0803-304-6175, E-mail: olasupo.ojo@gmail.com

Friday, February 04, 2022,

**The President,**  
Nigerian Bar Association,  
NBA House,  
Plot 1101 Mohammadu Buhari Way,  
Central Business District,  
Abuja.

**Attention:** Mr. Olumide Akpata

Dear Sir,

**REQUEST FOR OBJECTIONS BY THE  
INCORPORATED TRUSTEES OF THE NIGERIAN BAR ASSOCIATION  
IN RE: PUBLIC NOTICE OF THE AMENDMENT OF NIGERIAN BAR ASSOCIATION  
CONSTITUTION 2015 (AS AMENDED IN 2019)**

**FORWARDING LETTER**

My compliments and fraternal greetings, as always.

May I commend your administration for the giant strides and innovations in moving the Bar forward. I would personally love to appreciate all the hardwork and diligent efforts that you have put into taking the lead in transforming the Nigerian Bar Association (“NBA”) to a hub of great reforms, people-oriented programs and rejigged policies that work in the interest of all. Indeed Sir, you have made a difference through your prime leadership and posterity can only be kind to you in this regard.

Firstly, I have passionately read the Public Notice of the Incorporated Trustees of the NBA, published on Page IV of LAWYER, a THISDAY Newspaper Weekly Pullout dated Tuesday, January 18, 2022 calling for objections from the General Public, if any, to the proposed amendments to the NBA Constitution, 2015 (as amended in 2019) (“**Extant Constitution**”). To my mind, said Public Notice is an indication of your willingness to accommodate diverse views, comments and sincere commitment to due process. I greatly commend your open-mindedness sir, and further to the said public notice, I now hereby forward herewith a copy of my Notice of Objection on the referenced subject to the Corporate Affairs Commission (“CAC”), as demanded in the said Public Notice.

The gamut of my objection, Sir, is premised on the likelihood of innocent mistakes from the NBA National Secretariat, in the compilation of the proposed amendments to the Extant Constitution. I say so because I am well aware that the AGM only had notice to amend the Extant Constitution, and duly adopted and passed resolution to so amend. The present sections 28 and 29 of the proposed NBA Constitution 2021, seeks to outrightly repeal the Extant Constitution. Even the cover of the proposed amendment reads: **Nigerian Bar Association Constitution 2021**. Which further gives the semblance that the Extant Constitution has been repealed.

To duly so repeal the Extant Constitution, there should have been 60 days’ notice to such effect in accordance with Section 20(1) of the Extant Constitution. This was however, not the case as only notice to amend was given. Therefore, the 2021 AGM of the NBA held on the 28th day of October, 2021 at the Yakubu Gowon Stadium, Elekahia, Port Harcourt, Rivers State could not,

even if it purports to so do, have duly adopted and passed any resolution (which it never claims to have passed) repealing the Extant Constitution.

It is against this likelihood of innocent errors in the compilation of proposed amendments, that I have written to the CAC, formally objecting to the proposed amendments now seeking to repeal the Extant Constitution. As a senior member of the NBA and former Secretary of the NBA Constitution Review Committee, I should think, and humbly so, that my concerns in the above regards are in order; especially given that I am a stakeholder of the Bar, passionately interested in the activities of the NBA. I have now forwarded my objection to you, craving your support, that necessary corrections to the proposed amendments be reflected and resubmitted to the CAC. I strongly believe this is the right thing to do.

**PRAYERS:**

For your ease of reference, I have, hereunder paraphrased in precis, the reliefs I prayed of the CAC:

- i. That my objection be upheld by refusing to register and approve the proposed “**Nigerian Bar Association Constitution 2021**” for failure to reflect amendments, for which proper notice had been given, duly approved and passed by the AGM
- ii. That the NBA amend the cover of the proposed Nigerian Bar Association Constitution 2021 to read as: “**Nigerian Bar Association 2015 Constitution (as amended in 2021)**” which is a true reflection of the resolution of the AGM
- iii. That the NBA delete Sections 28 and 29 therein wrongly, unlawfully and illegally inserted into the proposed Nigerian Bar Association Constitution 2021
- iv. That the NBA resubmit a corrected version of its Constitution reflecting amendments, for which proper notice had been given, duly approved and passed by the AGM.

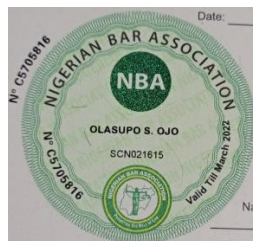
Again sir, I thank you for your uncommon leadership, and dedication to the Bar. Your desire to find new ways of achieving goals, out of box thinking and personal involvement as a true leader is unparalleled.

