

A BILL

FOR

AN ACT TO ESTABLISH THE CHARTERED INSTITUTE OF CAPITAL MARKET REGISTRARS; TO REGULATE AND CONTROL THE PRACTICE OF SHARE REGISTRATION; AND FOR RELATED MATTERS

Sponsored by Hon. Sylvester Ogbaga

[] Commencement

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

1 PART I - ESTABLISHMENT OF THE CHARTERED INSTITUTE OF CAPITAL
2 MARKET REGISTRARS

3 1. (1) There is hereby established a body to be known as the
4 Chartered Institute of Capital.. Market Registrars (in this Act referred to as
5 "the Institute") which:

Establishment of
the Chartered
Institute of
Capital Market
Registrars

6 (a) shall be a body corporate with:
7 (i) perpetual succession,
8 (ii) a common seal which shall be kept in such custody as the
9 Council may direct.

10 (b) may sue and be sued in its corporate name; and
11 (c) may acquire, hold, and dispose of any property, moveable or
12 immovable.

13 (2) The Institute shall have the general duty of:
14 (a) determining the standard of knowledge' and skill to be attained
15 by persons seeking to become registered members of the Institute' and
16 raising those standards from time to time as circumstances may permit:

17 (b) securing in accordance with the provisions of this Act, the
18 establishment and maintenance of a register of members of the Institute in
19 the categories of ordinary members, student members, graduate members,
20 associate members, honorary fellows, " and fellows of the Institute and a

1 register" of institutional members and the publication from time to time, of list
2 of those persons;

3 (c) conducting professional examinations leading to the award of
4 certificates as may be prescribed by the Institute;

5 (d) maintaining, in accordance with the provisions of this Bill,
6 discipline within the profession; and

7 (e) performing through the Council established under section 4 of this
8 Bill, the functions conferred on it by this Bill.

Membership of
the Institute

9 **2.** -(1) Subject to the provisions of this Act, only persons of good
10 character and integrity shall be admitted to membership of the Institute, and
11 such admitted persons may be registered as members in any of the following
12 categories:

13 (a) Ordinary Member;

14 (b) Student Member;

15 (c) Graduate Member;

16 (d) Associate Member;

17 (e) Honorary Fellow;

18 (f) Fellow; and

19 (g) Institutional Member.

20 (2) A person registered under this Act shall be enrolled to a higher
21 membership status in any of the following categories, that is:

22 (a) as an Ordinary Member if:

23 (i) he satisfies the Council that he is eligible to be so registered,

24 (ii) he has been in continuous employment of a reputable capital
25 market organization for a period of not less than 10 years preceding the date of
26 his application to the Institute, and

27 (iii) he does not fall within any of the other categories specified in
28 paragraph (b) of this subsection.

29 (b) as a Student Member if:

30 (i) he satisfies the Council that he is eligible to be so registered.

- 1 (ii) he has been an Ordinary Member, and
2 (iii) he has obtained the academic qualifications prescribed by the
3 Council for Student Membership.
- 4 (c) as a Graduate Member if:
5 (i) he satisfies the Council that he is eligible to be so registered,
6 (ii) he has been a Student Member, and
7 (iii) he has passed Associateship examination but has not met other
8 conditions in paragraph (d) of this subsection.
- 9 (d) as an Associate Member if:
10 (i) he satisfies the Council that he is eligible to be so registered and
11 has passed the Associateship examination, and
12 (ii) he has acquired on the job practical experience in the capital
13 market or related fields for such number of years as may be specified by the
14 Council.
- 15 (e) as an Honourary Fellow if he satisfies the Council that he is
16 eligible to be awarded the Honourary fellowship of the Institute;
- 17 (f) as a Fellow if:
18 (i) he satisfies the Council that he is eligible to be so registered and
19 has for a number of years (to be specified by Council) been an associate
20 member or the holder of an approved academic and or professional
21 qualifications, and
22 (ii) he satisfies all other criteria as may be specified by the Council
23 from time to time; and
- 24 (g) as an Institutional Member if:
25 (i) the Institution satisfies the Council that it is eligible to be so
26 registered, and
27 (ii) it satisfies all other criteria as may be specified by the Council
28 from time to time.
- 29 (3) A member or institutional member of the Institute shall be
30 entitled to receive, from the Council, a certificate in such form as the

1 Council may approve for that purpose and a fellow or an associate member
2 shall be entitled to use such letters after his name as may be authorized by the
3 Council from time to time as follows:

4 (a) a member registered into the category of membership of Fellow
5 shall use the initials "FCMR";

6 (b) a member registered into the category of membership of Associate
7 shall be entitled to use the initials "FCMR".

8 PART II - ELECTION OF PRESIDENT AND VICE PRESIDENTS OF THE
9 CHARTERED INSTITUTE OF CAPITAL MARKET REGISTRARS

Office of President
and Vice Presidents
of the Institute

10 **3.** -(1) There shall be a President and two Vice-Presidents of the
11 Institute who shall be Fellows of the Institute.

12 (2) The President and Vice-Presidents shall be elected at the Annual
13 General Meeting of the Institute and each shall hold office for a term of two
14 years from the date of election.

15 (3) The President shall be the Chairman of the Governing Council
16 established by Section 1 of this Act and in his absence the First Vice-President,
17 and in the absence of the First Vice-President the Second Vice-President shall
18 be the Chairman of the Governing Council.

19 (1) The President shall preside at meetings of the Institute and in the
20 event of his absence, death, permanent incapacity or disability, the First Vice-
21 President or in the absence of the First Vice-President, the Second Vice
22 President shall preside.

23 (5) The First Vice-President or Second Vice president shall in "the
24 event of the death, resignation, removal from office or permanent incapacity of
25 the President or First Vice " President in that order act for the unexpired term of
26 his office as the case may be and reference in the 1 Act to the President or First
27 Vice president shall be construed accordingly.

