

# A BILL

## FOR

AN ACT TO ESTABLISH THE NIGERIA RESEARCH AND INNOVATION TRUST FUND CHARGED WITH THE RESPONSIBILITY FOR IMPOSING, MANAGING AND DISBURSING THE RESEARCH AND INNOVATION LEVY TOWARDS ACHIEVING THE COMMERCIALISATION OF RESEARCH FINDINGS IN NIGERIA; AND FOR RELATED MATTERS, 2019

*Sponsored by Hon. Beni Lar*

[ ] Commencement

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

1           1. The Objective of this Bill are to: Objectives

2           (a) Establish a Research and Innovation Tax dedicated to the  
3 commercialization of research findings in Nigeria;

4           (b) Establish the Nigeria Research and Innovation trust Fund  
5 which shall be responsible for imposing, managing and disbursing the  
6 Research and Innovation Tax;

7           (c) Establish the Nigeria Research and Innovation Trust Fund  
8 Board of Trustees which shall be responsible for the management of the  
9 Nigeria Research and Innovation Trust Fund in accordance with the  
10 provisions of this Bill; and

11           (d) Promote the commercialization of research undertaking in  
12 Nigeria and a knowledge-base economy for sustained national  
13 competitiveness.

14           2. The provisions of this Bill shall apply to the funding and Application  
15 management of research commercialization endeavours in Nigeria.

16           3.-(1) As from the commencement of this Bill, there shall be Imposition of the  
17 charged and payable an annual research and innovation tax which shall be  
18 assessed, collected and administered in accordance with assessed, collected  
Research and  
Innovation Tax

1 and administered in accordance with the provisions of this Bill.

2 (2) The tax at the rate of 1 percent shall be charged on the assessable  
3 profit of a company registered in Nigeria (in this Bill referred to as "a  
4 company).

5 (3) The assessable profit of a company shall be ascertained in the  
6 manner specified in the Companies Income Tax Act or the Petroleum Profits  
7 Tax Act (in this Act referred to as "the Act") as the case may be.

8 (4) Without prejudice to the provisions of subsection (3) of this  
9 section, section 60 of the petroleum profit tax Act shall not apply to the  
10 assessment, collection and payment of the research and innovation tax and all  
11 companies chargeable to the tax imposed under this Act.

Assessment  
and collection  
of Levy

12 4.-(1) The Federal Inland Revenue Service (in this Act referred to as  
13 the Service") shall assess and collect from a company the tax imposed by this  
14 Bill and accordingly:

15 (a) shall, when assessing a company, for Companies income tax or  
16 petroleum profit tax for an accounting period of the company, also proceed to  
17 assess the company for the tax due under this Bill; and

18 (b) the provision of the Bill relating to the collection of Companies  
19 income tax or petroleum profit tax shall, subject to this Bill, apply to the tax due  
20 under this Bill.

21 (2) The tax imposed by this Bill shall be due and payable within 60  
22 days after the service has served notice of the assessment on a company.

23 (3) The service may, for the purpose of assessment and collecting the  
24 tax imposed by this Bill, devise such forms as it may deem necessary.

Establishment  
of the Nigeria  
Research and  
Innovation  
Trust Fund

25 5.-(1) There is established the Nigeria Research and Innovation Trust  
26 Fund (in this Bill referred to as the Fund) charged with the responsibility of  
27 promoting and funding academic research-industry partnerships and  
28 commercializing products of research undertakings in Nigeria which shall be  
29 managed by the Board of Trustees established under section 6 of this Bill.

30 (2) The Fund:

1 (a) shall be a body corporate with perpetual succession and a  
2 common seal; and

3 (b) may sue and be sued in its corporate name.

4 (3) The service shall pay the tax collected under this Bill into the  
5 Fund and shall, when doing so, submit to the Fund, in such form as the Board  
6 of Trustees shall approve, a return showing:

7 (a) the name of the company making the payment;

8 (b) the amount collected;

9 (c) the assessable profit of the company for the accounting period;

10 and

11 (d) such other information as may be required by the Fund for the  
12 proper administration of the tax.

