

CHARTERED INSTITUTE OF ADMINISTRATIVE SCIENCES

(ESTABLISHMENT) BILL, 2017

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A BILL

FOR

AN ACT TO ESTABLISH CHARTERED INSTITUTE OF ADMINISTRATIVE SCIENCES, CHARGED AMONG OTHER THINGS, WITH THE RESPONSIBILITY TO REGULATE AND DETERMINING THE STANDARDS OF KNOWLEDGE AND SKILLS TO BE ATTAINED BY PERSONS SEEKING TO BE SCIENCES ADMINISTRATORS, MAKE PROVISION FOR MANDATORY TRAINING AND DEVELOPMENT OF THE PRACTICE OF ADMINISTRATIVE SCIENCES, AND TO ENSURE PROFESSIONALISM AND PROMOTE CORPORATE CONTROL VALUES BY MEMBERS AND FOR RELATED MATTERS

Sponsored by Hon. Samuel Ikon

[] Commencement

ENACTED by the National Assembly of the Federal Republic of Nigeria:

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PART I - ESTABLISHMENT OF THE INSTITUTE

1.-(1) There is established a body to be known as the Chartered Institute of Administrative Sciences of Nigeria (in this Bill referred to as "the Institute").

Establishment of the Institute

(2) The Institute shall be a body corporate with perpetual succession and a common seal and may sue or be sued in its corporate name.

(3) Subject to the provision of Land Use Act, the Institute shall have power to acquire, hold or dispose of any property, movable and immovable, for the purpose of carrying out any of its functions under this Bill.

2.-(1) There is established for the Institute, a Governing Council (in this Bill referred to as "the Council") which shall be responsible for the general administration and management of the Institute.

Composition of Council

(2) The Council shall consist of:

(a) a President of the Institute;

1 (b) first Vice President of the Institute who shall be the Vice
2 Chairman;

3 (c) second Vice President of the Institute;

4 (d) the last three Presidents of the Institute;

5 (e) three Chairmen of branches of the Institute on a rotational basis;

6 (f) the Registrar of the Institute, who shall also be Secretary to the
7 Council;

8 (g) the legal adviser;

9 (h) the treasurer;

10 (i) twelve (12) other elected members at the general meeting of the
11 Institute, 2/3 of the elected members would retire by rotation, subject to
12 reelection;

13 (j) a representative of:

14 (i) federal ministry responsible for trade and investment, not below
15 the rank of a Director, to be nominated by the Minister;

16 (ii) federal ministry responsible for education, not below the rank of a
17 Director, to be nominated by the Minister;

18 (iii) Securities and Exchange Commission, not below the rank of a
19 Director;

20 (iv) Corporate Affairs Commission, not below the rank of a Director;

21 (v) Financial Reporting Council of Nigeria, not below the rank of a
22 Director; and

Schedule

23 (3) The provisions set out in the Schedule to this Bill shall have effect
24 with respect to the qualifications and tenure of office of members of the
25 Council, meetings of the Council and other matters therein mentioned.

26 (4) All Council members and Executives appointed by the Council
27 shall act in an independent manner consistent with their obligations to the
28 Institute and applicable laws, regardless of any other affiliation, membership,
29 or position.

Powers of the
Council

30 3. The powers of the Council include:

- 1 (a) appointing, disciplining of the Registrar and other staff of the
2 Institute;
- 3 (b) approving the remuneration of staff and members of the
4 Council;
- 5 (c) approving the recommendation, from the Registrar of the
6 Institute, for establishing a branch office for the Institute;
- 7 (d) establishing committees or specialized departments for the
8 purpose of effective regulation and discharge of administrative functions
9 under the Bill;
- 10 (e) issuing rules or regulation for the Institute;
- 11 (f) prescribing costs or penalties for violation of the provision of
12 this Bill;
- 13 (g) prescribing yearly dues for members of the Institute;
- 14 (h) enforcing the provisions of this Bill;
- 15 (i) approving donation for charitable purposes; and
- 16 (j) doing any other thing for the purpose of achieving the objectives
17 of this Bill.