While I anticipate your usual support in making a better Bar for all, please be assured, always, of my highest regards.

Thank you for your usual corporation.

Yours sincerely,

Yours sincerely,



**Olasupo Ojo, Esq.**

Former Secretary,  
NBA Constitution Review Committee, 2004.

**ENCLS:**

- 1. Notice of Objection to Repeal the Nigerian Bar Association Constitution, 2015 (as amended in 2019), containing the following Annexures:

- i. Public Notice of the Incorporated Trustees of the Nigerian Bar Association on Amendment of Nigerian Bar Association Constitution 2015 (as amended in 2019) - **Annexure 1**
- ii. The Nigerian Bar Association Constitution, 2015 (as amended in 2019) - **Annexure 2**
- iii. Resolutions Passed at the 2021 Annual General Conference of the NBA - **Annexure 3**
- iv. Notice of Proposed Amendment of the Constitution of the Nigerian Bar Association 2015 (as amended in 2019) - **Annexure 4**
- v. Proposed Nigerian Bar Association Constitution 2021 - **Annexure 5**

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Tel: 0803-304-6175, E-mail: olasupo.ojo@gmail.com

Friday, February 04, 2022,

The Registrar General,  
Corporate Affairs Commission,  
Plot 420, Tigris Crescent,  
Off Aguiyi Ironsi Street,  
P.M.B. 198,  
Maitama,  
Abuja.

Attention: ALHAJI ABUBAKAR GARBA

Dear Sir,

## NOTICE OF OBJECTION TO REPEAL OF THE NIGERIAN BAR ASSOCIATION CONSTITUTION, 2015 (AS AMENDED IN 2019)

The Public Notice (“**Notice**”) of the Incorporated Trustees of the Nigerian Bar Association (“**NBA**”), notifying the General Public that the NBA has applied to the Corporate Affairs Commission (“**your Commission**”) to amend therein highlighted Sections of its Constitution, published on the Page IV of *LAWYER*, a *THISDAY* Newspaper Weekly Pullout dated Tuesday, January 18, 2022 refers and is herewith attached as **Annexure 1**.

Particularly of interest, the Notice highlights that, of the Sections listed therein, Sections 4,10,21,28,29 and the Commencement provisions of the Nigerian Bar Association Constitution, 2015 (as amended in 2019) (“**Extant Constitution**”) – attached herewith as **Annexure 2** are fully or substantially amended. The newspaper Notice further calls for any objection to proposed amendments and that, if any, same be forwarded to your Commission.

It is further to these matrixes of facts, that I now write in earnest, and justifiably so, to formally object to your Commission’s approval of the purported amendments now seeking to repeal the Extant Constitution. As a senior member of the Nigerian Bar Association and former Secretary of the NBA Constitution Review Committee in year 2003, I believe that my concern and enquiry on the above-captioned issue is in order; especially given that I am a stakeholder of the Bar interested in the activities of the NBA.

To buttress my reasons chronologically, I will now highlight succinctly, the specific grounds of my objection in the below sequence:

1. Chapter 2 of the Companies and Allied Matters Act 2020 (“**CAMA 2020**”) has provided for the procedure for changes in the registered particulars of Incorporated Trustees. Section 833 specifically provides that an Incorporated Trustees may only alter its constitution by a resolution passed by a simple majority of its members and approved by the Commission. For further ease of reference, Section 833 of the CAMA 2020 has been reproduced thus:

833. Subject to sections 827 and 828 of this Part, an association whose trustees are incorporated under this Part **may alter its constitution by resolution** passed by simple majority of its members and approved by the Commission. (emphasis mine)

2. Contrary to the provisions of section 833 above, the NBA by its Notice now seeks to repeal the Extant Constitution pursuant to Sections 28 and 29 of the proposed Nigerian Bar Association Constitution 2021 while no such resolution to repeal was ever passed. Find attached herewith as Annexure 3, the Resolutions passed at the 2021 Annual General Meeting (“AGM”) of the NBA, held on the 28th day of October, 2021 at the Yakubu Gowon Stadium, Elekahia, Port Harcourt, Rivers State, which clearly shows that no resolution was made to repeal the Extant Constitution.
3. Furthermore, in the instant case, the NBA is only in compliance with the condition precedent for amendment. The NBA had given, in furtherance of its intention to amend, a 60 Days' Notice of the Proposed Amendments which is herewith attached as Annexure 4.
4. Accordingly, the NBA thereafter, duly adopted and passed the resolution to amend the Extant Constitution at the 2021 Annual General Meeting. Please refer to Annexure 3 above.
5. Contrary to the foregoing state of fact and resolutions of the AGM, it now appears that the NBA had inadvertently inserted the following into the proposed NBA Constitution 2021 which purports to now repeal the extant Constitution:
  - i. Insertion of Sections 28 and 29 which purports to Repeal the Extant Constitution.
  - ii. Insertion of a Cover which reads: **Nigeria Bar Association Constitution 2021**