28 (6) If the President or any of the Vice-Presidents ceases to be a
29 member of the Institute, he shall ipso Facto cease to hold any of the offices
30 designated under this section.

1 PART III - GOVERNING COUNCIL OF THE INSTITUTE, ETC

2 4. -(1) There is hereby established for the Institute a Governing Establishment of
3 Council (in this Bill referred to as "the Council") which shall be charged Governing Council
4 with the responsibility for the administration and general management of of the Institute
5 the Institute.

6 (2) The Council shall consist of the following members:

7 (a) a Chairman who shall be President of the Institute;

8 (b) two Vice-Chairmen who shall be the Vice Presidents of the
9 Institute;

10 (c) a Treasurer who shall be elected by the Institute; and

11 (d) one representative each of the following:

12 (i) Securities and Exchange Commission,

13 (ii) Nigerian Stock Exchange,

14 (iii) Federal Ministry of Education, and

15 (iv) Central Securities Clearing System.

16 (e) twelve persons elected by the Institute;

17 (f) all past Presidents of the Institute including the past Presidents
18 of the Incorporated Institute of Capital Market Registrars existing before the
19 commencement of this Act;

20 (g) two persons to represent institutions of higher learning in
21 Nigeria offering courses leading to approved qualifications, to be appointed
22 by the Federal Ministry of Education on rotation, so, however that the two
23 shall not be from the same institution; and

24 (h) the Registrar of the Institute.

25 (3) The provision of First Schedule to this Act shall have effect with
26 respect to the qualifications and tenure of office of members of the Council
27 and the other matters therein mentioned.

28 *(First Schedule)*

29 5. -(1) Subject to the provisions of this paragraph, a member of the Tenure of office,
30 Council shall hold office for a period of two years beginning with the date of etc of members
of the Council

1 his election or appointment.

2 (2) Any member of the Institute who ceases to be a member thereof
3 shall, if he is also a member of the Council, cease to hold office on the Council.

4 (3) Any member of the Council may, by notice in writing under his
5 hand addressed to the President, resign his office.

6 (1) A person who retires from or otherwise ceases to be an elected
7 member of the Council shall be eligible to become a member of the Council and
8 any appointed member may be reappointed.

9 (5) Members of the Council shall at their next meeting before the
10 annual general meeting of the Institute arrange for four members of the Council
11 appointed or elected and longest in office to retire at that general meeting.

12 (6) Elections to the Council shall be held in such a manner as may be
13 prescribed by rules made by the Council and until so prescribed, they shall be
14 decided by secret ballot.

15 (7) If for any reason a member of Council vacates office and:

16 (a) such member was appointed by the Council or any other body, the
17 Council or that body may appoint another fit and proper person from the area in
18 respect of which the vacancy occurs; or

19 (b) such member was elected, the Council may, if the time between
20 the unexpired portion of the term of office and the next general meeting of the
21 Institute appears to warrant the filling of the vacancy, co-opt a fit and proper
22 person for such time.

Powers of the
Council

23 **6.** The Council shall have power to do anything which in its opinion is
24 calculated to facilitate the carrying on of the activities of the Institute.

Objectives of
the Institute

25 **7.** The objectives of the Institute are to:

26 (a) organize and conduct professional examinations in share
27 registration leading to the award of Associate of the Chartered Institute of
28 Capital Market Registrars;

29 (b) regularly organize training for student members preparing for the
30 Institute's examinations;

- 1 (c) facilitate effective rapport between practicing Registrars;
- 2 (d) subject to the provisions of this Act take desirable measures to
3 further the interest of share registration in the country;
- 4 (e) organize lectures, seminars and conference on share
5 registration and related fields;
- 6 (f) uphold and ensure observance of professional ethics and best
7 practices in the industry;
- 8 (g) publish in-house journal and professional share registration
9 textbooks;
- 10 (h) promote general advancement of share registration practice in
11 the country;
- 12 (i) conduct research into the theory and practice of share
13 registration in Nigeria;
- 14 (j) disseminate information relating to share registration to the
15 public and to liaise with the Government and the regulatory bodies towards
16 promoting and regulating the practice of share registration in the country;
- 17 (k) undertake any project or do anything in conformity with this
18 Act which is deemed to be in the best interest of members; and
- 19 (1) monitor and uphold high standards and integrity in share
20 registration practice in Nigeria.

21 PART IV - FINANCIAL PROVISIONS

22 **8.** -(1) There shall be established for the Institute. a fund which
23 shall be managed and controlled by the Council.

Fund of the
Institute

24 (2) There shall be paid into the fund established pursuant to
25 subsection (1) of this section:

26 (a) all fees and other moneys payable to the Institute in pursuance
27 of this Bill; and

28 (b) such other moneys as may be payable to the Institute in the
29 course of its operations or in relation to the exercise of any of its functions
30 under this Bill.

- 1 (3) There shall be paid out of the fund of the Institute:
- 2 (a) the remuneration and allowances of the Secretary and other
- 3 employees of the Institute;
- 4 (b) such reasonable traveling and subsistence allowances of members
- 5 of the Council in respect of the time spent on the business of the Council as the
- 6 Council may determine; and
- 7 (c) any other expenses incurred by the Council in the discharge of its
- 8 functions under this Bill.

9 (1) The Council may invest moneys from the fund in any security

10 created or issued by or on behalf of the Federal Government or in any other

11 securities in Nigeria approved by the Council.

12 (5) The Council may, from time to time, borrow money for the

13 purposes of the Institute and any interest payable on moneys so borrowed shall

14 be paid out of the fund.