18 4.-(1) The members of the Governing Council may resign their
19 appointments by notice in writing addressed to the:

Removal members
of the Council

- 20 (i) in the case of the President, to the Governing Council, and
21 (ii) in the case of other members, to the President.
- 22 (2) Members of the Council may cease membership, if a member:
- 23 (a) dies or becomes of unsound mind;
- 24 (b) becomes bankrupt;
- 25 (c) is convicted of a felony or of any offence involving dishonesty;
- 26 (d) is guilty of serious misconduct in relation to the office; or
- 27 (e) if the member is disqualified or suspended from practicing the
28 profession.
- 29 (3) A member of the Council may be removed, at any time, from
30 office by the President on the recommendation of the Council, if the

1 President is satisfied that it is not in the interest of the Institute or the public that
2 the member should continue to hold office.

3 (4) Where vacancy exists in the membership of the Council, the
4 vacancy shall be filled by appointing a person representing the area where the
5 vacancy exists, to complete the remainder of the term of office of the
6 predecessor and shall be eligible for renewal, subject to satisfactory
7 performance.

Tenure of President
and Vice Presidents
of the Institute

8 5.-(1) The President, and two Vice Presidents, who shall be elected by
9 the Council under this Bill and shall hold office for a term of two (2) years from
10 the date of assumption of duty and eligible for further term of 2 years and no
11 more.

12 (2) The President shall preside at the meetings of the Institute, in the
13 absence of the President, the first Vice President shall act in his stead for the
14 purpose of the meeting or unexpired portion of the term of office, and in the
15 absence of the first Vice President, the second Vice President shall act in his
16 absence, in the absence of all of them, the Council members shall choose one
17 amongst themselves to act until such vacancy is filled in accordance with the
18 provisions of this Bill.

19 (3) The President shall be the Chairman of the Council while first Vice
20 President shall be Vice Chairman of the Council.

21 PART II - REGISTRAR

Registrar of
Institute

22 6.-(1) There shall be appointed a Registrar for the Institute by the
23 Council, a fit and proper person who shall be the chief executive officer of the
24 Institute, and such other persons as the Council may, from time to time think
25 necessary to assist the Registrar in the performance of his function under this
26 Bill.

27 (2) The Registrar shall hold office for the term of four years, and,
28 subject to satisfactory performance, be eligible for re-appointment for further
29 term of four years and no more.

30 (3) The Registrar shall be reporting to the Council, and shall receive

1 such salary and allowances as approved by the Council.

2 7. A person shall be qualified to be appointed as Registrar of the Institute if the Person: Qualification of
the Registrar

3 (a) is a Director or fellow of the Institute;

4 (b) is a citizen of Nigeria;

5 (c) possesses relevant qualification from a recognized institution
6 of higher learning; and

7 (d) has at least required number of years and cognate experience
8 relevant in the profession.

9 8. The Registrar shall:

10 (a) abide by the duties assigned to the office in the letter of Duties of the
Registrar
11 appointment;

12 (b) superintend the affairs of the Institute;

13 (c) serve as the Secretary of the Council;

14 (d) prepare and maintain a register of the names, addresses,
15 qualifications, and such other particulars as may be specified in the rules of
16 the Institute;

17 (e) correct, in accordance with the Council's directions, any entry
18 in the register;

19 (f) make, from time to time, any necessary alteration to the
20 registered persons;

21 (g) remove from the register the name of any registered person who
22 has died;

23 (h) record the names of the members of the Institute who are in
24 default for more than six months in the payment of annual subscriptions, and
25 to take such action in relation to removal of the names of defaulters from the
26 register;

27 (i) cause the register to be printed, published and put on sale to
28 members of the public not later than two years from the commencement of
29 this Bill;
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1 (j) cause a print of each edition of the register and of each list of
2 corrections to be deposited at the principal offices of the Institute; and

3 (k) any other duty to be assigned by the Council.

