

# A BILL

## FOR

AN ACT TO ESTABLISH THE INSTITUTE OF CHARTERED FRANCHISE EXECUTIVES OF NIGERIA TO BE CHARGED WITH THE RESPONSIBILITY FOR REGISTRATION AND DISCIPLINE OF ITS MEMBERS 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 1 - ESTABLISHMENT OF THE INSTITUTE OF CHARTERED  
2           FRANCHISE EXECUTIVES OF NIGERIA, ITS FUNCTIONS ETC.

3           1.-(1) There is hereby established a body known as the Institute of  
4 Chartered Franchise Executives of Nigeria (In this Act referred to as “the  
5 Institute”) which shall be a body corporate with perpetual succession and a  
6 common seal which shall be kept in such custody as the Institute may  
7 determine from time to time.

Establishment of the Institute of Chartered Franchise Executives of Nigeria, its functions etc.

8           (2) The function of the Institute shall be as follows:

9           (a) determining and reviewing from time to time, the academic  
10 standards, business knowledge and skills that shall be attained by persons  
11 seeking to qualify as registered members of Institute of Chartered Franchise  
12 Executives in Nigeria (in this Act referred to as the Professional);

13           (b) Provide for the training, education and examination of  
14 franchisors and franchisees seeking to sell or operate a franchise business in  
15 Nigeria;

16           (c) Secure, in terms of this Act, the establishment and maintenance  
17 of a register of members;

18           (d) Operate high standard training programmes towards educating  
19 and certifying all industry players, including but not limited to franchise

1 product managers of financial institutions, franchisors, franchisees, law firms  
2 offering franchise services, franchise consulting companies and government  
3 officials playing regulatory roles for franchises in Nigeria;

4 (e) Regulate, monitor and discipline the professional conduct of its  
5 members from time to time;

6 (f) Develop a database of franchisors (local or foreign) operating in  
7 Nigeria and maintain industry insights and updates to all members;

8 (g) Embark on extensive awareness, education and sensitisation of  
9 various stakeholders involved in the Franchise Industry in Nigeria including  
10 but not limited to regulatory bodies relating to Franchise;

11 (h) Encourage, increase, facilitate and promote the education and  
12 training of members admitted hereof;

13 (i) Facilitate and Participate in the formulation of policies guiding the  
14 practice of franchising in Nigeria and keep abreast of new developments and  
15 global trends in franchising;

16 (j) Operate and maintain a resource centre on Franchising,  
17 Franchising models, Franchising Financing, standard agreements and  
18 templates on Franchising amongst other resources;

19 (k) Arrange seminars, symposia, conferences, workshops and  
20 meetings for discussion of supplies, reading of papers and delivery of lectures,  
21 publishing of abridged papers, books, records and other memorabilia instilling  
22 high standards of professional ability and knowledge by means of periodic  
23 issue of journals of the Institute and organise post-qualification courses for its  
24 members;

25 (l) perform such functions as are incidental to the objects or as the  
26 Council may deem necessary for the attainment of all or any of these  
27 objectives.

28 (3) The Institute shall in accordance with the provisions of the Act  
29 ensure the establishment and maintenance of a register of Fellows, Honorary  
30 Fellows, Chartered, Associate and Corporate members of the Institute and the

1 publication of their lists from time to time.

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

Establishment  
and Composition  
of the Governing  
Council of the  
Institute

6 (2) The Council shall consist of the following members who are  
7 Fellows and Chartered Members of the Institute:

- 8 (a) President of the Institute;  
9 (b) Vice President of the Institute;  
10 (c) a representative of the Federal Ministry of:  
11 (i) Finance;  
12 (ii) Trade and Investments;  
13 (iii) Justice;  
14 (iv) Education;  
15 (d) a representative from NOTAP;  
16 (e) a representatives from NIFA;  
17 (f) Immediate Past President of the Institute;  
18 (g) Registrar of the Institute who shall also be Secretary to the  
19 Council;  
20 (h) four ex-officio private sector members who are Franchisors and  
21 have a minimum of franchisees of their businesses within the same or across  
22 the six geo-political zones of Nigeria.

23 (3) The provisions set out in the First Schedule to this Act shall  
24 have effect with respect to the qualifications and tenure of office of  
25 Members of the Council and related matters thereto mentioned therein.