13 (4) The Fund shall, before disbursement of the amount in the Fund  
14 set aside in each year, an amount not exceeding 10 percent of the total  
15 monies accruing to the Fund in the preceding year which shall be applied:

16 (a) for the cost of administration and management of the Fund;

17 (b) for the maintenance of any property acquired by or vested in the  
18 Fund and generally to pay for service rendered to the Fund;

19 (c) for project monitoring;

20 (d) to meet all the needs of the Fund necessary for the due  
21 administration and implementation of the purpose of this Bill.

22 6.-(1) There is established for the Fund, a Board of Trustees (in this  
23 Bill referred to as "the Board of Trustees")

Establishment  
of the Board of  
Trustees

24 (2) The Board of Trustees shall consist of:

25 (a) a non-executive chairman who shall:

26 (i) be a person recommended by the Organised Private Sector of  
27 Nigeria to the Minister with a good knowledge in finance and administrative  
28 matters;

29 (ii) have qualities and experience as are required to perform the  
30 functions of that office under this Bill.

1 (b) A representative each of the following Federal Ministries who  
2 shall not be below the rank of a Director:

3 (i) Education;

4 (ii) Trade and Investment;

5 (iii) Science and Technology;

6 (iv) Finance; and

7 (v) Agriculture.

8 (c) 6 representatives from the public research institutions and  
9 universities in Nigeria;

10 (d) 3 representatives from private research institutions and  
11 universities in Nigeria;

12 (e) 6 representatives representing the organized private sector;

13 (f) A representative of the National Competitiveness Council of  
14 Nigeria;

15 (g) The Executive Secretary, who shall be the secretary to the Board  
16 of Trustees.

17 (3) The membership of the Board of Trustees shall reflect the six geo-  
18 political zones of the Federation.

19 (4) The members of the Board of Trustees shall:

20 (a) be persons with considerable experience to represent the business,  
21 financial and education sectors;

22 (b) be appointed by the President on the recommendation of the  
23 Minister;

24 (c) other than the ex-officio members, each hold office for a term of 4  
25 years in the first instance and may be eligible for re-appointment for further  
26 term of 4 years and no more;

27 (d) be paid such remuneration and allowances as the President may,  
28 from time to time, determine.

29 (5) The Board of Trustees shall meet for conduct of its ordinary  
30 meetings 4 times in a calendar year.

1 (6) Notwithstanding subsection (4) of this section, the Board of  
2 Trustees may meet to conduct such other business as exigency demands.

3 (7) The supplementary provisions contained in the Schedule to this  
4 Bill shall have effect with respect to the proceedings of the Board of  
5 Trustees.

6 7.-(1) A member of the Board of Trustees shall cease to hold office  
7 if he/she:

Cessation of  
Membership

8 (a) becomes of unsound mind;

9 (b) becomes bankrupt or makes a compromise with creditors;

10 (c) is convicted of a felony or any offence involving dishonesty, or  
11 of financial misappropriation;

12 (d) is guilty of serious misconduct in relation to his duties; or

13 (e) dies.

14 (2) A member of the Board of Trustees may be removed from office  
15 by the president if he is satisfied that it is not in the interest of the Fund or  
16 public that the member should continue in that office.

17 (3) A member of the Board of Trustees, other than an ex-officio,  
18 may resign his appointment by a notice in writing under his hand, addressed  
19 to the president.

20 (4) Where a vacancy occurs in the membership of the Board of  
21 Trustees, it shall be filled by the appointment of a successor to hold office for  
22 the remainder of the term office of his predecessor, so that the successor  
23 shall represent the same interest and shall be appointed by the president.

24 8. The Board of Trustees shall:

Functions of the  
Board of Trustees

25 (a) monitor and ensure collection of the research and innovation  
26 tax by the Service and ensure transfer of same to the Fund;

27 (b) manage and disburse the tax imposed by this Bill;

28 (c) liaise with the appropriate ministries or bodies responsible for  
29 collection or safe keeping of the tax;

30 (d) develop and issue from time to time, the parameters for funding

1 research industry collaborative projects and other projects of the Fund which  
2 shall include economic viability and local industry input;

3 (e) receive requests and approve admissible projects after due  
4 consideration;

5 (f) ensure disbursement of fund to various research institutions in  
6 Nigeria in line with the purposes of this Bill;

7 (g) monitor and evaluate execution of the projects;

8 (h) Invest funds in appropriate and safe securities;

9 (i) update the Federal Government on its activities and progress  
10 through annual and audited reports;

11 (j) review progress and suggest improvement within the provisions of  
12 this Bill;

13 (k) do such other things as are necessary or incidental to the objects of  
14 the Fund under this Bill or as may be assigned by the Federal Government;

15 (l) ensure the Fund consistently earns revenue from the licensing of  
16 the innovation developed from its funding activities; generally regulate the  
17 administration, application and disbursement of monies from the Fund under  
18 this Bill.

