

# A BILL

## FOR

AN ACT TO ESTABLISH THE NIGERIAN COMMUNICATIONS SATELLITE CORPORATION EMPOWERED TO ENGAGE IN, PURCHASE AND OTHERWISE ACQUIRE OR TAKE OVER THE ASSETS, BUSINESS, COMPANY, FIRM OR PERSONS AND ACT IN FURTHERANCE OF ALL AND ANY BUSINESS ASSOCIATED AND OR RELATING TO THE SATELLITE COMMUNICATION INDUSTRY, 2016

*Sponsored by Hon. Uzoma Nkem Abonta*

[ ] Commencement

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

1 PART 1 - ESTABLISHMENT OF CORPORATION

2 1.-(1) There shall be established a Corporation by the name of the  
3 Nigerian Communications Satellite Corporation (in this Bill referred to as  
4 "the Corporation") which shall be a body corporate with perpetual  
5 succession and a common seal and may sue or be sued in its corporate name.

Establishment of  
the Nigerian  
Communications  
Satellite  
Corporation

6 (2) The affairs of the Corporation shall, subject to Part II of this  
7 Bill, be conducted by a Board of Directors of the Corporation which shall  
8 consist of a Chairman with relevant experience and the following other  
9 members, that is-

10 (a) a representative of the Federal Ministry of Communication  
11 Technology;

12 (b) a representative of the Federal Ministry of Finance;

13 (c) a representative of the Federal Ministry of Science and  
14 Technology;

15 (d) a representative of the Office of the National Security Adviser;

16 (e) the Managing Director/CEO of the Corporation;

17 (f) two Executive Directors of the Corporation and;

1 (g) one person from the private sector to be appointed by the  
2 President, being a person who by reason of his or her ability, experience or  
3 specialized knowledge of the satellite communications industry or of business  
4 or professional attainments is capable of making useful contributions to the  
5 work of the Corporation.

6 (3) The Chairman shall be appointed by the President and shall not be  
7 an officer of the Corporation or any of its affiliates.

8 (4) The supplementary provisions set out in the First Schedule to this  
9 Bill shall have effect with respect to the tenure of office of the members of the  
10 Board, proceedings of the Board, certain duties of the members thereof and the  
11 other matters mentioned therein.

Managing Director  
and Secretary

12 2.-(1) There shall be appointed by the President, a Managing Director  
13 of the Corporation who shall be the Chief Executive Officer of the Corporation  
14 and shall, subject to Part II of this Bill, be responsible for the overall  
15 management of the Corporation and the day-to-day running of the  
16 Corporation's activities and its associated services.

17 (2) There shall be appointed by the Corporation a Company  
18 Secretary/Legal Adviser to the Corporation who shall not be a member of the  
19 Board and who shall keep the records and conduct the correspondence of the  
20 Board and perform such other duties as the Chairman or Managing Director  
21 may, from time to time, direct.

Structure of the  
Corporation

22 3.-(1) The Headquarters of the Corporation shall be situated in the  
23 Federal Capital Territory, Abuja.

24 (2) There shall be at the Headquarters the following Directorates and  
25 Offices;

26 (a) Office of the Managing Director;

27 (b) Directorate of Technical Services;

28 (c) Directorate of Accounts and Finance;

29 (d) Directorate of Marketing;

30 (e) Directorate of Corporate Strategy and Planning;

1 (f) Directorate of Support Services.

2 (3) The Corporation shall have the power to establish departments  
3 and divisions as the need arises.

4 (4) Each Directorate shall be headed by a Director.

5 (5) The Corporation shall also operate through the following  
6 Centres-

7 (a) Network Operating Centre;

8 (b) Direct to Home Broadcasting Centre;

9 (c) Micro-Electronic and Product Development Centre;

10 (d) Strategic Application Centre.

11 (6) The Head of each Centre of the Corporation shall be appointed  
12 by Managing Director subject to the approval of the Board of Directors, and  
13 shall not be below the level of an Assistant General Manager.

14 (7) Subject to the approval of the Board of Directors, the  
15 Corporation shall have the power to establish additional Centres as the need  
16 arises.

17 4.-(1) Subject to this Bill and subject to the approval of the Board, Staff Generality  
18 the Corporation may appoint such person as members of staff of the  
19 Corporation as it considers necessary and may approve conditions of  
20 service, including provisions for the payment of pensions.