26 *(First Schedule)*

27 3. Whereas the pioneer President would be required to have a  
28 certification from a franchise institution, and be a member of at least one  
29 reputable franchise association such as International Franchise Association  
30 or World Franchise Associates; There shall be subsequently for the Institute

Election of  
President and Vice-  
Presidents of the  
Institute

1 a President and Vice Presidents who shall be Financial and Chartered Members  
2 or Fellows of the Institute, to be elected by the Financial and Chartered  
3 Members at an annual general meeting and each hold office for a term of two  
4 years from the date of the election and shall not be eligible for re-election after  
5 two terms of two years each.

Qualification  
for election into  
the office of  
President and  
Vice Presidents  
of the Institute

6 4.-(1) A person shall be qualified for election into the office of  
7 President or Vice President of the Institute if he:

8 (a) is a Nigerian citizen;

9 (b) has attained the age of 40 years and above;

10 (c) has been educated up to at least University level with a First  
11 Degree;

12 (d) has been involved in a Franchise business either as a Franchisee or  
13 Franchisor of Nigerian or foreign franchise and is currently operating a  
14 Franchise business;

15 (e) has paid all his dues for 4 consecutive years immediately  
16 preceding the year of election;

17 (f) has not been convicted of any financial or other crimes by a court  
18 or tribunal of competent jurisdiction in Nigeria or elsewhere;

19 (g) has not been adjudged to be a lunatic, of unsound mind or declared  
20 to be bankrupt; and

21 (h) a Fellow of the Institute.

22 (2) The President shall preside at the meetings of the Institute but in  
23 the event of his absence, resignation, incapacitation or death, the Vice  
24 President deemed most capable by the vote of the council shall act in his stead  
25 for the unexpired portion of his tenure of office.

26 (3). The President shall be the Chairman of the Council.

27 (4) If the President or Vice President ceases to be a member of the  
28 Institute, he shall cease to hold any of the Offices designated under this Section.

Duties of  
Vice Presidents

29 14.(1) There shall be appointed for the Institute:

30 (a) Vice President (Academic);

1 (b) Vice President (Administration);

2 (c) Vice President (Research, Planning and Strategy)

3 5.-(1) Subject to the provisions of this Act, members admitted to  
4 the Institute shall:

Admission of  
membership into  
the Institute and  
Classes of  
membership

5 (a) possess an adequate knowledge of Franchising and be enrolled  
6 in the category of:

7 (i) Fellows;

8 (ii) Chartered Members;

9 (iii) Associates; and

10 (iv). Corporate Members.

11 (2) Persons accorded by the Council status as Franchising  
12 Practitioners shall be entitled to the use of that name and shall be recorded  
13 as:

14 (a) Fellows, if they have:

15 (i) spent at least seven years as full members of the Institute;

16 (ii) has held a senior managerial position in a private or public  
17 Franchising organisation for a period not less than 5 years; and

18 (iii) contributed significantly to the practice and development of  
19 the practice and business of Franchising in Nigeria;

20 (b) Chartered Members, if they have:

21 (i) spent at least six years in the grade of associate;

22 (ii) has held a mid/senior managerial position in a private or public  
23 Franchising organisation for not less than 3 years; and

24 (ii) been adjudged by the Council to possess an adequate  
25 knowledge of the practice and business of Franchising;

26 (c) Associates, if they are:

27 (i) University graduates who have spent at least four years in the  
28 grade of affiliate; or

29 (ii) graduates of the Institute who have competently performed  
30 executive or advisory duties at entry level in Franchising related function for

1 at least four years;

2 (iii) possessors of knowledge and qualities which conform to a  
3 standard essential to the successful practice of Franchising.

4 (d) Corporate Members, if it is an employer of labour either as a  
5 Franchisor or Franchisee and meets the criteria set by the Council for  
6 registration in that category.

7 6.-(1) A person who desires to be admitted into the Institute shall  
8 make a formal application to the Registrar of the Institute on the appropriate  
9 form as shall from time to time be prescribed by the Council and shall state  
10 under which class of membership he seeks admission.

11 (2) A person applying for membership shall, in addition to evidence of  
12 qualification satisfy the Council that:

13 (a) he has attained the age of 18 years;

14 (b) he is of good character;

15 (c) he has not been convicted by any court or tribunal or other judicial  
16 body in Nigeria or elsewhere of any offence involving dishonesty or fraud or  
17 such other offences as in the opinion of the Council would render such an  
18 applicant as unfit for admission to membership of the Institute; and

19 (d) he possess adequate interest, knowledge and understanding of  
20 franchising.

21 (3) The Registrar shall place before the Council all applications for  
22 admission stating in each case whether the applicant is qualified for  
23 registration in the class under which he seeks admission and if not so qualified,  
24 whether he qualifies for admission under other class.