15 (6) All the institutional members in Nigeria shall cause to be paid to

16 the fund, an annual subvention as may be determined by the Council from time

17 to time.

18 (7) The Council shall on behalf of the Institute keep proper books of

19 accounts in respect of each financial year and proper records in relation to those

20 accounts and the Council shall cause the accounts to be audited by an external

21 auditor and when audited, the accounts shall be presented to the members of the

22 Institute for approval at a general meeting.

23 PART V - THE REGISTRAR AND THE REGISTER

Appointment of
Registrar, officers,
principal and
other staff, etc.

24 9. -(1) The Council shall appoint a fit and proper person to be the

25 Registrar for the purpose of this Act, and such other persons as the Council may

26 from time to time, deem necessary to assist the Registrar in the performance of

27 his functions under this Act.

28 (2) The Registrar, shall in addition to his other functions under this

29 Act, be the Secretary to the Council and shall keep minutes of the proceedings

30 of all meetings of the Council and committees thereof.

1 (3) The Registrar appointed under Subsection (1) of this section
2 shall be the Chief Executive of the Institute and shall report to the Council of
3 the Institute.

4 (4) The Council shall appoint other principal officers such as:

5 (a) Director, Education;

6 (b) Director, Finance and Administration;

7 (c) Director, Research and Development; and

8 (d) to any other position that it may be deemed necessary.

9 (5) There shall be for the purpose of this Act two registers as
10 follows

11 (a) the register of members which shall consist of six parts of
12 which:

13 (i) the first part shall be in respect of Ordinary Members,

14 (ii) the second part shall be in respect of Student Members,

15 (iii) the third part shall be in respect of Graduate Members,

16 (iv) the fourth part shall be in respect of Associate Members,

17 (v) the fifth part shall be in respect of Honourary Fellows, and

18 (vi) the sixth part shall be in respect of Fellows; and

19 (b) the register of Institutional Members.

20 (6) Subject to the provisions of this Act, the Council shall make
21 rules with respect to the form and keeping of registers and the making of
22 entries thereon, and in particular:

23 (a) regulate the making of applications for enrolment or
24 registration, as the case may be, and providing for the evidence to be
25 produced in support of the applications;

26 (b) provide for the notification to the Registrar, by the person to
27 whom any registered particular relates or any change in those particulars;

28 (c) authorize an enrolled or registered person to have any
29 qualification which is in relation to the relevant division of the profession,
30 either an approved qualification or an accepted qualification, for the

1 purposes of this Act, registered in relation to his name in addition to, or as he
2 may elect, in substitution for any other qualification so registered;

3 (d) specify the fees, including any annual subscription, to be paid to
4 the Institute in respect of the entry of names on the Register and authorizing the
5 Registrar to refuse to enter a name on the Register until such fees specified for
6 the entry has been paid;

7 (e) specify the standards of conduct required of a member of the
8 institute and actions or omissions that amount to a misconduct; and

9 (f) specify anything failing to be specified under the foregoing
10 provisions of this section; but rules made for the purpose of paragraph (d) of
11 this sub-section shall not come into force until they are confirmed at a general
12 meeting of the Institute.

13 (7) The Registrar shall:

14 (a) correct, in accordance with the Council's directions, any entry in
15 the register which the Council directs him to correct as being in the Council's
16 opinion an entry which was incorrectly made;

17 (b) make, from time to time, any necessary alterations in the
18 registered particulars of registered persons;

19 (c) remove from the register the name of a deceased member or
20 members whose names he is directed to strike off as a result of disciplinary
21 action; and

22 (d) record the names of members of the Institute who are in the default
23 for more than one year in the payment of annual subscriptions, and to take such
24 action in relation thereto (including removal of the names of defaulters from
25 the register) as the Council may direct and any person whose name is removed
26 from the register for being in default of payment of any year may be re-
27 registered subject to payment of outstanding subscription and re- registration
28 fees as may be approved by the Council.

29 (8) The rules made pursuant to subsection 6 of this section shall
30 provide for a procedure for updating members particulars in the register, and

1 conditions under which the registrar may remove the name of a member
2 from the list for failing to update his particulars, and the manner to cause a
3 restoration of such a member in the list.

4 **10.** The Registrar shall:

Publication of
register and list
of correction, etc.

5 (a) cause the register to be printed, published and put on sale to
6 members of the public not later than two years from the commencement of
7 this Act;

8 (b) thereafter in each year, cause to be printed, published and put on
9 sale as aforesaid, either a corrected edition of the register or list of
10 corrections made to the register, since it was last printed;

11 (c) cause a print of each edition of the register and of each list of the
12 corrections to be deposited at the principal office of the Institute; and

13 (d) keep the register and list so deposited and make the register and
14 such lists available at all reasonable times for inspection by members of the
15 public, physically and through an internet portal.

16 **PART VI - REGISTRATION OF MEMBERS**

17 **11.** -(1) Subject to subsection (2) of this section a person, other than
18 one whose membership has been suspended by a directive of the
19 Disciplinary Panel shall be entitled to be registered as member in the
20 following categories:

Registration of
members

21 (a) Ordinary Member, where the person does not satisfy the
22 conditions for registration as a Student Member, Graduate Member,
23 Associate Member, Honorary Fellow, or Fellow
24 specified in paragraphs (b) to (e) of this sub-section;

25 (b) Student Member, where the person:

26 (i) works in a registrar outfit and has a degree or equivalent
27 qualification or the minimum qualification prescribed by the Council, or

28 (ii) does not work in a financial institution, but has the basic
29 qualification approved by the Council from time to time, for registration as a
30 student, or

1 (iii) satisfies any other condition which the Council may, from time to
2 time, approve.