Removal of
Registrar the
of the Institute

4 9. The Registrar or other staff of the Institute may be removed from
5 office in line with disciplinary procedure issued by the Council.

6 PART IV - FUNCTIONS OF THE INSTITUTE

Functions of
the Institute

7 10. The Institute shall be responsible for:

8 (a) promoting practice of Administrative Sciences in public and
9 private sectors in challenging and supportive environment and determining the
10 standards of knowledge and skill to be attained by persons seeking to be
11 member of this Institute;

12 (b) establishing, maintaining and improving the standards of
13 performance of all those powers and duties which are attached to the offices or
14 position of Administrative Sciences under whatever guise;

15 (c) advancing the theory and practice of good corporate governance
16 of public, private sectors in all their aspects and in line with international best
17 practices;

18 (d) promoting and maintaining observance of high standards of
19 ethical values and professional conduct, including certification and
20 accreditation, amongst persons seeking to be professionals;

21 (e) building a body of professionals who are skilled, knowledgeable
22 and experienced in administration; and

23 (f) securing admission into membership of the Institute in accordance
24 with the provisions of this Bill, including the establishment, registration and
25 maintenance of a Register of Associates, Ordinary, and Honorary members,
26 Ordinary and Honorary Fellows, Honorary and Chartered Administrative
27 Sciences or any other category of members;

28 (g) facilitating the exchange of views and opinions, promote a better
29 understanding, and inform the public as well as express professional opinion
30 on subject of Administrative Sciences, good governance, corporate

- 1 governance, corporate management and the problems connected therewith;
- 2 (h) organising and conducting examinations for members and
3 prospective members, in areas requiring the understanding of the evolving
4 rights, obligations and liabilities of Administrative Sciences, the theory and
5 practice of good corporate governance;
- 6 (i) preventing fraudulent and unfair trade practices relating to
7 corporate governance;
- 8 (j) establishing and maintaining a library for the use of members
9 and the public, and to collect, print, publish and distribute to members and
10 others, newspapers, periodicals, journals, books, circulars, leaflets and
11 information; and
- 12 (k) promoting such other functions as may be necessary in
13 furtherance of the objectives of this Bill;
- 14 (l) providing well educated Administrative Sciences specialist
15 with critical thinking and creative problem solving skills;
- 16 (m) preparing knowledgeable, skilled, culturally competent,
17 compassionate and reflective specialist corporate governance practitioners;
- 18 (n) collaborating with individuals, organizations, and agencies
19 whose interest is in building the human capacity of Nigeria's Administrative
20 Sciences and corporate governance with the aim of developing professional
21 and technical know-how and improving productivity;
- 22 (o) promoting high level of ethical standards in the practice of the
23 profession and skills that shall be attained by persons seeking to be qualify
24 members of the Institute;
- 25 (p) ensuring that its members maintain reputable and high standard
26 of conducts expected of any professional practice;
- 27 (q) providing for the training and examination of persons seeking
28 to become members of the Institute and to promote and protect the interests
29 of its members;
- 30 (r) arranging conferences, seminars, symposia and meetings for

- 1 discussions on practices related to the profession;
- 2 (s) ensuring the establishment and maintenance of a register of its
- 3 members as well as the publication of their lists from time to time;
- 4 (t) establishing a library that will enhance the study of the profession
- 5 in Nigeria and beyond; and
- 6 (u) performing such functions as are incidental to the objects or as the
- 7 Council may deem necessary for the attainment of all or any of its functions
- 8 under this Bill.

9 PART V - MEMBERSHIP OF THE INSTITUTE

Membership of
the Institute

10 11.-(1) Subject to the provisions of this Bill, the category of persons to

11 be admitted as members of the Institute are:

- 12 (a) associate member;
- 13 (b) ordinary member;
- 14 (c) fellow; and
- 15 (d) honorary fellow;

16 (2) The requirements for each category of persons to be admitted as

17 member of the Institute under sub-clause (1) of this Clause, shall be in the

18 regulation issued by the Council, and a member of the Institute shall be entitled

19 to receive, from the Council, a certificate in such form as the Council may

20 approve for that purpose.