25 (4) Where the Council is satisfied that an applicant is so qualified for  
26 admission into membership of the Institute under the class applied for, the  
27 Registrar shall, upon payment of prescribed fees by the applicant, enroll the  
28 applicant in that class and issue to him a Certificate of Enrolment appropriate  
29 for that Class of membership;

30 (5) Where the Council is not satisfied that an applicant is qualified for

1 the class of membership applied for, and the Registrar has recommended  
2 admission into another class of membership for such applicant, the Registrar  
3 shall, upon the applicant's application, amend his application to state the  
4 class under which he is qualified and the Registrar, shall after the  
5 amendment and payment of prescribed fees by the applicant, register him  
6 and issue a certificate of membership appropriate for that class.

7 7. Fellows and Chartered Members of the Institute shall be entitled  
8 to use after their names, the designation "Fellow" or "Honorary Fellow" of  
9 the Institute of Chartered Franchise Executives of Nigeria respectively or  
10 the initials "FCIFEN" and "MCIFEN".

11 8. A holder of a professional certificate of the Institute shall be  
12 entitled to employment in private or public service on the same rank  
13 applicable to members of other professional bodies in Nigeria.

14 9. All classes of membership of the Institute are required, in order  
15 to retain their membership of the Institute, to attend on an annual basis, at  
16 least two (2) Mandatory Continuing Education programmes as established  
17 by the Council of the Institute or any other requirement for retaining  
18 membership as may be determined by the Council from time to time.

19 10.-(1) It shall be the duty of all registered members of the Institute  
20 to abide by all the rules, regulations, code of conduct and other policy  
21 established by the Institute for the purpose of sound practice, and every  
22 member of the Institute shall be bound to further, to the best of his ability and  
23 judgment, the objects, purposes and interests of the Institute.

24 (2) Every member of the Institute shall subject to the provisions of  
25 this Act, comply with the Code of Conduct established by the Council on  
26 behalf of the Institute.

27 (3) Every member shall also order his conduct as to uphold the  
28 integrity, dignity and reputation of the Institute and shall observe the  
29 provisions of this Act and other regulations made further to this Act.

Duties of Members  
of the Institute

Powers of the  
Governing  
Council

- 1                    11. The Council shall have powers to:
- 2                    (a) obtain from any authority or persons, charters and concessions
- 3                    necessary for the attainment of the objectives of the Institute;
- 4                    (b) acquire from any person, government, body or organisation, by
- 5                    way of gift, purchase, exchange or lease, whether absolutely or in trust, any
- 6                    property, real or personal, required or necessary to carry the objects of the
- 7                    Institute, with power, subject to any trust, to hold or dispose of such property;
- 8                    (c) borrow money or grant loans with the approval of the Council
- 9                    without any prejudice to any provision of this Act relating to the provisions of
- 10                   funds;
- 11                   (d) do and perform anything necessary in the opinion of the Council ,
- 12                   to further the purpose and attain the objectives of the Institute; and
- 13                   (e) acquire any shares, stocks, debentures, bond, notes, obligations, or
- 14                   securities by original subscription, tender purchase, exchange or otherwise
- 15                   subscribe for the same either conditionally or otherwise and underwrite or
- 16                   guarantee the subscription thereof and exercise and enforce all rights and
- 17                   powers conferred or incidental to the ownership thereof.

Funds of the  
Institute

- 18                   12.-(1) There shall be established for the Institute a fund to be
- 19                   managed and controlled by the Council.
- 20                   (2) There shall be paid into the fund established pursuant to Section
- 21                   16(1) above:
- 22                   (a) all fees and other monies payable to the Institute;
- 23                   (b) such monies as may be payable to the Institute whether in the
- 24                   course of the discharge of its functions or otherwise; and
- 25                   (c) all revenue from other sources whether locally or internationally.
- 26                   (3) There shall be paid out of the fund of the Institute:
- 27                   (a) all expenditure incurred by the Council in the discharge of its
- 28                   functions under this Act;
- 29                   (b) the salaries and allowances of the Registrar and other employees
- 30                   of the Institute;



1 (c) such reasonable travelling and subsistence allowances of  
2 members of the Council and other co-opted persons in respect of the time  
3 spent on official duties of the Council, as the Council may determine;

4 (4) Subject to guidelines issued by the Council from time to time,  
5 the Institute's funds and assets shall be invested in any bond, bill or other  
6 security issued or guaranteed by the Federal Government or the Central  
7 Bank of Nigeria;

8 (5) The Council may, from time to time, borrow money for the  
9 purposes of the Institute and may mortgage or charge the properties and  
10 assets of the Institute or any part thereof and may issue debenture or other  
11 securities whether outright or as securities for any debt, liability or  
12 obligation of the Institute and any interest or charge payable on monies so  
13 borrowed shall be paid out of the Funds of the Institute.