6. For ease of reference, I have reproduced said Sections 28 and 29 of the proposed Nigerian Bar Association Constitution 2021 - attached herewith as **Annexure 5** - which now purports to repeal the Extant Constitution, thus:

#### **28. Repeal and Re-enactment**

The Nigerian Bar Association Constitution 2015 amended on 29<sup>th</sup> day of August 2019 is hereby repealed

#### **29. Citation and Commencement**

This Constitution may be cited as the Nigerian Bar Association Constitution, 2021 and comes into effect this 28<sup>th</sup> day of October 2021 upon its adoption by the Annual General Meeting.

7. The process for the amendment of a Constitution is entirely different, separate and distinct from the process for enacting a brand-new Constitution. As with the instant case, since no such notice was given to repeal the extant Constitution, the 2021 Annual General Meeting of the NBA could not have had the mandate or powers to repeal the extant NBA Constitution, especially since the AGM only had a notice to amend.
8. Moreover, the 2021 AGM has never purported to have repealed the 2015 Constitution, but merely amended same.
9. It is also trite that for the Extant Constitution to be repealed, there must be a 60 days' Notice to such effect. For further ease of reference, I have reproduced the relevant Section 20(1) of the Extant Constitution detailing the amendment process:

#### **20. Amendment Process**

(1.) This Constitution shall not be amended except at an Annual General Meeting of the Association by a two-thirds (2/3) majority of those present and entitled to vote, provided that two-thirds(2/3) of the Branches of the Association are represented and provided further that **at least sixty (60) days' notice of the proposed amendment shall have been given** to the

General Secretary who shall have circulated same to delegates at least thirty (30) days before the proposed amendment is tabled for discussion at the Annual General Meeting.  
(emphasis mine)

## SUMMARY

At the expense of seeming and sounding like a broken record, the crux of my objection, in precis, is on the grounds that the AGM only had notice to amend the Extant Constitution, and duly adopted and passed resolution to so amend. The present sections 28 and 29 of the proposed NBA Constitution 2021, seeks to outrightly repeal the Extant Constitution. To duly so repeal the Extant Constitution, there should have been 60 days' notice to such effect in accordance with Section 20(1) of the Extant Constitution. This was however, not the case. Therefore, the 2021 AGM of the NBA held on the 28th day of October, 2021 at the Yakubu Gowon Stadium, Elekahia, Port Harcourt, Rivers State could not have duly adopted and passed any resolution (which it never claims to have passed) repealing the Extant Constitution.

## PRAYERS:

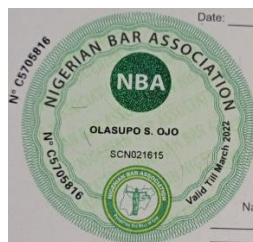
I am, therefore, as a concerned and passionate stakeholder in the affairs of the NBA and also as a Legal Practitioner, by this letter formally objecting to repeal the Extant Constitution as contained in sections 28 and 29 of the proposed NBA Constitution 2021, as same is not a true reflection of the resolutions reached at the AGM and notice to repeal, not having been circulated as mandated by the Extant Constitution.

Consequent upon the foregoing, it is my humble prayer:

- i. That your Commission uphold this objection by refusing to register and approve the proposed "**Nigerian Bar Association Constitution 2021**" for failure to reflect amendments, for which proper notice had been given, duly approved and passed by the AGM
- ii. That your Commission requests the NBA to amend the cover of the proposed Nigerian Bar Association Constitution 2021 to read as: "**Nigerian Bar Association 2015 Constitution (as amended in 2021)**" which is a true reflection of the resolution of the AGM
- iii. That your Commission should further mandate the NBA to delete Sections 28 and 29 therein wrongly, unlawfully and illegally inserted into the proposed Nigerian Bar Association Constitution 2021
- iv. That your Commission requests of the NBA, to resubmit a corrected version of its Constitution reflecting amendments, for which proper notice had been given, duly approved and passed by the AGM.

While I await your feedback, please be assured, always, of my highest regards.