21 (3) Where a person is registered as a member of this Institute under

22 this Clause, the person shall be entitled to use such suffix after his name as

23 provided below:

- 24 (a) if registered into the category of membership of Fellow shall use
- 25 the
- 26 (b) if registered into the category of membership of Full Member s the
- 27 initials "MIAS"; and
- 28 (c) if registered into the category of membership of Associate Mel to
- 29 use the initials "AMIAS".

Conditions for
registration

30 12. Upon fulfilment of requirement for registration under Clause 15

1 of this Bill, the applicant must:-

2 (a) be of good character;

3 (b) attain the age of 21 years;

4 (c) not be an ex-convict, of an offence involving fraud or
5 dishonesty, within or outside Nigeria;

6 (d) be of sound of mind; and

7 (e) not be declared bankrupt.

8 13.-(1) The Council may, for the purpose of this Bill, accredit
9 institutions offering training which is intended for persons who are seeking
10 to become members of the Institute or for efficient performance of duties, as
11 members of the Institute.

Approval of
qualification

12 (2) The Council may, where it appears that the standard of studies
13 or required facilities, have fallen below the minimum standard, suspend or
14 revoke the accreditation given to the Institution, until such a time the
15 Institution met the minimum standard of the Council.

16 (3) Before withdrawal or suspension of accreditation under this
17 Clause, the Council shall:

18 (a) give sufficient notice, to the affected institution, of Council's
19 intention to revoke or suspend the accreditation; and

20 (b) give the affected institution opportunity to make presentation
21 relating to the issues raised under paragraph (a) of this Clause;

22 14. Any person, who qualified to be registered as a member of this
23 Institute before the commencement of this Bill, shall immediately after the
24 commencement of the Bill or at the time provided by the Council, apply in
25 an appropriate form for registration under the qualified category.

Qualified
members before
commencement
of the Bill

26 PART VI - REGISTER OF MEMBERS

27 15. The Register shall consist of such parts as may be necessary to
28 reflect the category of Associates, Ordinary Members, Fellows, Honorary
29 Members, etc.

Register of
members

30 16. The Registrar, with the approval of the Council, shall be

Correction of
register

1 responsible for effecting corrections in the Register of members, the
2 corrections shall include:

- 3 (a) correction of wrong entry;
4 (b) deregister the name of deceased member of the Institute;
5 (c) to remove the names of members that failed to comply with the
6 provision of this Bill;
7 (d) remove the names of suspended or expelled members of the
8 Institute; and
9 (e) remove the name of a member of the Institute for any other reason
10 which the Council considered sufficient, for the furtherance of the objectives of
11 this Bill.

Restoration of
names of
suspended or
expelled members

12 17.-(1) Where the name of the member so removed from the Register
13 was because of a reason that can be rectified, upon rectification of the problem
14 or compliance with the law, the Council may direct the Registrar to restore the
15 name of the member in the Register.

16 (2) The Registrar shall publish the corrected register in line with the
17 directives of the Council under sub-clause (1) of this Clause, each edition of the
18 Register and of each list of corrections to be deposited at the principal offices of
19 the Institute and shall made available to the public for sale.

20 (3) The Register shall be available, in both manual and electronic
21 form, available at all reasonable times for inspection by any member of the
22 public.

23 PART VII - FINANCIAL PROVISIONS

Fund of the
Institute

24 18.-(1) The Council shall establish and maintain a fund, the
25 management and control of which shall be in the hands of the Council and into
26 which shall be paid:

- 27 (a) all fees and other monies payable to the Institute in pursuance of
28 this Bill; and
29 (b) all revenue from other sources both locally and internationally.
30 (2) There shall be paid out of the fund of the Institute:

1 (a) all expenditure incurred by the Council in the discharge of its
2 function under the Bill;

3 (b) the remuneration and allowances of the Registrar and other
4 staff of the Institute; and

5 (c) such reasonable traveling and subsistence allowances of
6 members of the Council in respect of the time spent on the duties of the
7 Council as the Council may determine.