14 (6) The Council shall keep proper accounts on behalf of the  
15 Institute in respect of each year and proper records in relation to those  
16 accounts to be audited by an Auditor and in accordance with the guidelines  
17 supplied by the Auditor-General of the Federation.

18 (7) The Council shall prepare and submit to the Minister of Trade  
19 and Investments not later than twelve (12) months after its establishment  
20 and once in each year thereafter, a report of the activities of the Council in  
21 the previous year and shall include a copy of the Auditor's report.

22 (8) The Auditor appointed in accordance with the provisions of  
23 subsection (5) of this section shall not be a member of the Council.

24 **13.-(1)** The Council shall:

25 (a) appoint a fit and proper person who shall be a member of the  
26 Institute to be the Registrar for the purpose of this Act; and

27 (b) appoint such other person as the Council may, from time to time  
28 deem necessary to assist the Registrar in the performance of his functions  
29 under this Act.

30 (2) A person shall be qualified to be appointed to the office of the

Appointment of  
Registrar of the  
Institute and  
other staff, their  
duties etc.

1 Registrar of the Institute if he:

2 (a) is a citizen of Nigeria;

3 (b) possesses a relevant qualification from a recognised institution of  
4 higher learning, whether in Nigeria or overseas;

5 (c) has at least 10 years cognate working experience, with the last  
6 three years being a managerial position in a franchise-related organisation.

7 (3) The Registrar shall prepare and maintain, in accordance with: the  
8 rules made by the Council, a register of names, addresses and approved  
9 qualifications and such other particulars, as may be specified in the rules, of all  
10 persons who are entitled, in accordance with the provisions of the Act, to be  
11 registered as members of the profession in the category of Fellows, Chartered  
12 Members, Associate members, Corporate Members or Honorary Members and  
13 who in the manner prescribed by such rules, apply to be registered.

14 (4) The Register shall consist of five (5) parts, one for each class of  
15 membership namely:

16 (a) Fellows;

17 (b) Chartered Members;

18 (c) Associate Members;

19 (d) Corporate Members;

20 (e) Honorary Members.

21 (5) Subject to this Section, the Council shall make rules to necessary  
22 professional forms and keeping of the register and making of entries of  
23 particulars therein and in particular:

24 (a) Regulating the making of applications for enrolment or  
25 registration and providing for the evidence to be produced in support of  
26 application;

27 (b) providing for the notification to the Registrar by the person to  
28 whom any registered particulars concern, of any change in the particulars;

29 (c) authorizing a registered member to have any qualification which is  
30 in relation to the relevant division of the profession, for the purpose of this Act;

1 (d) specifying the fees, including annual subscription, to be paid in  
2 the Institute and authorizing the Registrar to refuse to enter a name on the  
3 register until any fee specified for the entry has been paid;

4 (e) Any rules for the purpose of subsection (5) (d) of this section  
5 shall not come into force until they are confirmed and ratified at an annual  
6 general meeting of the Institute or a special meeting convened for that  
7 purpose as the case may be.

8 (6) The Registrar shall:

9 (a) correct, in accordance with the direction of the Council, any  
10 entry in the register which the Council directs him to so correct as being in  
11 the opinion of the Council an entry which was incorrectly made;

12 (b) make from time to time, any necessary alteration to the  
13 registered particulars of registered persons;

14 (c) delete from the register the name of any registered member who  
15 died or ceased to be a member or any member convicted of professional  
16 misconduct;

17 (d) record the names of members of the Institute who are in default  
18 for more than six (6) months in the payment of the annual subscription and  
19 take such actions in relation thereto as the Council may so direct or require;

20 (e) cause the register to be printed, published and put out for sale to  
21 members of the public not later than two (2) years from the date of  
22 commencement of this Act;

23 (f) In each year after that in which the register is first published  
24 under paragraph (e) above, to cause to be printed, published and put out for  
25 sale as aforesaid, either a corrected edition of the register or list of the  
26 alterations made to the register since it was last printed;

27 (g) cause a print of each edition of the register and of each list of  
28 corrections to be deposited at the headquarters of the Institute, and it shall be  
29 the duty of Council to keep the register and list so deposited, available at all  
30 reasonable times for inspection by members of the public.