3 (c) Graduate member, where the person:

4 (i) has passed the Associateship examination specified by Council,
5 but has not had the period of on the job practical experience prescribed by
6 council,

7 (ii) not being a member of the institute has passed the qualifying
8 examination of a recognized Institute of Capital Market Registrars in any other
9 country acceptable to the Council, or

10 (iii) has not been elected a fellow or an Associate by a recognized
11 foreign institute of Capital Market Registrars.

12 (d) Associate Member, where the person:

13 (i) has passed the associate ship examination specified by the
14 Council;

15 (ii) not being a member of the institute at the time of application for
16 membership has passed the qualifying examination of a recognised Institute of
17 Capital Market Registrars in any other country acceptable to the Council, or

18 (iii) has had a period of the on the job practical experience not less
19 than the minimum period prescribed by the Council for the category of
20 membership sought, and

21 (iv) has been elected by any recognized related foreign institute to that
22 category of membership.

23 (e) Honorary fellow, where the person:

24 (i) has contributed immensely to the growth of share registration and
25 the institute; or

26 (ii) is considered by the Board of Fellows and the Council as a fit and
27 proper person to be awarded the honorary fellowship of the Institute; and

28 (f) Fellow, where the person:

29 (i) satisfies the Council that he is a fit and proper person to be so
30 registered and has for a number of years (to be specified by the Council) been

1 an associate member or the holder of the approved academic qualifications,
2 and

3 (ii) satisfies all other criteria as may be specified by the Council
4 from time to time.

5 (2) An applicant for registration shall, in addition to evidence of
6 qualification, satisfy the Council that he:

7 (a) is of good character;

8 (b) has attained the age of 21 years; and

9 (c) has not been convicted in Nigeria or elsewhere of an offence
10 involving, share registration, fraud or dishonesty or financial benefit to
11 himself or his organisation.

12 (3) The Council may at its sole discretion provisionally accept a
13 qualification produced in respect of an application for registration under this
14 section or direct that application be renewed within such period as may be
15 specified in the direction.

16 (4) Any entry directed to be made in the registrar under Subsection
17 (3) of this section shall show that the registration is provisional and no entry
18 so made shall be converted to full registration without the consent of the
19 Council signified in writing in that behalf.

20 (5) The Council shall, from time to time, prescribe and publish in
21 the official newsletter and magazine of the Institute particulars of
22 qualification for the time being accepted as aforesaid.

23 (6) The Council shall from time to time, prescribe and publish in
24 the official newsletter, magazine and website of the Institute particulars of
25 qualifications for the time being accepted as aforesaid.

26 **12.-(1)** The Council may approve any qualification for the purpose
27 of this Bill and may for such purposes approve:

Approval of
qualifications, etc.

28 (a) any course of training at any approved institution which is
29 intended for persons seeking to become or are already Registrar and which
30 the Council considers is designed to confer on persons completing it,

1 sufficient knowledge and skill for admission to the Institute; and

2 (b) any qualification which as a result of the examination taken in
3 conjunction with a course of training approved by the Council under this
4 section is granted to candidates having reached a standard in the examination,
5 indicating in the opinion of the Council, that the candidates have sufficient
6 knowledge and skill to practice as Registrar.

7 (2) The Council may, if it thinks fit, withdraw any approval given
8 under this section in respect of any course, qualification or institution, but
9 before withdrawing such an approval, the Council shall:

10 (a) give notice that it proposes to do so to each person in Nigeria
11 appearing to the Council to be person by whom the course is conducted or the
12 qualification is granted or the institution is controlled, as the case may be;

13 (b) afford each such person an opportunity of making to the Council
14 representations with regard to the proposal; and

15 (c) take into consideration any representations made in respect of the
16 proposal in pursuance of paragraph (h) of this subsection.

17 (3) A course, qualification or institution shall not be treated as
18 approved during any period the approval is withdrawn under subsection (2) of
19 this section,

20 (I) Notwithstanding the provisions of subsection (3) of this section,
21 the withdrawal of approval under subsection (2) of this section shall not
22 prejudice the registration or eligibility for registration of any person who, by
23 virtue of the approval, was registered or was eligible for registration (either
24 unconditionally or subject to his obtaining a certificate or experience
25 immediately before the approval was withdrawn.

26 (5) The giving or withdrawal of an approval under this section shall
27 have effect from such date, either before or after the execution of the
28 instrument signifying the giving or withdrawal of the approval, as the Council
29 may specify in the instrument, and the Council shall:

30 (a) as soon as may be practicable, publish a copy of every such

1 instrument in the official news letter and magazine of the Institute; and

2 (b) not less than seven days before its publication as aforesaid, send
3 a copy of the instrument to the institution affected.

4 **13.**-(1) It shall be the duty of the Council to keep itself informed of
5 the content and methods of:

Supervision of
instruction, etc.

6 (a) the instructions given at approved institutions to persons
7 attending approved courses of training; and

8 (b) the examinations as a result of which approved qualifications
9 are granted and for the purposes of performing that duty the Council may
10 appoint, either from its own members or otherwise, persons to a visit
11 approved institutions or observe such examinations.

12 (2) It shall be the duty of a person appointed under subsection (1) of
13 this section to report to the Council on:

14 (a) the adequacy of the instructions given to persons attending
15 approved courses of training at institutions visited by him;

16 (b) the adequacy of the examinations attended by him; and

17 (c) any other matter relating to the institutions or examinations on
18 which the Council may, either generally or in particular cases request them
19 to report, but no such person shall interfere with the giving of any instruction
20 or the holding of any examination.

21 (3) On receiving a report made pursuant to this section, the Council
22 may, if it thinks fit, and shall, if so required by the institution, send a copy of
23 the report to the person appearing to the Council to be in charge of the
24 Institution or responsible for the examinations to which the report relates,
25 requesting that person to make observations on the report to the Council
26 within such period as may be specified in the request, not being less than one
27 month beginning with the date of that request.