8 (3) The Council may invest money in fund or any security created
9 or issued by, on behalf of the Government of the Federation or in any other
10 securities in Nigeria approved by Council.

11 (4) The Council may, from time to time, borrow money for the
12 purpose of the Institute and any interest payable on money so borrowed shall
13 be paid out of the fund.

14 (5) The Council shall keep proper account on behalf of the Institute
15 in respect of each year and proper records in relation to those accounts to
16 those accounts and the Council shall cause the accounts to be audited by an
17 auditor and when audited, the Audit Report shall be submitted to the
18 members of the Institute for approval by them at a meeting of the Institute.

19 (6) The Council shall cause the account to be audited by an auditor
20 appointed from the list and in accordance with the guidelines supplied by the
21 Auditor General of the Federation.

22 (7) The auditor so appointed for this purpose shall not be a member
23 of the Council.

24 **19.-(1)** The Institute shall keep proper books of records in respect
25 of each financial year; and the Council shall cause the accounts to be audited
26 by a firm of Chartered Accountants, not later than the first quarter of each
27 following year, and when audited, the Council shall submit the accounts to
28 the members of the Institute for approval at the next Annual General
29 Meeting.

30 (2) The Auditor, for the purpose of sub-clause (1) of this Clause,

Accounts and
audit

1 shall be appointed at the Annual General Meeting of the Institute, and the
2 auditor so appointed shall not be a member of Council.

3 PART VIII - ESTABLISHMENT, POWERS AND PROCEDURE OF
4 INVESTIGATING PANEL AND DISCIPLINARY TRIBUNAL

Establishment
of investigating
panel

5 **20.**-(1) There is establish a body to be known as Investigating Panel
6 (in this Bill referred to as "the Panel"), which shall be responsible for:

7 (a) conducting preliminary investigation into any case of alleged
8 misconduct by a member, or which, for any other reason, shall be subject of
9 proceedings before a tribunal to be established under this Bill; and

10 (b) deciding whether the case is to be referred to the Tribunal.

11 (2) The Panel, to be appointed by the Council, shall consist of three (3)
12 members and one of them shall be a legal practitioner of not less than seven
13 years (7) post call experience, and a member of the Council.

Establishment
of Disciplinary
Tribunal

14 **21.**-(1) There is establish a body to be known as Disciplinary Tribunal
15 (in this Bill referred to as "the Tribunal"), which shall be responsible for
16 considering and determining any case referred to it by the Panel established
17 under Clause 28 of this Bill and any other case of which the Tribunal has
18 cognizance of under the provisions of this Bill.

19 (2) The Tribunal shall consist of a Chairman and four (4) other
20 members including a legal practitioner of not less than ten years (10) post call
21 experience, who are not members of the Council, to be appointed by the
22 Council.

23 (3) Appeal from the decision of the Tribunal shall be made to the
24 Federal High Court.

Penalties for
unprofessional
conduct

25 **22.** Where:

26 (a) a person registered under this Bill is found to be guilty by the
27 Disciplinary Tribunal of infamous conduct in any professional respect;

28 (b) a person is convicted of an offence, by any court or tribunal in
29 Nigeria or elsewhere having power for imprisonment, which in the opinion of

1 the Disciplinary Tribunal is incompatible with the status of a member of the
2 profession; or

3 (c) the Disciplinary Tribunal is satisfied that the name of any
4 person has been fraudulently registered, the Disciplinary Tribunal may, give
5 direction reprimanding the person or ordering the Registrar to strike out the
6 name of the person off the register.