Management  
and Administration  
of Fund

19 9.-(1) The Board of Trustees shall administer the tax imposed by this  
20 Bill and disburse the amount in the Fund to research projects in both public and  
21 private organization, specifically for the purpose of funding;

22 (i) research efforts with commercial feasibility;

23 (iii) early stage innovations;

24 (iii) a national knowledge transfer office offering free or subsidized  
25 patent processing services;

26 (iv) public-private research collaborations;

27 (v) research database;

28 (vi) research-industry business summits;

29 (vii) innovation prizes.

30 (viii) industry focused transnational doctoral training centres

1 established in Nigerian universities in partnership with world-class research  
2 institutions;

3 (ix) any other need which, in the opinion of the Board of Trustees,  
4 is critical and essential for the development of a knowledge-based economy  
5 in Nigeria.

6 (2) The Board of Trustees shall administer, manage and disburse  
7 the tax imposed by this Bill on the basis of:

8 (a) local industry participation as a pre-condition for funding;

9 (b) funding of all public and private tertiary educational and  
10 research institutions;

11 (c) merit-based interventions and with consideration for balance  
12 among the 6 geo-political zones of the Federation;

13 (d) equality among the states of the Federation in the case of  
14 regular intervention;

15 (e) adequate consideration for capacity to earn royalties for the  
16 Fund in the event of business profitability;

17 (f) the consideration that income earned from such royalties should  
18 be pegged to the invested amount or slightly above;

19 (g) focus on partnership with research organizations with  
20 considerations to ensure that such organizations can revenue from the  
21 exploitation of research findings.

22 (4) The Board of Trustees shall have power to give due  
23 consideration to the peculiarities of each geo-political zone in the  
24 disbursement and management of the tax imposed by this Bill between the  
25 various recipients.

26 10.-(1) There shall be for the Fund an Executive Secretary who  
27 shall:

28 (a) be appointed by the president on the recommendation of the  
29 Minister from the pool of nominees of the Organised Private Sector'

30 (b) be the Chief Executive and Accounting officer of the Fund;

Appointment of  
the Executive  
Secretary and  
other staff of the  
Fund

1 (c) be a person with relevant management background with good  
2 knowledge and cognate academic and financial management experience;

3 (d) have qualifications and experience as are appropriate for a person  
4 required to perform the functions of that office under this Bill; and

5 (e) hold office for a period of 4 years in the first instance and may be  
6 eligible for re-appointment for another term of 4 years only and on such terms  
7 and conditions as to emoluments, and conditions of service as may be specified  
8 in his letter of appointment.

9 (2) The Executive Secretary shall, subject to the general direction of  
10 the Board of Trustees, be responsible for:

11 (a) the day-to-day administration of the Fund;

12 (b) keeping the books and proper records of the proceedings of the  
13 Board of Trustees;

14 (c) the administration of the secretariat of the Board of Trustees; and

15 (d) the general direction and control of all other employees of the  
16 Fund.

17 (3) The Board of Trustees shall have power to:

18 (a) employ either directly or on transfer or secondment from any  
19 private organization, civil or public service in the Federation such number of  
20 employees as may, in the opinion of the Board, be required to assist the Board  
21 of Trustees and the Executive Secretary in the discharge of their functions  
22 under this Bill; and

23 (b) pay to persons so employed such remuneration (including  
24 allowances) as the Board of Trustees may, with the approval of the National  
25 Salaries, Income and Wages Commission, determine.

Removal of the  
Executive  
Secretary

26 **11.-(1)** The Executive Secretary may be suspended or removed from  
27 office by the Senate if he:

28 (a) has demonstrated inability to effectively perform the duties of his  
29 office;

30 (b) is guilty of serious misconduct in relation to his duties as



1 Executive Secretary;

2 (c) in the case of person possessed of professional qualifications, is  
3 disqualified or suspended from practicing his profession by order of a  
4 competent authority;

5 (2) Where the Executive Secretary is unable to perform the  
6 functions of his office due to temporary incapacity which is likely to be  
7 prolonged, the President may, on the recommendation of the Minister,  
8 appoint a substitute to act as the Executive Secretary.