28 PART VII - PROFESSIONAL DISCIPLINE

29 **14.**-(1) There shall be constituted a body to be known as the
30 Chartered Market Registrars Investigating Committee (in this Act referred

Establishment of
Investigating Panel
and Disciplinary
Tribunal

1 to as Committee") which shall be charged with the duty to Institute of Capital

2 "the Investigating:

3 (a) conduct a preliminary investigation into any case where it is
4 alleged that a member of the Institute is involved in misconduct in his capacity
5 as a Capital Market Registrar or shall for any other reason be the subject of
6 proceedings before the Disciplinary Panel; (b) decide whether the case should
7 be referred to the Disciplinary Panel or not.

8 (2) The Investigating Committee shall be appointed by the Council
9 and shall consist of five members as follows:

10 (a) two members of the Council, one of whom shall be Chairman of
11 the Committee; and

12 (b) three members of the Institute who are not members of the
13 Council.

14 (3) The tenure of any member of the Investigating Committee shall be
15 two years renewable for a further period of two years.

16 (4) The Council may make rules not inconsistent with this Bill as
17 regard acts, which constitute professional misconduct.

18 (5) The Investigating Committee shall act independently in receiving
19 and investigating allegations under paragraph (a) of subsection (1) of this
20 section and shall have power to receive complaints directly from any
21 individual or organization.

22 (6) There shall be established a Panel to be known as the Chartered
23 Institute of Capital Market Registrars Disciplinary Panel (in this Act referred to
24 as "the Disciplinary Panel") which shall be charged with the duty of
25 considering and determining any case referred to it by the Investigating
26 Committee constituted under Subsection (1) of this section.

27 (7) The Disciplinary Panel shall be appointed by the Council and shall
28 consist of two members of the Council. one of whom shall be the Chairman,
29 and three other members of the Institute who are not members of the Council.

30 (8) The Council shall have power to confirm, rescind or amend, as the

1 case may be, any directive to be conveyed by the Disciplinary Panel to any
2 person adjudged by the Panel to be guilty of professional misconduct in
3 accordance with the provisions of section 15 of this Act:

4 Provided that, the Council shall prior to taking any decision on the matter,
5 first give to the person concerned the opportunity of being heard.

6 *Third Schedule*

7 (9) The provisions of Third Schedule to this Act shall, so far as
8 applicable to the Investigating Committee and Disciplinary Panel
9 respectively, has effect with respect to those bodies.

10 **15.-(1) Where:**

11 (a) a member is adjudged by the Disciplinary Panel to be guilty of
12 professional misconduct in any professional respect;

13 (b) a member is convicted by any court of law having power to
14 award imprisonment for an offence (whether or not punishable with
15 imprisonment), which in the opinion of the Disciplinary Panel is
16 incompatible with the conduct required of a member of the Institute;

17 (c) the Disciplinary Panel is satisfied that the name of any person
18 has been fraudulently enrolled or registered, the Disciplinary Panel shall
19 order the Registrar to strike his name off the relevant part of the register.

20 (2) A person who is found guilty of misconduct by the decision of
21 the Disciplinary Panel shall have his name struck out from the register of
22 members.

23 (3) The Disciplinary Panel shall always give its decision and
24 directions promptly, and in all cases within three months of conclusion of
25 proceedings.

26 (4) For the purpose of paragraph (b) subsection (1) of this section, a
27 person shall not be treated as guilty as therein mentioned, unless the guilt
28 stands at a time when no appeal or further appeal is pending or may, (without
29 extension of time) be brought in connection with the direction.

30 (5) The person to whom such a directive is given under subsection

Penalties for
professional
misconduct

1 (1) of this section may, at any time within twenty-eight days from the
2 date of service on him of notice of the direction, appeal against the direction to
3 the Federal High Court, and where necessary to the Court of Appeal and the
4 Disciplinary Panel and complainant if any may appear as; respondent to the
5 appeal and for the purpose of enabling directions to be given as to the costs of
6 the appeal and of proceedings before the Federal High Court or Court of
7 Appeal, the Disciplinary Panel and complainant shall be deemed to be a party
8 thereto, whether or not it appears on the hearing of the appeal.

9 (6) A direction of the Disciplinary Panel given under subsection (1) of
10 this section shall take effect where:

11 (a) no appeal under the section is brought against the direction within
12 the time limit for such an appeal, or on the expiration of that time;

13 (b) such an appeal is brought and is withdrawn or struck out as for
14 want of prosecution, on the withdrawal or striking out of the appeal; and

15 (c) such an appeal is brought and is not withdrawn or struck out as
16 aforesaid, if and when the appeal is dismissed, and shall take no effect except in
17 accordance with the provisions of this subsection.

18 (7) A person whose name is struck off the Register in pursuance of a
19 direction of the Disciplinary Panel under this section, shall not be entitled to be
20 enrolled or registered again, except in pursuance of a direction in that behalf
21 and a direction under this section for the striking off of a person's name from the
22 register may prohibit an application under this subsection by that person until
23 the expiration of such period from the date of the
24 directive (and where he has duly made such an application, from the date of his
25 last application), as may be specified in the direction.

26 PART VIII - MISCELLANEOUS

Application of
this Act
unregistered
persons

27 **16.** A person who is not a member of the Incorporated Institute of
28 Capital Market Registrars established before the commencement of this Act,
29 but is qualified to apply for and obtain membership of the Institute, may apply
30 for membership of the Chartered Institute of Capital Market Registrars

1 established by this Act, in such a manner as may be prescribed by rules made
2 by the Council and shall be registered in the category of membership
3 appropriate in the current period for holders of the qualification he
4 possesses.