21 (2) In the employment of members of staff of the Corporation due  
22 regard must always be given to merit above any other consideration.

23 5.-(1) Subject to the provisions of this Bill, the Corporation shall be General duties  
of the Corporation  
24 charged with the duty of-

25 (a) procurement of in-orbit launch (whether in low, medium or  
26 geostationary earth orbits) and operation of communication satellites in  
27 respect of but not limited to telephony, television, radio, broadcasting,  
28 broadband, internet services, navigation, global positioning system or any  
29 other services of facilities of like nature, together with the transmitters,  
30 teleports, transponders, earth stations, terminals, antennas, frequency

1 bands, (whether C-Band, KU-Band, KA-Band, L-Band and all satellite  
2 frequency bands);

3 (b) setting up, establishing, operating, managing, marketing, sales  
4 and maintaining in- orbit communications satellites, whether in respect of  
5 satellite to satellite services, telephony (urban and rural), television, HDTV,  
6 DTH, teleprocessing, telepresence, tele-education, telemedicine, e-  
7 government, e-commerce, telegraph, telemetry, radio, mobile and paging,  
8 broadcasting, broadband, internet services, real time monitoring services in-  
9 shipping and freight handling, petroleum pipeline, equipment installation,  
10 inventory control and cash flow, supervisory control and cash flow,  
11 supervisory control and data acquisition, fleet management systems, maritime  
12 and aviation services with the employment of navigation and global  
13 positioning systems with coverage over most of the earth with particular focus  
14 on Africa;

15 (c) providing on a commercial basis comprehensive transmission  
16 services via digital or analogue systems, operate same by either Fixed Satellite,  
17 Mobile Satellite, Direct Broadcast services, end-to-end solutions, and to  
18 engage in transponder leasing and any business of the like nature;

19 (d) acquiring and procuring all powers, licenses and rights (whether  
20 or not copyright or other intellectual property related) necessary or desirable to  
21 carry out the duties of the corporation from any authority or agency whether  
22 national or international and to dispose of the same in any desired manner; (e)  
23 doing anything required for the purpose of giving effect to agreements entered  
24 into by the Federal Government with a view to securing participation by the  
25 Federal Government or the Corporation in activities connected with  
26 communications satellite;

27 (f) engaging in activities that would enhance the communication  
28 satellite industry in the overall interest of Nigeria;

29 (g) purchasing and marketing transponders and other communication  
30 services;

1 (h) setting up and operating centers for the corporation including  
2 but not limited to, micro-electronics and products development center;

3 (i) carrying out product development related activities in  
4 connection with communication satellite and related applications or  
5 anything derived from it for the purpose of turning to account the results of  
6 such product development activities;

7 (j) working collaboratively locally with the National Information  
8 and Technology Development Agency, Universal Service Provision Fund,  
9 Galaxy Backbone Plc and any other government Agencies, private bodies  
10 towards the delivery of e-government, rural telephony and other ICT  
11 initiatives;

12 (k) international cooperation on communication satellite  
13 technology, including but not limited to membership of the International  
14 Telecommunications Union (ITU);

15 (l) managing and operating the security, safety and emergency  
16 network and related projects of the Federal Government through the  
17 Strategic Applications Centre of the Corporation and the relevant Agencies;

18 (m) providing all the satellite bandwidth requirements of  
19 Government Agencies on a commercial basis; and

20 (n) undertaking such other activities as are necessary or expedient  
21 for giving full effect to the provisions of this Bill.

22 (2) For the avoidance of doubt, the Corporation, through the Centre  
23 for Strategic Applications shall also be responsible for providing networks  
24 to support border and national asset monitoring, intelligence  
25 communication sharing, nationwide emergency communications,  
26 education and health services and positioning systems for aviation and  
27 maritime needs.

28 (3) It shall be the duty of the Corporation subject to the provisions  
29 of this Bill, from time to time, when the President so requires or the  
30 Corporation considers it appropriate, to undertake a general review of the

1 affairs of the Corporation and of any subsidiaries thereof for the purpose of  
2 determining how the management and activities of the Corporation or any  
3 subsidiary thereof can most efficiently be organized and, where appropriate, to  
4 make a report to the President upon the Corporation's conclusions arising from  
5 the review.

