

A BILL

FOR

AN ACT TO AMEND THE COMPANIES AND ALLIED MATTERS ACT, 2004
AND OTHER RELATED MATTERS

Sponsored by Hon. Ossai Nicholas Ossai

[] Commencement

BE IT ENACTED by the National Assembly of the Federal
Republic of Nigeria as follows:

1 1. The Companies and Allied Matters Act, Laws of the Federation
2 of Nigeria, 2004, (hereinafter referred to as the “Principal Act”) is amended
3 as set out hereunder.

4 2. Section 26 subsection 3, in line 3 of the Principal Act is amended
5 by deleting the phrase, “otherwise than as a member.”

6 3. Section 26 subsection 5 of the Principal Act is amended by
7 adding the following new proviso to same subsection 5 which reads as
8 follows:

9 “But where the Attorney-General of the Federation did not specify either by
10 way of authorization or denial of authorization within two months from the
11 date of receipt of the application for such authority, the Corporate Affairs
12 Commission shall proceed to register the Memorandum of a company
14 limited by guarantee.”

15 4. Section 30 subsections 1 and 2, line 1 of each subsections of the
16 Principal Act is amended by inserting the phrase “Incorporated Trustee”
17 after the word “company”.

18 5. Section 293 of the Principal Act is amended by adding
19 subsection 3 immediately after subsection 2. The subsection 3 is as follows:

20 “If any company shall carry on business without a Secretary for more than
21 six months, the company and every officer of the company who is in default
22 shall be liable to a fine not exceeding N50,000 in the case of a Private

- 1 Company or N500,000 in the case of a Public Company.”
- 2 6. This bill may be cited as the Companies and Allied Matters Act
- 3 (Amended) Bill, 2015.

EXPLANATORY MEMORANDUM

The bill seeks to update some guiding principles in the Corporate Affairs Commission with a view to facilitate the process of incorporation that reflects the reality of best global practices in the corporate industry.