5 **17.** -(1) Subject to subsection (2) of this section, a person shall be
6 deemed to practise as a Capital Market Registrar if in consideration of
7 remuneration received or to be received and whereby himself or in
8 partnership with any other persons he:

Practice as a
Capital Market
Registrar

9 (a) engages himself in the practice of share registration or holds
10 himself out to the public as a Capital Market Registrar,

11 (b) renders professional service or assistance in, or about matters of
12 principles or detail, relating to the practice of share registration;

13 (c) renders any other service which may, by regulations made by
14 the Council, be designated as service constituting practice as a Capital
15 Market Registrar.

16 (2) Nothing in Subsection (1) of this section shall be construed as to
17 apply to persons who, while in the employment of any government, perform
18 the duties or any of the duties of a Capital Market Registrar.

19 (3) Nothing in subsection 1 (h) of this section shall be construed as
20 restricting registered stockbrokers from the performance of professional
21 duties to their clients.

22 **18.** -(1) The Council may make rules to guide training in share
23 registration methods and practice.

Rules as to
practice, etc.

24 (2) The Council may also make rules:

25 (a) prescribing the amount and due date for the payment of the
26 annual subscription and for such purposes, different amounts may be
27 prescribed by rules according to the category of membership;

28 (b) prescribing the form of license to practice to be issued annually,
29 or if the Council thinks fit, by endorsement on an existing license;

30 (c) restricting the right to practice as a Capital Market Registrar in

1 default of the amount of the annual subscription where the default continues for
2 longer than such period as may be prescribed by the rules;

3 (d) restricting the right to practice as ; 1 member of the profession if
4 the qualification granted outside Nigeria does not entitle the holder to practice
5 as a member of the profession; and

6 (e) prescribing the period of practical training in the office of a
7 profession in practice to be completed before a person qualifies practice as a
8 member of the profession member of the for a license to

9 (3) Rules made under this section shall, be published in the official
10 news letter, website and magazine of the Institute.

Provision of
library facilities,
etc.

11 **19.** The Institute shall:

12 (a) provide and maintain a library comprising of books and
13 publications for the advancement of the knowledge of share registration and
14 such other books, publications and internet communication technology media
15 as may be considered necessary;

16 (b) encourage research into share registration methods and allied
17 subjects, to the extent that the Council may, from time to time, consider
18 necessary.

Offences and
penalties

19 **20.**-(1) A person who, for the purpose of procuring the registration of
20 any name, qualification or other matter:

21 (a) makes a statement which he believes to be false in ,my material
22 particular;

23 (b) recklessly makes a statement which is false in any material
24 particular; commits an offence.

25 (2) If on or after the coming into force of this Act, a person who is not
26 member of the Institute practices or holds himself out as a Capital Market
27 Registrar for, or in expectation of reward or takes or uses any name, title,
28 addition or description, implying that he is in practice as a Capital Market
29 Registrar, commits an offence.

30 (3) In the case of a person failing within section 15 of this Act:

1 (a) the provision of subsection (2) of this section shall not apply in
2 respect of anything done by him during the period of three months; and

3 (b) if within that period he duly applies for membership of the
4 Institute then unless within that period he is notified that his application has
5 not been approved, the provision of subsection (2) of this section shall not
6 apply in respect of anything done by him between the end of that period and
7 the date on which he is enrolled, or registered or notified as aforesaid.

8 (1) The Registrar or any other person employed by or on behalf of
9 the Institute who willfully makes any falsification in any matter relating to
10 the register, commits an offence.

11 (5) A person who commits an offence under this section shall be
12 liable -on conviction to a minimum fine of One Hundred thousand naira
13 (N100,000.00); or imprisonment for a maximum term of two years, or to
14 both such fine and imprisonment.

15 (6) Where an offence under this section which has been committed
16 by a body corporate is proved to have been committed with the consent or
17 connivance of or be attributable to any neglect on the part of any director,
18 manager, secretary or other similar officer of the body corporate, or any
19 person purporting to act in any such capacity, he, as well as the body
20 corporate shall be deemed to have committed the offence and shall be liable
21 on conviction by court of competent jurisdiction in the case of an individual
22 to the punishment prescribed in subsection 5 of this section and in the case of
23 a body corporate, to a fine of not less than N500,000 (five hundred thousand
24 naira) and or a ban on practice of share registration for a specific period of
25 time not less than one year.

26 **21.** -(1) Any regulations, made pursuant to this Act shall be Regulations
27 published in the Institute's Journal.

28 (2) Rules made for the purpose of this Act shall be subject to
29 confirmation by the Institute at its next general meeting, and shall not have
30 effect until so confirmed.

1 Ordinary Member as the case may be, and "membership of the Institute"
2 shall be construed accordingly;
3 "Minister" means the Minister for Education;
4 "President" and "Vice-President" respectively means the holder of offices
5 under those names in the Institute; and
6 "Register" means the register maintained pursuant to section B of this Act.

7 **24.** This Bill may be cited as the Chartered Institute of Capital Short title
8 Market Registrars Bill, 2015.

9 SCHEDULES

10 FIRST SCHEDULE

11 *Section 1(3)*

12 SUPPLEMENTARY PROVISIONS RELATING TO THE COUNCIL

13 **1.**-(1) Subject to the provisions of this Act, the Council may in the
14 name of the Institute make Standing orders, regulating its proceedings or
15 proceedings of any Committee of Council or the institute thereof, excepting
16 rules of the Investigation committee of Disciplinary Panel.

17 (2) The Standing Orders shall provide for decisions to be taken by a
18 majority of the members and in the event of the equality of votes, the
19 President or the Chairman, as the case may be, shall have a second or casting
20 vote.