9 **12.**-(1) Service in the Fund shall be approved service for purposes Pension  
10 of pension.

11 (2) Employees of the Fund shall be entitled to pension, gratuity and  
12 other retirement benefits as are enjoyed by persons holding equivalent  
13 grades in the Civil Service of the Federation.

14 (3) Notwithstanding in subsection (1) or (2) of this section, nothing  
15 in this Bill shall prevent the appointment of a person to any office on terms  
16 which preclude the grant of pension and gratuity in respect of that office.

17 (4) For the purposes of the application of the provisions of the  
18 pension Reform Act, any power exercisable by a Minister or other authority  
19 of the Government of the Federation, other than the power to make give  
20 directives under section 24 thereof, is vested in and shall be exercisable by  
21 the Board of Trustees.

22 **13.**-(1) The Fund shall not later than three months to the end of a Statement of  
23 financial year, prepare and present to the Minister for approval a statement estimated Income  
24 of estimated income and expenditure for the following financial year. and Expenditure

25 **14.**-(1) The Fund shall keep proper books and other records of Proper Books  
26 account in respect of all receipts and expenditure in accordance with and Records of  
27 acceptable principles of accounting. Accounts

28 (2) The accounts of the Fund shall be audited by Auditors to be  
29 appointed annually by the Fund among the list of auditors and in accordance  
30 with the guidelines prepared by the Auditor-General of the Federation.

1 (3) Auditors appointed pursuant to subsection (2) of this section shall  
 2 have access to all accounts and other records relating to such accounts which  
 3 are kept by the Fund or its agents and shall have the power to require from any  
 4 member of the Board of Trustees or employee or agent of the Fund such  
 5 information and explanation as in the auditor's opinion are necessary for the  
 6 purpose of the audit.

7 (4) Any member of the Board of Trustees, employee or agent of the  
 8 Fund who fails without reasonable cause to comply with a request or  
 9 instruction of an auditor pursuant to subsection (4) of this section commits an  
 10 offence and liable on conviction to a fine not less than N250,000.

Audits and  
Accounts

11 15.-(1) The Fund shall, within three months after the end of each  
 12 financial year, furnish the National Assembly with:

13 (a) a copy of the audited accounts of the Fund prepared by a reputable  
 14 external auditing firm;

15 (b) a copy of the general report and full report of the external auditor;  
 16 and

17 (c) an annual report detailing:

18 (i) the state of affairs of the Fund for the financial year

19 (ii) opportunities and constraints impacting upon the Board's  
 20 performance and the actions proposed for addressing them.

Exemptions/  
Discretions

21 16.-(1) The provisions of any enactment relating to the taxation of  
 22 companies or trust funds shall not apply to the Fund.

Offence

23 17.-(1) A person who contravenes or fails to comply with provisions  
 24 of this Bill is guilty of an offence under this Bill.

25 (2) Subject to the provisions of subsection (3) of this section:

26 (a) If a tax due under section 3 of this Bill is not paid within the time  
 27 specified in that section, the Service shall serve on the company, a demand note  
 28 for the unpaid tax plus a sum which is equal to 5 percent of the tax; and

29 (b) If a sum demand under paragraph (a) of this subsection is not paid

1 within 2 months of the demand, the company is guilty of an offence under  
2 this Bill; and

3 (3) Notwithstanding any other provision in this Bill, it shall be the  
4 duty and responsibility of every company liable to pay research and  
5 innovation tax to ensure that its annual returns are filed with the service for  
6 the purpose of assessment of the research and innovation tax.

7 (4) Where an offence under this Bill is committed by a body  
8 corporate or firm or other association of individuals:

9 (a) every director, manager, secretary or other similar officer of the  
10 body corporate;

11 (b) every partner or officer of the firm;

12 (c) every person concerned in the management of the affairs of the  
13 association; or

14 (d) every person who has purporting to act in the capacity is  
15 severally guilty of the offence and liable to be proceeded against and  
16 punished for the offence in like manner as if he had himself committed the  
17 offence, unless he proves that the act or omission constituting the offence  
18 took place without his knowledge, consent or connivance.