Yours sincerely,



**Olasupo Ojo, Esq.**  
NBA, Ikeja Branch

PTO

**ENCLS:**

- i. Public Notice of the Incorporated Trustees of the Nigerian Bar Association on Amendment of Nigerian Bar Association Constitution 2015 (as amended in 2019) - **Annexure 1**
- ii. The Nigerian Bar Association Constitution, 2015 (as amended in 2019) - **Annexure 2**
- iii. Resolutions Passed at the 2021 Annual General Conference of the NBA - **Annexure 3**
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- v. Proposed Nigerian Bar Association Constitution 2021 - **Annexure 5**

CC: President, Nigerian Bar Association







## **NBA RESOLUTIONS REACHED AT THE 2021 ANNUAL GENERAL CONFERENCE**

1. The AGM mandates the NBA to collaborate with the Council of Legal Education (CLE) to protect and preserve the profession by checkmating the proliferation of Law Faculties and compelling National Universities to stick to the guidelines in admitting students into Law Faculties in order to maintain the admission quota.
2. The AGM resolves that upon graduation, Law graduates from the National Open University be admitted into the Nigerian Law School for a special remedial course for the duration of 16 weeks as a prequel to the Bar Part II. After the period, if the Council finds the students fit and proper, they shall be admitted fully into the Law School for the commencement of their Bar Part II.
3. AGM resolves that the Campus of the Nigerian Law School in Rivers State, be and is hereby named after an illustrious son of Rivers State, a former Attorney-General of the Federation and former Chairman of the Council of Legal Education, Dr. Nabo Bekinbo Graham-Douglas, SAN.

### **4. STATUTORY REPORTS**

The AGM received with great displeasure the letter from the Registrar-General of the Corporate Affairs Commission (CAC) to the effect that the Commission, being a regulatory body, was not subordinate to the NBA to the extent that it should report its activities to the AGM.

The AGM recognizes that there have been several reports about the poor service delivery of the CAC, and therefore the CAC management – incidentally headed by a lawyer – owed it a duty to explain to the Bar how he was working to fix them.

The AGM resolved that members of the Bar cannot and should not continue to endure bad services from the CAC, particularly as this affects the ease of doing business in the country. To this end, and in light of the letter emanating from the RG of the CAC, the AGM mandated the President of the Bar to engage with the Supervisory Minister of Trade, who oversees the CAC, on the inefficiencies of the Commission and the letter from the RG.

5. Conference resolved that in order to boost the global ranking of the NBA in the growing digital world, the payment of Branch Practicing Fees shall henceforth be paid electronically, effective January 2022, through a platform to be set up by the National Secretariat.
6. Remittances of the ten percent (10%) of the Bar Practice Fees paid by members of each Branch shall be remitted to the Branches in the months of April and December of each year.

## **ANNUAL GENERAL MEETING CONSTITUTION AMENDMENT**

### **National Executive Committee Matters**

7. AGM resolves that the National Executive Committee be and is hereby renamed the National Executive Council, while the Body of National Officers is now to be known as the National Executive Committee. AGM further resolves that all other Sections, fora or NBA committees bearing the word "Council" be now amended to read and referred to as "Committees."
8. AGM resolves that the NBA Constitution 2015 (as amended) be now amended to reduce the statutory NEC members from three (3) to two (2), to wit: Chairman and Secretary. Consequently, the position of the NEC Rep be, and is hereby, expunged from the Constitution.
9. AGM resolves that co-opted NEC members be and are hereby reduced from 180 persons to 150 persons in the following order:  
SANs: 30  
  
Senior members other than SANs who are 25 years post-call: 30  
Active members above 10 but below 24 years post-call: 47  
Special Interest Groups: 20  
Young Lawyers: 15

### **MEMBERSHIP OF THE NBA**

10. There shall be 3 categories of NBA Membership: Full, Honorary and International (Diaspora) Membership.
11. AGM resolves that lawyers in the Diaspora can become members of the NBA through registration at the branch level, and that a proviso be included to remove the limitation of area of practice and residence

requirements/qualification, for branch membership for lawyers in the Diaspora.

### **MEMBERSHIP OF SECTIONS**

12. That there shall be as many sections of the NBA as the National Executive Council shall establish. That every member of the Association shall belong to at least one Section of the Association.

### **ESTABLISHMENT OF BRANCHES OF THE SECTION ON PUBLIC INTEREST AND DEVELOPMENT LAW (SPIDEL) AT THE BRANCH LEVEL**

13. The Conference resolved that as the terms of responsibilities of SPIDEL are society and human interest-driven and affecting the populace, a branch of the section be created in all Branches of the NBA.