Powers of the  
Corporation

6 6.-(1) The Corporation shall have powers to undertake such activities  
7 and operations considered necessary in its opinion to facilitate the carrying out  
8 of its duties under this Bill including, without limiting to the generality of the  
9 following, the power to-

10 (a) hold, manage and otherwise deal with movable and immovable  
11 property;

12 (b) purchase or otherwise acquire or take over all or any of the assets,  
13 business, company, firm or person in furtherance of any business engaged in by  
14 the Corporation;

15 (c) enter into contracts or partnerships with any company, firm or  
16 person which in the opinion of the Corporation will facilitate the discharge of  
17 the said duties under this Bill;

18 (d) establish and maintain subsidiaries for the discharge of such  
19 functions as the Corporation may determine; and

20 (e) train managerial, technical and such other staff for the purpose of  
21 the running of its operations.

22 (2) The Corporation shall be structured into Units, Departments,  
23 Centers or Directorates as the Board may from time to time deem appropriate  
24 for the effective discharge of its functions.

25 (3) Notwithstanding subsection (1) of this section or any other law, the  
26 Managing Director of the Corporation shall have an approval limit for any  
27 contract relating to any project of a value of not more than N250,000,000.00 (or  
28 such higher limit as may be directed, from time to time, by the President) while  
29 the Board of Directors shall have an approval limit for any contract relating to  
30 any project of a value of above N250,000,000.00 but not more than

1        N1,000,000,000.00 (or such higher limit as may be directed, from time to  
2        time, by the President), any amount higher than the limit of the Board of  
3        Directors above shall be referred by the Corporation to the President for  
4        approval before the award of any such contract is made by the Corporation.

5                (4) For all practical purposes, the Corporation shall be treated as an  
6        independent, autonomous, commercial entity and its operations, policies,  
7        procedures and conditions of services shall be determined by the Board of  
8        Directors of the Corporation.

9                7.-(1) Subject to the other provisions of this section, the  
10       Corporation may, from time to time, borrow or otherwise source funds as it  
11       may require in the proper discharge of its functions under this Bill.

Borrowing  
powers

12                (2) The Corporation shall not without the approval of the President,  
13       borrow any sum of money whereby the amount in aggregate outstanding on  
14       any loan or loans at any time exceeds such amount as is for the time being  
15       specified by the President on the recommendation of the Board.

16                (3) Where any sum required aforesaid-

17                (a) is to be in currency other than naira; and

18                (b) is to be borrowed by the Corporation otherwise than  
19       temporarily, the Corporation shall not borrow the sum without the prior  
20       approval of the President.

21                (4) For the purposes of this section, any money borrowed by the  
22       Corporation from a subsidiary thereof or by any such subsidiary from the  
23       Corporation or any other subsidiary thereof shall be disregarded.

24                8.-(1) The Corporation shall establish and maintain a fund from  
25       which all expenditures incurred by the Corporation shall be defrayed.

Funds of the  
Corporation

26                (2) The Fund shall comprise funds derived from but not limited to  
27       the following sources-

28                (a) such monies as may be appropriated to the Corporation from  
29       time to time by the National Assembly;

30                (b) subject to subsection (4) of this section, fees charged by the

1 Corporation under this Bill or its subsidiary legislation or under any licence  
2 issued pursuant to this Bill;

3 (c) gifts, loans, grants, aid, etc; and

4 (d) all other assets that may from time to time accrue to the  
5 Corporation.

6 (3) The Corporation shall pay all surplus of monies accruing from the  
7 lease of transponder and its operations into the Consolidated Revenue Fund at  
8 the end of the Corporation's financial year.

9 (4) The Corporation shall not later than 30th September in each  
10 financial year prepare and present to the National Assembly through the  
11 President for approval, a statement of estimated income and expenditure for  
12 the following financial year.

13 (5) Notwithstanding the provisions of subsection (1), the Corporation  
14 may also, in any financial year, submit supplementary or adjusted statements of  
15 estimated income and expenditure to the National Assembly through the  
16 President for approval.