Registration of  
Members

1                   14.-(1). A person shall be entitled to be registered as a member of the

2                   Institute if:

3                   (a) he engages himself or in partnership with another, in the business  
4                   of selling franchises as a franchisor or Master Franchisee;

5                   (b) he owns or operates a franchise business as a franchisee of a local  
6                   or foreign franchise;

7                   (c) he provides professional advice or consultancy services to  
8                   franchisors and franchisees;

9                   (d) he provides legal advisory services to franchisors and franchisees;

10                  (e) he provides by himself or in the employ of an organization,  
11                  financing options specific to franchise businesses;

12                  (f) he holds himself out to the public as being a Franchise Practitioner  
13                  or Regulator or Advisor or Consultant;

14                  (g) he holds at least one of the qualifications prescribed for the  
15                  purpose of registration on the register and has complied with the other  
16                  requirements prescribed under this Act; and

17                  (h) he holds himself out to the public as being a franchise specific  
18                  vendor or service provider to franchise operators

19                  (2) A person shall be entitled to be registered as a member of the  
20                  Institute if he holds such certificate as approved by the Council.

21                  (3) a person shall be entitled to be accredited as a member of the  
22                  Institute if he produces sufficient evidence to the Council that prior to the  
23                  commencement of this Act he has been a member or associate of another  
24                  Franchise body or Institute recognised by the International Franchise  
25                  Association or World Franchise Association and shall have been a member of  
26                  such Franchise body or Institute for a continuous period of two years prior to  
27                  the commencement of this Act.

28                  (4) The Council shall, from time to time, publish in the Federal  
29                  Government Gazette, particulars of qualification for the time being accepted  
30                  for registration under the Act.

1 (5) Franchise practitioners and professionals from other countries  
2 who reside or carry out business in Nigeria as franchises or  
3 consultants/advisors and who wish to practice in Nigeria, shall within  
4 twelve (12) months after the commencement of this Act, seek registration as  
5 members of the Institute.

6 (6) A person shall not be appointed or engaged to head, oversee,  
7 supervise or superintend over a franchise business in Nigeria unless he is  
8 duly registered as a member of the Institute qualified by examination or  
9 approved award.

10 15.-(1) The Council may approve any qualification for the  
11 purposes of this Act and may for that purpose approve:

Approval of  
Qualification

12 (a) any course of training of any approved institution which is  
13 intended for persons seeking to become or are already franchise  
14 practitioners and which the Council considers relevant to confer on persons  
15 completing it, sufficient knowledge and skill for admission into the  
16 Institute;

17 (b) any qualification which, as a result of an examination taken in  
18 conjunction with a course of training approved by the Council under this  
19 section is granted to candidates reaching a specific standard at the  
20 examination indicating in the opinion of members of the Council that the  
21 candidates have sufficient knowledge and skill to practice franchising as  
22 franchisors, franchisees, franchise advisors or consultants.

23 (2) The Council may, if it deems fit, withdraw any approval given  
24 under this section in respect of any course, qualification or institution  
25 provided that: the Council shall:

26 (a) give notice that it proposes to do so to persons in Nigeria  
27 appearing to the Council to be persons by whom the course is conducted or  
28 the qualification is granted or the institution is controlled as the case may be;

29 (b) afford such persons or institutions an opportunity to make  
30 representation to the Council with regard to the proposal;

1 (c) take into consideration any representation made pursuant to 20 (2)  
2 (b) above.

3 (3) During a period in which the approval of the Council under this  
4 section, a course, qualification or institution is withdrawn, the course,  
5 qualification or institution shall be treated as having been withdrawn under this  
6 section but the withdrawal of such an approval shall be without prejudice to the  
7 registration or eligibility for registration immediately before the approval was  
8 withdrawn.

9 (4) The giving or withdrawal of approval under this section shall have  
10 effect from such date, as the execution of the instrument signifying the giving  
11 or withdrawal of approval as the Council may specify and the Council shall as  
12 soon as possible publish a copy of such instrument so executed in the Federal  
13 Government Gazette and not later than 14 days after its publication, send a  
14 copy of every such instrument so executed in the Federal Government Gazette  
15 to the Minister of Trade and Investments.