21 (3) The Standing Orders made for a Committee of the Council shall
22 provide for the committee to report to Council on any matter referred to it by
23 the Council.

24 (4) The quorum at any meeting of the Council shall be 10 and the
25 quorum of a Committee of the Council shall be determined by the Council.
26 General Meeting of the Institute.

27 **2.-** (1) The Council shall convene the annual general meeting of the
28 Institute once a year at such time and place as may be determined by the
29 Council, but, if the meeting is not held within one year after the previous
30 annual general meeting, not more than fifteen months shall elapse between

1 the respective dates of the two meetings;

2 Provided that, notice of the annual general meeting shall be given to all
3 members of the Institute not later than twenty-one days from the date of the
4 meeting.

5 (2) A special general meeting of the Institute may be convened by the
6 Council at anytime if, not less than thirty members of the Institute so require, by
7 notice in writing addressed to the Chairman of the Council setting out the
8 objects of the proposed meeting, the Chairman of the Council shall convene a
9 special general meeting of the Institute;

10 Provided that, notice of the annual general meeting shall be given to all
11 members of the Institute not later than twenty-one days from the date of the
12 meeting.

13 (3) The quorum of any general meeting of the Institute and that of any
14 special meeting of the Institute shall be thirty-five members.

15 *Meeting of the Council*

16 3. -(1) Subject to the provisions of any standing orders of the Council,
17 the Council shall meet quarterly in a year.

18 (2) At any meeting of the Council, the Chairman or in his absence, or
19 in the absence of the first Vice-Chairman too, the Second Vice-Chairman shall
20 preside, but if the Chairman, the First Vice-Chairman and the Second Vice-
21 Chairman are absent, the members present at the meeting shall appoint one of
22 their member to preside at the meeting.

23 (3) Where the Council desires to obtain the advice of any person on a
24 particular matter, the Council may co-opt him as a member for such period as
25 the Council thinks fit, but a person who is a member by virtue of this sub-
26 paragraph shall not be entitled to vote at any meeting of the Council, and shall
27 not count towards a quorum.

28 (1) Notwithstanding anything in the foregoing provisions of this
29 paragraph, the first meeting of the Council shall be summoned by the President
30 of the Institute.

1 *Committees*

2 1. -(1) The Council may appoint one or more Committees to carry
3 out on behalf of the Institute or the Council, such functions as the Council
4 may determine.

5 (2) A Committee appointed under this paragraph shall consist of
6 the number of persons determined by the Council of whom not more than
7 one-third may be persons who are not members of the Council and a person
8 other than a member of the Council shall hold office on the Committee in
9 accordance with the terms of his letter of appointment.

10 (3) A decision of a Committee of the Council shall be of no effect
11 until it is confirmed by the Council, except the Council otherwise authorises.

12 *Miscellaneous*

13 5. -(1) The fixing of the seal of the Institute shall be authenticated
14 by the signature of the Chairman or of some other members of the Council
15 authorized generally or specifically by the Institute to act for that purpose.

16 (2) Any contract or instrument which if made or executed by a
17 person not being a body corporate, would not be required to be under seal,
18 may be made or executed on behalf of the Institute or the Council, as the case
19 may require by any authorized to act for the purpose by the Council, person
20 generally or specifically.

21 (3) Any document purporting to be a document duly executed
22 under the seal of the Institute, shall be received in evidence and shall, unless
23 the contrary is proved, be deemed to be so executed.

24 *Validity of proceedings*

25 6. The validity of any proceeding of the Institute' or the Council, or
26 of a Committee of the Council shall not be affected by any vacancy in the
27 membership or any defect in the appointment of a member of the Institute, or
28 of the Council, or of a person to serve on the Committee, or by reason that a
29 person not entitled to do so took part in the proceedings.

30 7. Any member of the Institute or the Council, and any person

1 holding office on a Committee of the Council, who has a personal interest in
2 any contract arrangement entered into, or proposed to be considered by the
3 Council on behalf of the Institute or on behalf of the Council or a Committee
4 thereof, shall forthwith disclose his interest to the President or to the Council,
5 as the case may be and he shall not vote on any question relating to that contract
6 or arrangement.

7 **8.** A person shall not by reason only of his membership of the
8 Institute be treated as holding an office in the Public Service of the Federation.

9 **SECOND SCHEDULE**

10 *Section 22(2)*

11 **TRANSITIONAL PROVISIONS AS TO PROPERTIES, ETC.**

12 *Transfer of Properties*

13 **1.** Every agreement to which the Incorporated Institute' was a part
14 immediately before the commencement of this Act, whether it be in writing or
15 not and whether or not of such nature that the rights, liabilities and obligations
16 there under could be assigned by the Incorporated Institute, shall have effect
17 from the appointed day so far as it relates to property transferred by this Act to
18 the Institute as if:

19 (a) the Institute had been a party to the agreement;

20 (b) for any reference (however worded and whether express or
21 implied) to the Incorporated Institute, there were substituted as respects
22 anything failing to be done on or after the commencement of this Act, a
23 reference to the Institute; and

24 (c) for any reference (however worded and whether (express or
25 implied) to a member or members of the Council of the incorporated Institute
26 there were substituted, as respects anything failing to be done on or after the
27 commencement of the Act, a reference to a member or members of the Council
28 under this Act.

29 **2.** Other documents referring, whether specifically or generally to the
30 Incorporated Institute shall be constructed in accordance with sub-paragraph

1 (1) of this paragraph so far as applicable.

2 3. Any legal proceedings or application to any authority pending
3 on the commencement of this Act by or against the Incorporated Institute
4 may be continued on or after that day by or against the Institute.

5 1. On the commencement of this Act, any person holding any paid
6 appointment in the Incorporated Institute shall hold corresponding
7 appointment in the Institute on the same terms and conditions as already
8 exist.