17 (6) Subject to subsections (4) and (5) of this section, the Corporation  
18 shall apply the proceeds of the Corporation's Fund-

19 (a) to meet the administrative and operating costs of the Corporation;

20 (b) for the payment of salaries, wages, fees and other allowances,  
21 retiring benefits such as pensions and gratuities and, any other remunerations  
22 payable to the Board of Directors and staff of the Corporation;

23 (c) for the purchase or acquisition of property or other equipment and  
24 other capital expenditure and for maintenance of any property acquired or  
25 vested in the Corporation;

26 (d) for purposes of investment; and

27 (e) for or in connection with all or any of the functions of the  
28 Corporation under this Bill or its subsidiary legislation.

29 9.-(1) The financial year of the Corporation shall start on 1st January  
30 of each year and end on 31<sup>st</sup> December.



1 (2) The Corporation shall keep proper records of its accounts in  
2 respect of each year and shall cause its accounts to be audited within 6  
3 months from the end of each financial year by auditors whose appointment  
4 shall be approved by the Board and shall be subject to reappointment on  
5 annual basis provided that such auditors are on the list of auditors approved  
6 from time to time by the Auditor - General for the Federation.

7 (3) The Corporation shall prepare and submit to the National  
8 Assembly annually, through the President, not later than 6 months after the  
9 end of its financial year, a report on the activities of the Corporation for the  
10 preceding financial year and shall include therein the Corporation's audited  
11 accounts for the year under review together with the auditor's report thereon.

12 (4) The provisions of any enactment relating to the taxation of  
13 companies or trust funds shall not apply to the Corporation.

14 PART II- LEGAL PROCEEDINGS

15 10.-(1) Notwithstanding anything in any other enactment, no suit  
16 against the Corporation, a member of the Board or any employees of the  
17 Corporation for any act done in pursuance or execution of any enactment or  
18 law, or of any public duties or authority, or in respect of any alleged neglect  
19 or default in the execution of such enactment or law, duties or authority, shall  
20 lie or be instituted in any court unless it is commenced within twelve months  
21 next after the act, neglect or default complained of or, in the case of a  
22 continuance of damage or injury, within twelve months next after the  
23 ceasing thereof.

Limitation of  
suit against the  
Corporation, etc.

24 (2) No suit shall be commenced against the Corporation before the  
25 expiration of a period of one month after written notice of intention to  
26 commence the suit shall have been served upon the Corporation by the  
27 intending plaintiff or his agent, and the notice shall clearly and explicitly  
28 state the cause of action, the particulars of the claim, the name and place of  
29 abode of the intending plaintiff and the relief which he claims.

Service of documents

1           **11.** The notice referred to in subsection (2) of section 10 of this Bill  
2 and any summons, notice or other document required or authorised to be served  
3 upon the Corporation under the provisions of this Bill or any other enactment or  
4 law may be served by delivering the same to the chairman or the Managing  
5 Director of the Corporation, or by sending it by registered post addressed to the  
6 Managing Director at the principal office of the Corporation.

Restriction on execution against the property of the Corporation

7           **12.** In any action or suit against the Corporation no execution or  
8 attachment or process in the nature thereof shall be issued against the  
9 Corporation but any sums of money which may, by the judgment of the court,  
10 be awarded against the Corporation shall, subject to any direction given by the  
11 court where notice of appeal has been given by the Corporation, be paid from  
12 the fund of the Corporation.

Indemnity of members of the Board and employees of the Corporation

13           **13.** Every member of the Board, agent, auditor or employee for the  
14 time being of the Corporation shall be indemnified out of the assets of the  
15 Corporation against any liability incurred by him in defending any proceedings  
16 whether civil or criminal, if any such proceeding is brought against him in his  
17 capacity as such member, agent, auditor or employee as aforesaid.

#### 18           PART III - MISCELLANEOUS AND SUPPLEMENTARY

Certain exemptions from rates, etc.

19           **14.**-(1) Installations belonging to the Corporation shall not be  
20 regarded as here ditaments or tenements to be valued for rating purposes, and  
21 for the purposes of this subsection, it includes base stations, communication  
22 platform, dishes and similar installations, but does not include office or  
23 residential buildings.

24           (2) Except as provided in subsection (1) of this section, nothing in this  
25 Bill shall be deemed to exempt the Corporation from liability for any tax, duty,  
26 rate, levy or other charge whatsoever, whether general or local: Provided that  
27 the Corporation shall not be liable to pay any such tax, duty, rate, levy or charge  
28 unless every company liable to tax under the Communications Profits Tax Act  
29 is also liable for such payment.