7 23. A person who:

Offences

8 (1) (a) make misrepresentation of qualifications, experience, or
9 any other thing related to the requirement for registration of members to the
10 Institute and obtain registration;

11 (b) violated any of the provisions contained in the rules of
12 professional conduct;

13 (c) parade himself as a member of this Institute and practice the
14 profession without valid registration;

15 (d) violates any of the provision of this Bill, commits an offence
16 and shall be liable on conviction to the fine of five hundred thousand Naira
17 or imprisonment for a term not exceeding 1 year or both.

18 (2) Where the offence is committed by a body corporate under the
19 connivance or negligence of a Director, Council Member, Secretary,
20 employee, or agent of the body corporate:

21 (a) the body corporate shall pay fine of N1,000,000.00; and

22 (b) the Director, Council Member, Secretary, employee, or agent of
23 the body corporate, shall be punished under sub-clause (1) of this Clause.

24 (3) The offences under this clause shall be tried by the Federal High
25 Court.

26 PART IX - MISCELLANEOUS

27 24. The Institute shall:

Provision for
library

28 (a) establish and maintain a library comprising books and
29 publications for the advancement of knowledge of the profession; and

30 (b) encourage research and publication.

Pre-action
notice

1 **25.** A person who has a cause of action against the Institute shall:
2 (a) give the Institute three months' notice, in writing, of intention to
3 commence an action, disclosing the cause of action and served the processes to
4 the principal office of the Institute; and
5 (b) commence the legal action within two years from the date the
6 cause of action arose.

Indemnity

7 **26.**-(1) In the event that any person who is or was a director, officer,
8 employee, trustee, authorized representative, or agent of the Institute, acting in
9 good faith and in a manner reasonably believed to be in the best interests of the
10 Institute, has been made party, or is threatened to be made a party, to any action
11 or proceeding by reason of being a representative, whether civil, criminal,
12 administrative, or investigative, such representative may be indemnified
13 against reasonable expenses and liabilities, including attorney fees actually
14 and reasonably incurred.

15 (2) The indemnification provided under this Clause shall not be
16 deemed exclusive of any other rights to which those seeking indemnification
17 may be entitled under any law, and any such indemnification shall continue as
18 to a person who has ceased to be a director, officer, employee, trustee,
19 authorized representative, or agent, and shall inure to the benefit of the heirs,
20 executors, and administrators of such person.

21 (3) Indemnification made pursuant to this Clause shall not be made in
22 any case where the act, or failure to act, giving rise to the claim for
23 indemnification is determined by a court to have constituted wilful misconduct
24 or recklessness of the director, officer, employee, trustee, authorized
25 representative, or agent of the Institute.

Insurance

26 **27.** The Institute shall have power to:
27 (a) require members to take up insurance;
28 (b) maintain such liability insurance or bonding scheme for which
29 members shall subscribe to and pay for; and
30 (c) maintain such other funds for protection of third parties against

1 director's liability for gross negligence, breach of fiduciary obligations,
2 fraud, defalcation, etc;

3 28. The Council may subject to the provision of this Bill, make Regulation
4 regulation for:

5 (a) proceedings of the investigating Panel and the Tribunal;

6 (b) relating to the mode of appointing the President of the Institute;

7 (c) determining the procedure of becoming a member of the
8 Institute;

9 (d) for disciplinary procedure for members of the Institute;

10 (e) appointment, promotion and discipline of staff of the Institute;

11 (f) all categories of training suitable for the purposes of the
12 objectives of this Bill;

13 (g) prescribing the amount and due date for payment of annual
14 subscriptions and for any other levy;

15 (h) restricting right to practice as Administrative Sciences, in
16 default of payment of the annual subscriptions;

17 (i) establishing the professional scale of rates chargeable by
18 members for the various types of Directorial services;

19 (j) making of applications for enrolment or registration and
20 providing for the evidence to be produced in support of such applications;

21 (k) specifying the particulars for notification to the Registrar, by
22 the person to whom any registered particulars relate, or any change in those;

23 (l) authorizing a registered person to have any qualification which,
24 in relation to the relevant division of the profession, is either an approved
25 qualification or an accepted qualification for the purpose of this Bill,
26 registered in relations to his name in addition to, or as he may elect in
27 substitution for any other qualifications so registered; and

28 (m) any other thing for effective implementation of the provision
29 of this Bill.