### **NATIONAL OFFICERS**

14. AGM resolves that the office of the Financial Secretary of the NBA shall be removed from the National Executive Committee of the NBA and is therefore scrapped, given that the Treasurer of the NBA can perform the functions of the Financial Secretary with the support of the Head of Finance/Chief Finance Officer of the NBA.
15. AGM rejects the proposal of the Constitution Review Committee on the abolition of the office of the Assistant General Secretary and Assistant Publicity Secretary and resolves that the said offices shall remain in the National Executive Committee of the NBA to ensure inclusiveness of young lawyers in the National Executive Committee meeting, (in view of the fact that they are the only offices in the National Executive Committee that young lawyers are eligible and qualified to aspire to).

### **COMPUTATION OF YEAR OF CALL**

16. NEC resolved that the determination of a Legal Practitioner's number of years post-call for the purposes of ascertaining his eligibility to run for office in the NBA, to acquire any privilege or for any other purpose whatsoever shall be computed as beginning from the one-year anniversary of the year of call rather than the date of call.
17. The Nigerian Bar Association resolves that past Vice-Chairmen of NBA Branches shall be members of the Advisory Council of their Branches. It further resolves that the Young Lawyers Forum Chairman of each Branch of

the NBA shall be a co-opted member of the Executive Committee of his Branch.

18. The AGM mandated the NBA to Audit the Branches of the Association and any Branch that falls below the required standard of membership of at least 50 members should be scrapped.

## **ELECTIONS**

20. AGM further resolves that the constitutional provision on the qualification and eligibility of members for the purposes of contesting for and voting in NBA elections should be maintained at attendance at 5 branch meetings in a calendar year.

21. AGM resolves that where the Chairman of a Branch refuses to give a letter of good standing to a member for the purposes of elections, the National Executive Committee is authorized to issue said letter to the member if he qualifies for one.

Lawyers in public office are permitted to aspire to national offices except the offices of the President, 1<sup>st</sup> Vice-President and the General Secretary.

22. The AGM resolved that the requirement for NEC membership required to contest election be removed for all national offices except the President, 1<sup>st</sup> Vice President and the General Secretary.

23. AGM adjusted the yearly requirement qualification for eligibility to contest to Branch offices to 3 years post call.

24. That the Electoral Committee of the NBA (ECNBA) shall be solely responsible for the selection, appointment and engagement of service providers to serve at elections and such an appointment of the ENCBA Service providers shall be by competitive bidding.

25. The ENCBA Service Provider shall be responsible to the ENCBA to the exclusion of any officer of the Bar or the Secretariat of the Bar.

26. The ENCBA shall conduct elections into the General Council of the Bar in the month of July of the requisite year of election for Representatives of the General Council of the Bar.

27. Election into National Offices and Election of the Representatives of the Association in the General Council of the Bar shall be by Universal Suffrage and Electronic Voting as set out in the Second Schedule.

28. The Twenty (20) Members representing the Association in the General Council of the Bar shall be elected for a term of two (2) years and shall only be eligible for

election for another term of two (2) years provided that no less than 7 of them shall be Members of not less than 10 Post Call.

29. AGM resolves that decisions of election committees of the NBA are no longer final but can be subjected to appeal at an Appeals Committee.

30. The National Officers Election Appeal Committee shall receive and resolve electoral complaints and disputes arising from the election of National Officers and the elections of the Representatives of the General Council of the Bar.

31. Branch Elections Appeal Committee shall entertain and resolve complaints and petitions from branches with regards to branch elections and shall have powers to give such directions and interpretations to guide the conduct of branch elections and the qualification and disqualification of members.

32. AGM resolves that there shall be an Executive Management Committee of the Bar to run the affairs of the NBA Secretariat which shall comprise of the General Secretary, the Treasurer and the Welfare Secretary, The Executive Director of the Association shall report directly to the Executive Management Committee while the Executive Management Committee shall be supervised by the President of the Association.

33. AGM resolves that the Office of the Executive Director of the Association be and is hereby tenured, for a renewable term of five years, provided that such renewal shall be for just one additional term. The employment of the Executive Director can only be terminated by the National Executive Council (NEC).

34. The Executive Director shall be responsible for the day to day running of the NBA Secretariat under the Supervisory Authority of the Secretariat Management Board.

35. That there shall be a Remuneration and Appointment Committee headed by the President of the Association.

36. That members of all Standing Committees of the Bar shall be appointed by the President of the NBA.