1                   15.-(1) Subject to the provisions of this Bill, the Criminal Justice  
2 (Miscellaneous Provisions) Act or any other enactment, the Corporation  
3 may make bye-laws-

Regulation of  
public access to  
the Corporation's  
premises

4                   (a) prohibiting or restricting the access of members of the public or  
5 of any class of members of the public to any premises vested in, occupied by  
6 or under the control of the Corporation;

7                   (b) regulating the hours during which, the means whereby, the  
8 purposes for which and the conditions subject to which members of the  
9 public or any class of members of the public may have access to or egress  
10 from any such premises or portion thereof;

11                   (c) for ensuring the maintenance of good order and discipline  
12 amongst members of the public at any time when upon any such premises;

13                   (d) prohibiting or restricting the use of land over, underneath or  
14 near which the Corporation has any installation and for preventing the  
15 unauthorised or improper use of or willful or negligent acts occasioning  
16 injury to any property owned, vested in, occupied by or under the control of  
17 the Corporation.

18                   (2) Bye-laws made under the provisions of this section shall not  
19 come into force until they have been approved by the President and  
20 published in such manner as he shall direct or until such later date as may be  
21 specified in the bye-laws.

22                   (3) Bye-laws made under this section may provide that for the  
23 contravention of such bye-laws there may be imposed on the conviction of  
24 any person for such contravention a fine not below N50,000 or, in default of  
25 payment thereof, imprisonment for a term not below twelve months.

26                   (4) For the purposes of this section, members and employees of the  
27 Corporation shall not be deemed to be members of the public.

28                   (5) In this section, "premises" includes lands, plants, base stations  
29 and ancillary works.

Protection of  
certain rights

1                   16. Where in the exercise of any function under this Bill certain rights  
2                   are affected, the provisions of this Bill shall not be construed so as to exclude-  
3                   (a) the payment of compensation in respect of any loss or damage that  
4                   may have been suffered in consequence of the operation of the provisions of  
5                   this Bill; and  
6                   (b) the determination of any right or interest in any property acquired  
7                   or possessed by the Corporation, and the amount of compensation payable as  
8                   prescribed under the Land Use Act of Nigeria.

Protection of  
Corporation's  
land (Second  
Schedule)

9                   17.-(1) Land vested in the Corporation shall not be liable to be  
10                  acquired compulsorily under any enactment or law; and subject to the  
11                  provisions of the Land Use Act, no operations shall be carried on, in or under  
12                  any land vested in the Corporation or any land over which the Corporation is  
13                  entitled to rights of support for the benefit of lands so vested by any other  
14                  person other than the Corporation except with the prior consent in writing of  
15                  the President.

16                  (2) The Government shall facilitate the acquisition by the Company  
17                  of legally sound title to, and vacant possession (for a period of not less than 99  
18                  years) of land required by the Corporation for its business, together with rights  
19                  of any, easements and other rights necessary for the implementation of the  
20                  business of the Corporation.

21                  (3) For the purpose of this section, "land" includes any land under  
22                  water beyond the territorial waters of Nigerian to which Nigeria is for the time  
23                  being entitled to any exclusive rights.

24                  (4) This Bill effectively dissolves the company registered in Nigeria  
25                  and known as Nigerian Communications Satellite Limited.

Interpretation

26                  18.-(1) In this Bill, unless the context otherwise requires-  
27                  "Board" means the Board of Directors of the Corporation appointed pursuant  
28                  to section I of this Bill;  
29                  "Chairman" means the Chairman of the Corporation;  
30                  "Corporation" means the Nigerian Communications Satellite Corporation

1 established pursuant to section 1 of this Bill and includes any wholly owned  
2 subsidiary thereof and, subject to the provisions of this Bill includes the  
3 Inspectorate;

4 "Communication Satellite" is defined as a an artificial satellite stationed in  
5 space for the  
6 purpose of telecommunications;

7 "financial year" means the period of twelve months beginning on 1 January  
8 and ending on 31 December;

9 "member" means a member of the Board and includes the Chairman;

10 "Minister" means the Minister of Communication Technology;

11 "Plant" includes machinery, structures, installations, fixtures and other  
12 equipment and  
13 buildings or other structures housing any of the foregoing.