Rules as to  
practice

16 16.-(1) The Council may make rules as to:

17 (a) prescribing the amount and date of annual practicing fees;

18 (b) the training, re-training and mandatory continuing education of  
19 members of the profession;

20 (c) prescribing the form of license to practice to be issued;

21 (d) restricting the right to practice as a member in default continues  
22 for longer than such period as may be prescribed by the Council;

23 (e) restricting the right to practice as a member if the qualification  
24 granted outside Nigeria does not qualify the holder to practice as a franchise  
25 executive; and

26 (f) prescribing the period of practical training and experiences in the  
27 office of a member in practice, to be completed before a person qualifies for  
28 registration as a member of the Institute.

29 (2) Rules, when made by the Council shall be published in two widely  
30 circulated national dailies and in the Institute's Journal.

1                   17.-(1) The headquarters of the Institute shall be established and  
2 maintained in a suitable location in Nigeria as determined by the Council

Location of  
Headquarters and  
regional offices  
of the Institute

3                   (2) The Council may make rules providing for the establishment  
4 and maintenance of offices of the Institute in States of the Federation.

5                   18.-(1) There shall be established a Tribunal to be known as the  
6 Institute of Chartered Franchise Executives of Nigeria Disciplinary  
7 Tribunal (in this Act referred to as "the Tribunal") which shall be charged  
8 with the duty of considering and determining any case referred to it by the  
9 Panel established under subsection (3) of this section and any other case  
10 which the Tribunal has cognizance under this Act.

Professional  
Discipline -  
Establishment of  
Disciplinary  
Tribunal and  
Investigating  
Panel

11                   (2) The Tribunal shall consist of a Chairman and four other  
12 members appointed by the Council from among the members of the Institute  
13 who are not members of the Council.

14                   (3) There shall be established a Panel to be known as the  
15 Investigating Panel of the Institute of Chartered Franchise Executives of  
16 Nigeria (in this Act referred to as "the Panel") which shall be charged with  
17 the duty of:

18                   (a) conducting a preliminary investigation into any case where it is  
19 alleged that a member of the Institute has committed an act of professional  
20 misconduct; and

21                   (b) deciding whether the case shall be referred to the Tribunal after  
22 affording such a member an opportunity to be heard either personally or by a  
23 legal practitioner of his own choice in Nigeria.

24                   (4) The Council shall appoint members of the Panel from members  
25 of the Institute who are neither members of the Council nor the Tribunal.

26                   (5) A person shall not be appointed as a member of the Panel or  
27 Tribunal unless such a person is a Chartered Member or a Fellow of the  
28 Institute.

29                   (6) The Council may, from time to time, make rules consistent with

Penalties for  
Professional  
Misconduct

1 this Act as to acts, conducts or omissions which constitute professional  
2 misconduct.

3 **19.-(1)** Where:

4 (a) a person enrolled or registered under this Act is adjudged by the  
5 Tribunal to be guilty of infamous conduct in an professional respect;

6 (b) a person enrolled or registered under this Act is convicted by any  
7 court or Tribunal in Nigeria or elsewhere having power to impose a term of  
8 imprisonment for an offence (whether or not punishable with imprisonment)  
9 which is in the opinion of the Tribunal incompatible with the status of a  
10 professional franchise executive;

11 (c) the Tribunal is satisfied that the name of the person has been  
12 fraudulently registered or enrolled, he shall be guilty of an offence and shall on  
13 conviction be liable to a term of imprisonment not exceeding five years.

14 (2) The Tribunal may, if it deem fit:

15 (a) give a directive reprimanding the person or ordering the Registrar  
16 to strike his name of the relevant part of the register; or

17 (b) defer or further defer its decision as to the giving of such directive  
18 under this section until a subsequent meeting of the Tribunal but:

19 (i) no decision shall be deferred under this section for periods  
20 exceeding one year in aggregate, and

21 (ii) no person shall be a member of the Tribunal for the purposes of  
22 reaching a decision which has been deferred or further deferred unless he was  
23 present as a member of the Tribunal when that decision was deferred.

24 (3) For the purpose of subsection (1) (b) of this section, a person shall  
25 not be treated as convicted unless the conviction stands at a time when no  
26 appeal or further appeal is pending and no application for extension of time to  
27 appeal is brought in connection with the conviction.

28 (4) When the Tribunal gives a directive under subsection (2) of this  
29 section, the Tribunal shall cause notice of the directive to be served on the  
30 person to whom it relates.