Interpretation

- 1 **29.** In this Bill:
- 2 "Appointed Day" means the commencement date of this Bill;
- 3 "Council" means the Council established as the governing body of the
- 4 Institute;
- 5 "Enrolled" means admission to membership;
- 6 "Fees" includes annual subscriptions and licence fees;
- 7 "Fund" includes all income, investments and liquid assets of the Institute;
- 8 "Panel" means Investigating Panel of the Institute;
- 9 "Un-enrolled person" means a person not admitted to membership under this
- 10 bill.

Citation

- 11 **30.** This Bill may be cited as Chartered Institute of Administrative
- 12 Sciences of Nigeria (Establishment) Bill, 2017.

13 EXPLANATORY MEMORANDUM

- 14 This Bill seeks to establish Chartered Institute of Administrative Sciences of
- 15 Nigeria, charged with the responsibility to regulate and determine the
- 16 standards of knowledge and skills to be attained by persons seeking to become
- 17 Sciences Administrators, to make provision for continuous training and
- 18 development of Administrative Sciences, to ensure professionalism and
- 19 promote corporate governance values by members of the Institute.

1 SCHEDULES

2 FIRST SCHEDULE

3 [Clause 5 (3)]

4 SUPPLEMENTARY PROVISIONS RELATING TO THE COUNCIL

5 *Qualifications and tenure of office of members*

6 1. Subject to the provisions of the Bill and this schedule, a member
7 of the Council shall hold office for a period of two (2) years beginning from
8 the date of his election or nomination.

9 2. Any member of the Institute who ceases to be a member thereof
10 shall, if he is also a member of the Council, cease to be a member of the
11 Council.

12 3. Any elected member may, by notice in writing under his hand
13 addressed to the President, resign his office, and any nominated member
14 may, with the consent of the nominating authority, likewise so resign his
15 office.

16 4. A person who retires from or otherwise ceases to be an elected
17 member of the Council shall be eligible again to become a member of the
18 Council, and any nominated member may be likewise re-appointed.

19 5. Member of the Council shall at its meeting next before the
20 Annual General Meeting of the Institute arrange for the Four (4) members of
21 the Council elected and longest in office to retire at the Annual General
22 Meeting.

23 6. Election to the Council shall be held in such manner as may be
24 prescribed by Rules and Regulations made by the Council and until so
25 prescribed they shall be decided by a show of hands.

26 7. If for any reason there is a vacation of office by a member and:

27 (a) such member was appointed by the appointing authority, that
28 appointing authority shall appoint another person from the establishment in
29 respect of which the vacancy occurs; or

30 (b) such member was elected, the Council may, if the time between

1 the unexpired portion of the term of office and the next general meeting of the
2 Institute appears to warrant the filling of the vacancy, co-opt another member
3 for such time as aforesaid.

4 *Powers of Council*

5 The Council shall have power to do anything which in its opinion is considered
6 to facilitate the carrying on of the functions of the Institute.

7 *Quorum of the Council and Committees*

8 The quorum of the Council shall be Nine (9); and the quorum of a Committee of
9 the Council shall be as determined by the Council.

10 *Meetings of the Institute*

11 1. The Council shall convene the Annual General Meeting of the
12 Institute not later than six (6) months after the year end or on such other days as
13 the Council may, from time to time, determine, in so far as not more than fifteen
14 (15) months shall elapse between the respective dates of the two meetings.

15 2. An extraordinary general meeting of the Institute may be convened
16 by the Council at any time; and if not less than twenty (20) members of the
17 Institute require it by notice in writing addressed to the President of the
18 Institute setting out the objects of the proposed meeting, the President of the
19 Institute shall convene a an extraordinary general meeting of the Institute for
20 the purpose.