9 5. Any regulations, rules and similar instruments made for the
10 purpose of the Incorporated Institute and in force immediately before the
11 coming into force of this Bill shall, except in so far as they are subsequently
12 revoked or amended by any authority having power in that behalf, have
13 effect with any necessary modifications as if daily made for the
14 corresponding purpose of the Institute.

15 THIRD SCHEDULE

16 *Section 22(2)*

17 SUPPLEMENTARY PROVISIONS RELATING TO THE DISCIPLINARY

18 TRIBUNAL AND INVESTIGATING PANEL

19 *The Disciplinary Committee*

20 1. The quorum of the Disciplinary Panel shall be four members.

21 2.-(1) The Attorney-General of the Federation shall make rules as to
22 the selection of members of the Disciplinary Panel for the purpose or any
23 proceedings, the procedure to be followed and the rules of evidence to be
24 observed in the proceedings before the Disciplinary Panel.

25 (2) The rules shall in particular provide:

26 (a) for securing that any party to the proceedings shall be entitled to
27 be heard and given fair opportunity to defend the allegations against him or
28 her by the Disciplinary Panel;

29 (b) for determining who, in addition to the person aforesaid, shall
30 be a party to the proceedings;

1 (c) for securing that any party to the proceedings shall, if he so
2 requires, be entitled to be heard by the Disciplinary Panel;

3 (d) for securing that any party to the proceedings may be represented
4 by a legal practitioner;

5 (e) subject to the provision of section 13(6) of this Act, as to the cost of
6 proceedings before the Disciplinary Panel;

7 (f) for requiring, in a case where it is alleged that the person who is the
8 subject of the proceedings is guilty of misconduct in any professional respect,
9 that where the Disciplinary Panel adjudges that the allegation has been proved
10 it shall record a finding that the person is guilty of such misconduct in respect of
11 the matters to which the allegation relates; and .

12 (g) requiring that the registrar shall publish and carry out decisions
13 and directions of the Disciplinary Panel which has taken effect including
14 striking out a person's name off the register.

15 **3.** For the purposes of any proceeding before the Disciplinary Panel.
16 any member of the Disciplinary Panel may administer Oaths, and any party to
17 the proceedings may issue out of the registry of the Federal High Court by writs
18 of subpoena ad testificandum and duces tecum but no person appearing before
19 the Disciplinary Panel shall be compelled:

20 (a) to make any statement before the Disciplinary Panel tending to
21 incriminate himself; or (b) to produce any document under such a writ
22 which he could not be compelled to produce at the trial of an action.

23 *Assessor*

24 **2.**-(1) For the purpose of advising the Disciplinary Panel on questions
25 of law, arising in proceedings before it, there shall in all such proceedings be an
26 assessor to the Disciplinary Panel who shall be appointed by the Council on the
27 nomination of the Attorney-General of the Federation, and he shall be a legal
28 practitioner of not less than ten years standing.

29 (2) The Attorney-General of the Federation shall make rules as to the
30 functions of the assessor appointed under this paragraph and in particular such

1 rules shall contain provisions for securing:

2 (a) that where an assessor advises the Disciplinary Panel on any
3 question of law as to evidence, procedure or any other matter specified by
4 the rules, he shall do so in the presence, of every party or a person
5 representing a party to the proceeding, who appear thereat or, if the advice is
6 tendered while the Disciplinary Panel is deliberating in private that every
7 such party or person as aforesaid shall be informed of what advice the
8 assessor has given, with any opportunity to respond to it; and

9 (b) that every such party or person as aforesaid shall be informed if
10 in any case the Disciplinary Panel does not accept the advice of the assessor
11 on such a question as aforesaid. .

12 (3) An assessor may be appointed under this paragraph wither
13 generally or for any particular proceedings or class of proceedings, and shall
14 hold and vacate office in accordance with the terms of the letter by which he
15 is appointed.

16 *The Investigating Panel*

17 3.-(1) The quorum of the Investigation Committee shall be three.

18 (2) The Governing Council may, at any of its meetings attended by
19 all members, make Standing Orders with respect to the Investigation
20 Committee.

21 (3) Subject to the provision of any such standing order, the
22 Investigation Committee may regulate its own proceedings.

23 *Miscellaneous*

24 4.-(1) A person whose tenure as a member of the Disciplinary
25 Panel, or the Investigation Committee has expired shall be eligible for re-
26 appointment as a member of the Disciplinary Panel or Investigation
27 Committee, as the case may be, however, nobody shall serve in the
28 Investigating Committee for more than two consecutive terms totaling four
29 years.

30 (2) A person may, if otherwise eligible, be a member of both the

1 Disciplinary Panel and Investigation Committee, but no person who acted as a
2 member of Investigating Committee with respect to any case shall act as a
3 member of the Disciplinary Panel with respect to that case.

4 **5.** The Disciplinary Panel or the Investigation Panel may act
5 notwithstanding any vacancy in its membership and the proceedings of either
6 body shall not be invalidated by any irregularity in the appointment of a
7 member of that body or subject to Paragraph 7 (2) of this Schedule, by reason of
8 the fact that any person who was not entitled to do so took part in the
9 proceedings of that body.

10 **6.** Any document authorized or required by virtue of this Act to be
11 served on the Disciplinary Panel or the Investigation Committee shall be
12 served on the Registrar.

13 **7.** All expenses of the Disciplinary Panel or the Investigation
14 Committee shall be defrayed by the Institute.

EXPLANATORY MEMORANDUM

(This note does not form a part of the above Act but is intended to explain its purport). This Bill seeks to establish the Chartered Institute of Capital Market Registrars charged with the responsibility of advancing share registration.