1 (5) The person to whom a directive under subsection (2) of this  
2 section relates may, at any time within 21 days from the date of service on  
3 him of notices of the directive, appeal against the directive to the Federal  
4 High Court and the Tribunal may appear as respondent to the appeal and for  
5 the purpose of enabling directives to be given as to the costs of the appeal  
6 proceedings before the Federal High Court, the Tribunal shall be deemed to  
7 be a party thereto whether or not it appeals on the hearing of the appeal.

8 (6) A directive on the Tribunal under this section shall take effect  
9 where:

10 (a) no appeal under this section is brought against the directive  
11 within the time limited for appeal;

12 (b) such an appeal is brought and is withdrawn or struck out for  
13 want of diligent prosecution;

14 (c) such appeal is brought and is not withdrawn or struck out, if and  
15 the appeal is dismissed and shall not take effect except in accordance with  
16 the foregoing provisions of this section.

17 (7) A person whose name is struck off the register in pursuance of  
18 the directive of the Tribunal under this section shall not be entitled to be  
19 registered again except in pursuance of a direction on that behalf given by  
20 the Federal High Court on the application of that person.

21 (8) A directive under this section for the striking off of a person's  
22 name from the register may prohibit an application under this subsection by  
23 that person until the expiration of such period from the date of the directive  
24 (and where he has recently made such an application from the date of his last  
25 application) as may be specified in the directive.

26 20.-(1) If a person for the purpose of procuring the registration of Offences  
27 any name, qualification or other matter:

28 (a) make a statement which he believe to be false in a material  
29 particular; or

30 (b) recklessly makes a statement which is false in a material

1 particular, commits and is guilty of an offence;

2 (2) If, on or after the commencement of this Act, a person who is not a  
3 member of the Institute practices or holds himself out as a member in  
4 expectation of a reward or takes or uses any name, title, addition or description,  
5 implying that he is a member, he is guilty of an offence.

6 (3) If the Registrar or any person employed by or on behalf of the  
7 Institute wilfully make any falsification in any matter relating to the Register,  
8 he is guilty of an offence.

9 (4) A person guilty of an offence under this section is liable:

10 (a) on summary conviction to a fine not exceeding N300,000.00;

11 (b) on conviction or indictment to a fine not exceeding N500,000.00  
12 or to a term of imprisonment for a term not exceeding two years or to both such  
13 fines and imprisonment.

14 (5) Where an offence under this section which has been committed by  
15 a body corporate is proved to have been committed with the consent or  
16 connivance or attributable to any neglect on the part of any director, manager,  
17 secretary or other similar officer of the corporate body or any person  
18 purporting to act in such capacity, he, as well as the body corporate shall be  
19 deemed to have committed the offence and shall be liable to be prosecuted and  
20 punished accordingly.

Regulations

21 **21.-(1)** Any regulation made under this Act shall be published in the  
22 Federal Government Gazette as soon as they are made and a copy of the  
23 regulations shall be forwarded to the Minister of Investment and Trade not less  
24 than seven days before they are published.

25 (2) The rules proposed for the purposes of this Act shall be subject to  
26 confirmation by the Institute at its next general meeting or at any special  
27 meeting of the Institute convened for that purpose, and if then annulled shall  
28 cease to have effect on the day after the annulment, but without prejudice to  
29 anything done in pursuance or intended pursuance of any such rule.

1                   **22.-(1)** The Institute shall:

Provision of  
Library facilities  
etc.

2                   (a) provide and maintain a library comprising of books and  
3                   publications for the advancement of knowledge of franchising and such  
4                   other books and publications as the Council may think necessary for the  
5                   purpose; and

6                   (b) Encourage research into franchising, franchising models and  
7                   practices in other parts of the world and such allied subjects to the extent that  
8                   the Council may, from time to time, deem necessary.

9                   **23.** In this Act,

Interpretation

10                  "Council" means the Council established as the governing body of the  
11                  Institute;

12                  "Chairman" means overall head of the Council of the Institute;

13                  "Enrolled" means in relation to a Fellow or Chartered Member or certified  
14                  Member of the  
15                  Institute;

16                  "Fees" includes annual subscription;

17                  "Franchise Executive" means any qualified member who is into the practice  
18                  or employed by any organisation, Ministry or corporation and engaged in  
19                  the practice and development of Franchising;

20                  "Institute" means the Institute of Chartered Franchise Executives of Nigeria  
21                  established under section 1(1) of this Act;

22                  "Investigation Panel" means Investigative Panel of the Institute of  
23                  Chartered Franchise Executives of Nigeria established under section of this  
24                  Act;

25                  "Member" means a Chartered member of the Institute registered in any of  
26                  the 5 classes of membership;

27                  "Minister" means the Federal Minister of Industry, Trade and Investments;

28                  "President" means the head of the Institute Administration;

29                  "Tribunal" means the Disciplinary Tribunal of the Institute of Chartered  
30                  Franchise Executives of Nigeria;



1 Institute or Chairman of the Council, as the case may be, shall have a second  
2 or casting vote.

3 (3) Standing orders made for committees shall provide for the  
4 committees to report back to the Council on any matter referred to it by the  
5 Council.