21 3. The quorum of any general meeting of the Institute shall be twenty
22 (20) members, and that of any extraordinary general meeting of the Institute
23 shall be twenty-five (25) members.

24 4. The notice of any general meeting of the Institute shall be 21 days
25 and that of any extraordinary general meeting shall be 14 days.

26 5. Notices and reports may be issued and served on members
27 electronically.

28 *Meeting of the Council*

29 1. Subject to the provisions of the Rules and Regulations of the
30 Institute, the Council shall have its regular meetings whenever it is summoned

1 by the Chairman; if notice in writing is given to the Chairman by not less
2 than five (5) members of Council, the Chairman is required to summon a
3 meeting of the Council to be held within seven (7) days from the date on
4 which the notice is given.

5 2. At any meeting of the Council, the Chairman or in his absence,
6 1st Vice Chairman shall preside; or in the absence of the 1st Vice Chairman,
7 the 2nd Vice Chairman; but if all are absent after 30 minutes from the time
8 the meeting is scheduled to commence, the members present at the meeting
9 shall appoint one of their members to preside at that meeting.

10 3. Where the Council desires to obtain the advice of any person on
11 a particular matter, the Council may co-opt him/her as a member for such
12 period as the Council deems fit; but a person who is a member by virtue of
13 this sub-paragraph shall not be entitled to vote at any meeting of the Council,
14 and shall not count towards a quorum.

15 4. Notwithstanding anything in the foregoing provisions of this
16 paragraph, the first meeting of the Council shall be summoned by the
17 Chairman, and the Council shall approve such directions as it deems fit as to
18 the procedure which shall be followed at the meetings.

19 *Committees*

20 1. The Council may appoint one or more Committees to carry out
21 on behalf of the Institute or the Council, such functions as the Council may
22 determine.

23 2. A Committee appointed under this paragraph shall consist of
24 the number of persons (including such non-members of Council)
25 determined by the Council, such persons shall hold office on the Committee
26 in accordance with the terms of the instrument of their appointment.

27 3. A decision of a Committee of the Council shall be of no effect
28 until it is laid before and confirmed by the Council.

29 *Miscellaneous*

30 1. The fixing of the seal of the Institute shall be authenticated by

1 the signature of the President and the Registrar of the Institute or of some other
2 member of the Council authorized generally or specially by the Institute to act
3 for that purpose.

4 2. Any contract or instrument which, if made or executed by a person
5 not being a body corporate, would not be required to be under seal, may be
6 made or executed on behalf of the Institute or of the Council, as the case may
7 be, by any person generally or specially authorised to act for that purpose by the
8 Council.

9 3. Any document purporting to be a document duly executed under
10 the seal of the Institute shall be received in evidence and shall, unless the
11 contrary is proved, be deemed to be so executed.

12 4. The validity of any proceedings of the Institute or the Council or a
13 Committee of the Council shall not be affected by any vacancy in the
14 membership or by any defect in the appointment of a member of the Institute or
15 of the Council or of a Committee, or by reason that a person not entitled to do so
16 took part in the proceedings.

17 5. Any member of the Institute or of the Council, and any person
18 holding office on a Committee of the Council, who has a personal interest in
19 any contract, complaint, investigation or other related matters or arrangements
20 entered into or under consideration by the Council on behalf of the Institute, or
21 on behalf of the Council or a Committee thereof, shall forthwith disclose his
22 interest in writing to the President, the Council through the Director General or
23 the Chairman of the Committee as the case may be, and shall not vote on any
24 question relating to the matter, contract or arrangement.

25 6. A person shall not by reason only of his membership of the Institute
26 be required to disclose any interest relating solely to the audit of the accounts of
27 the Institute.

28 7. The Council shall have power to formulate policies on governance,
29 including conflict of interest, Council charter, whistle blowing, etc.