14 (2) For the avoidance of doubt, it is hereby declared that service in  
15 the Corporation shall, for purposes of the Trade Disputes (Essential  
16 Services) Act, be deemed to be essential service.

17 19. This Bill may be cited as the Nigerian Communications Short title  
18 Satellite Corporation Bill, 2016.

19 FIRST SCHEDULE

20 [Section I (4)]

21 PART A

22 SUPPLEMENTARY PROVISIONS RELATING To Tenure Of Office Etc, Of  
23 Members Of The Board

24 *Tenure of office*

25 1.-(1) Subject to paragraph 3 of this Schedule and the other  
26 provisions of this Bill, all members of the Board shall, unless he previously  
27 relinquishes his membership on the  
28 Board-

29 (a) serve for a term of 5 years from the date of appointment and at  
30 the expiration of which the President may review his final term for a further

1 period of 5 years.

2 (b) and that subject to the above all members of the Board (including  
3 the Managing Director) appointed prior to and are still serving at the  
4 commencement of the Bill shall be deemed, upon the commencement of this  
5 Bill, to be serving their initial 5 years, calculated from their respective dates of  
6 appointment, and shall, subject to the above paragraph, be eligible for renewal  
7 of their tenure.

8 (2) Members of the Board, other than the Managing Director and the  
9 Executive Directors, shall serve on a part-time basis.

10 *Disqualification of Board Members*

11 2. A member shall be disqualified from serving on the Board if he/she  
12 is-

13 (a) not a citizen of Nigeria;

14 (b) is married to a person engaged in any activity that is likely to  
15 interfere with the impartial discharge of duty as member;

16 (c) is declared insolvent or bankrupt;

17 (d) is made an assignment! arrangement with creditors which has not  
18 been rescinded or set aside;

19 (e) is convicted of a criminal offence, involving dishonesty within the  
20 past five years;

21 (f) is a member of any House of Parliament in Nigeria;

22 (g) currently serving on two or more boards of other statutory or  
23 corporate bodies.

24 3. A board member shall cease to be so if he/she-

25 (a) resigns or vacates the position;

26 (b) becomes disqualified to be a member.

27 (c) is dismissed by the Board or the President for-

28 (i) failing to comply with conditions of appointment;

29 (ii) being mentally or physically incapable of efficiently carrying out  
30 functions.

*Board Proceedings*

1  
2           4. Subject to this Bill and section 27 of the Interpretation Act  
3 (which provides for decisions of a statutory body to be taken by a majority of  
4 its members and for the Chairman to have a second or casting vote), the  
5 Board may make standing orders regulating the proceedings of the Board or  
6 any committee thereof.

7           5. The Board shall meet not less than six times in each year and on  
8 such other occasions as the Board may consider necessary.

9           6. Every meeting of the Board shall be presided over by the  
10 Chairman and if the Chairman is unable to attend any particular meeting, a  
11 member may be appointed by the members present to act as chairman for  
12 that particular meeting.

13           7. A quorum at a meeting of the Board shall consist of four  
14 members of whom at least one shall be a member appointed under  
15 subsection (1) (a), (b), (c), (e) or (g) of section J of this Bill.

16           8. At the invitation of the Chairman of the Board, individuals who  
17 are not Board members may attend any meeting of the Board. Such persons  
18 may advise the Board on any matter referred to them by the Board, but shall  
19 not be entitled to vote at a meeting of the Board.

20           9.-(1) The salaries of the Managing Director of the Corporation and  
21 of the Executive Directors shall be such as may be determined, from time to  
22 time, by the President.

23           (2) The salaries of the other employees of the Corporation shall be  
24 determined by the National Salaries, Incomes and Wages Commission.

25           (3) Subject to any regulations made under paragraph 10 of this  
26 Schedule, the Corporation shall pay to any of its employees such pensions  
27 and gratuities as may be determined by the National Salaries, Income and  
28 Wages Commission.

29           10. The Board may make regulations providing for-

30           (a) the conditions of service of its employees;

1 (b) the grant of pensions, gratuities and other retiring benefits to its  
2 employees and their dependants, and the grant of gratuities of the estate  
3 dependants of its deceased employees as determined by the National Salaries,  
4 Income and Wages Commission/Pension Board;

5 (c) the establishment and maintenance of medical benefit funds,  
6 superannuation funds and provident funds and the contributions (if any)  
7 payable thereto and the benefits receivable there from.