6 (4) The quorum of the Council shall be 8 and the quorum of a  
7 committee of the Council shall be determined by the Council.

8 *Meetings of the Institute*

9 4.-(1) The Council shall convene an annual general meeting of the  
10 Institute on the day of every year or such other day as the Council may, from  
11 time to time, appoint so that if the meeting is not held within one year after  
12 the previous meeting, not more than fifteen months shall elapse between the  
13 respective dates of the two meetings. The President of the Institute shall  
14 oversee a special meeting of the Institute.

15 (2) A special meeting of the Institute may be convened by the  
16 Council at any time, if not less than 15 members of the Institute, give, by  
17 notice in writing addressed to the Registrar of the Institute, setting out the  
18 objects of the proposed meeting, the President of the Institute shall oversee a  
19 special meeting of the Institute.

20 (3) The quorum of any meeting of the Institute shall be 20 members  
21 and that of any special meeting shall be 15 members.

22 *Meetings of the Council*

23 5.-(1) Subject to the provisions of any standing order, the Council  
24 shall meet whenever it is summoned by the Chairman, and if the Chairman is  
25 required to do so by notice in writing given to him by not less than seven  
26 other members, he shall summon a meeting of the Council to be held within  
27 seven days from the day the notice was given.

28 (2) At any meeting of the Council, the Chairman, or in his absence,  
29 the Vice Chairman shall preside, but if both are absent, the members present  
30 shall appoint one of them to preside over the meeting.

1 (3) Where the Council desires to obtain the advice of any person on  
2 any matter, the Council may co-opt him as a member of the Council for such  
3 period as the Council deems fit, but a person who is a member by virtue of this  
4 subparagraph, shall not be entitled to vote at any meeting of the Council and  
5 shall not count towards a quorum.

6 (4) Notwithstanding anything in the foregoing provisions of this  
7 paragraph, the first meeting of the Council shall be summoned by the Minister  
8 who may give such directions as he thinks fit as to the procedure to be followed  
9 at such meeting.

10 *Meetings of Committees*

11 6.-(1) The Council may appoint one or more committees to carry out  
12 on behalf of the Council or the Institute, such function as the Council deems fit  
13 to determine.

14 (2) A committee appointed under this paragraph shall consist of the  
15 number of persons determined by the Council of whom not more than one-third  
16 may be persons who are not members of the Council and a person other than a  
17 member of the Council shall hold office on the committee in accordance with  
18 the terms of the instrument by which he is appointed.

19 (3) A decision of a committee of the Council shall be of no effect until  
20 it is confirmed by the Council.

21 *Miscellaneous*

22 7.-(1) The fixing of the Common Seal of the Institute shall be  
23 authenticated by the signature of the President or any member of the Council  
24 authorized generally or specially by the Institute to act for that purpose.

25 (2) Any contract or instrument which, if made or executed by a person  
26 not being a body corporate would not be required to be under seal, may be  
27 executed on behalf of the Council or Institute, as the case may require, by any  
28 person generally or specially authorized to act for that purpose by the Council.

29 (3) Any document purporting to be a document duly executed under  
30 the seal of the Institute shall be received in evidence and shall, unless the

1 contrary is proven, be deemed to be executed.

2 8. The validity of any proceeding of the Institute or the Councilor a  
3 committee of the Council shall not be adversely affected by any vacancy in  
4 membership, or by any defect in the appointment of a member of the  
5 Institute or Councilor of a person to serve on the committee or by reason that  
6 the person is not entitled to do so or took part in the proceeding.

7 9. Any member of the Institute or Councilor any person holding  
8 office on a committee of the Council, who has a personal interest in any  
9 contract or arrangement entered or proposed to be considered by the  
10 Councilor a committee thereof, shall forthwith declare his interest to the  
11 President or the Council, as the case may be, and shall not vote on any  
12 question relating to the contract or arrangement.

#### EXPLANATORY MEMORANDUM

This Bill seeks to establish the Institute of Chartered Franchise Executives of Nigeria to be charged with the responsibility for registration and discipline of its members.