8 *Miscellaneous*

9 11. The fixing of the seal of the Corporation shall be authenticated by  
10 the signature of the Managing Director and any other person authorised in that  
11 behalf by the Board.

12 12. Any contract or instrument, which if made or executed by any  
13 person not being a body corporate would not be required to be under seal, may  
14 be made or executed on behalf of the Corporation by any person generally or  
15 specially authorised to act for that purpose by the Board.

16 13. Any document purporting to be a contract, instrument or other  
17 document duly signed or sealed on behalf of the Corporation shall be received  
18 in evidence and, unless the contrary is proved, be presumed without further  
19 proof to have been so signed and sealed.

20 14. The validity of any proceedings of the Board shall not be  
21 affected-

22 (a) by any vacancy in the membership of the Board;

23 (b) by any defect in the appointment of a member of the Board; or

24 (c) by reason that a person not entitled to do so took part in the  
25 proceedings.

26 *Duty of members*

27 *Disclosure of interest*

28 15. A member of the Board who has any interest in any company or  
29 other concern with which the Corporation proposed to make any contract or  
30 arrangement or any interest in such contract or arrangement shall disclose to



1 the Board the fact of such interest and the nature thereof, and such disclosure  
2 shall be recorded in the minutes of the Board, and such member shall take no  
3 part in any deliberation or decision of the Board relating to such contract or  
4 instrument.

## SECOND SCHEDULE

[Section 19]

### TRANSITIONAL PROVISIONS RELATING TO THE EMPLOYEES, ASSETS AND LIABILITIES OF THE DISSOLVED COMPANY

9 1. By virtue of this Bill, there shall be vested in the Corporation  
10 (referred to in this Schedule as "the Corporation") on the appointed day,  
11 without any further assurance all assets, funds, resources and other movable  
12 or immovable property which immediately before the appointed day were  
13 vested in the Company dissolved by this Bill (referred to in this Schedule as  
14 "the Company").

15 2. As from the appointed day-

16 (a) the rights, interests, obligations and liabilities of the Company  
17 existing immediately before the appointed day under any contract or  
18 instrument, or at law or in equity apart from any contract or instrument,  
19 shall, by virtue of this Bill, be assigned to and vested in the new Corporation;

20 (b) any such contract or instrument as is mentioned in paragraph (a)  
21 of this Schedule shall be of the same force and effect against or in favour of  
22 the Corporation and shall be enforceable as fully and effectively as if instead  
23 of the Company, the Corporation had been named therein or had been a party  
24 thereto; and

25 (c) the Corporation shall be subject to all the obligations and  
26 liabilities to which the Company was subject immediately before the  
27 appointed day, and all other persons shall, as from the appointed day, have  
28 the same rights, powers and remedies against the Corporation as they had  
29 against the old Company immediately before the appointed day.

30 3. Any proceeding or cause of action pending or existing

1 immediately before the appointed day by or against the Company in respect of  
2 any right, interest, obligation or liability of the Company may be commenced,  
3 continued or enforced by or against the Corporation as if this Bill had not been  
4 made.

5         4. Notwithstanding the dissolution of the Company by section 17 of  
6 this Bill but subject to such directions as may be issued by the Board, any  
7 person who immediately before the appointed day, held office under the  
8 Company shall on the appointed day, be deemed to have been transferred to the  
9 Corporation on terms and conditions not less favourable than those obtaining  
10 immediately before the appointed day, and service under the Company shall be  
11 deemed to be service under the Corporation for pensions purposes.

12         5. Within the twelve months next after the making of this Bill, the  
13 President, if he thinks fit, may by order in the Federal Gazette make additional  
14 transitional or saving provisions for the better carrying out of the objectives of  
15 this Schedule.

16         6. In this Schedule, the "appointed day" means the day of coming into  
17 operation of this Bill.

#### EXPLANATORY MEMORANDUM

This Bill seeks to establish the Nigerian Communications Satellite Corporation empowered to engage in, purchase and otherwise acquire or take over the assets, business, company, firm or persons and Act in furtherance of all and any business associated and or relating to the Satellite Communication Industry, 2016.