19 18.-(1) Except as otherwise provided in this Bill, a person guilty of Penalty  
20 an offence under this Bill shall, on conviction, be liable:

21 (a) For a first offence, to imprisonment for a term of 6 months or to  
22 a fine up to N1,000,000.00 or both; and

23 (b) For a second and subsequent offence to imprisonment for a  
24 term of 12 months or to a fine of up to N2,000,000.00 or both.

25 (2) The institution of proceedings or imposition of a penalty under  
26 this Bill shall not relieve a company from liability to pay to the Service a tax  
27 which is or may become due under this Bill.

28 (3) Notwithstanding subsection (1) (a) and (b) of this section,  
29 where any company or corporate body liable to file a research and  
30 innovation tax under this Bill fails in any year to file such return, the service

1 is of the opinion that such a company or corporate body is liable to pay research  
2 and innovation tax, may, according to the best of its jurisdiction determine the  
3 amount of assessable profit of such company, and make an assessment of  
4 research and innovation tax in accordance with the provisions of this Bill.

Jurisdiction

5 19. The Federal High Court shall have jurisdiction to try offender  
6 under this Bill.

Limitation of  
suits against  
the Fund

7 20.-(1) Subject to the provisions of this Bill, the provisions of the  
8 Public Officers Protection Act shall apply in relation to any suit instituted  
9 against any officer or employee of the Fund.

10 (2) Notwithstanding anything contained in any other law or  
11 enactment, no suit against any member of the Board of Trustees, the Executive  
12 Secretary or any other officer or employee of the Fund for any act done in  
13 pursuance or execution of the Act or any other law or enactment, or of any  
14 public duty or authority or in respect of any alleged neglect or default in the  
15 execution of this Bill or such law or enactment, duty or authority, shall lie or be  
16 instituted in any court unless:

17 (a) It is commenced within 3 months next after the act, neglect or  
18 default complained of; or

19 (b) In the case of a continuation of damage or injury, within 6 months  
20 next after the ceasing thereof.

21 (3) No suit shall be commenced against a member of the Board of  
22 Trustees, the Trustees, the Executive Secretary, officer or employee of the  
23 Fund before the expiration of a period of one month after written notice of  
24 intention to commence the suit shall have been served upon the Fund by the  
25 intending plaintiff or his agent.

26 (4) The notice referred to in subsection (3) of this section shall clearly  
27 and explicitly state the cause of action, the particulars of the claim, the name  
28 and place of abode of the intending plaintiff and the relief which he claims.

Service of  
Documents

29 21. A notice, summons or other document required or authorized to  
30 be served upon the Fund under the provisions of this Bill or any other law or

1 enactment may be served by delivering it to the Executive Secretary or by  
2 sending it by registered post and addressed to the Executive Secretary at the  
3 principal office of the Fund.

4 22.-(1) In any action or suit against the Fund, no execution or  
5 attachment of process in the nature thereof shall be issued against the Fund.

Restriction on  
execution against  
property of the  
Fund

6 (2) Any sum of money which may, by the judgment of any court, be  
7 awarded against the Fund shall, subject to any direction given by the court  
8 where notice of appeal of the said judgment has been given, be paid from the  
9 general reserve fund of the Fund.

10 23. A member of the Board of Trustees, the Executive Secretary,  
11 any officer or employee of the Fund shall be indemnified out of the assets of  
12 the Fund against any proceeding, whether civil or criminal, in which  
13 judgment is given in his favour, or in which he is acquitted, if any such  
14 proceeding is brought against him in his capacity as a member of the Board  
15 of Trustees, the Executive Secretary, officer or employee of the Fund.

Indemnity of  
Officers

16 24. The Minister may, on the recommendation of the Board of  
17 Trustees and subject to the approval of the president, make regulations  
18 generally for the purposes of this Bill and the due administration thereof.

Power of the  
Minister to give  
directives

19 25. The Board shall on or before 31st December in each year,  
20 prepare and submit to the Federal Executive Council through the Minister, a  
21 report of its activities during the preceding financial year and shall include:  
22 Management accounts of the Institute in respect of that financial year for the  
23 Auditor's comments on the account.

Annual Report  
and other reports

24 26. By virtue of this Bill, all properties (movable and immovable)  
25 held by or on behalf of the Institute hereafter in this section referred to as  
26 "the Institute) shall, as from the commencement of this Bill, vest in the  
27 Nigerian Institute of Leather and Science Technology (NILEST).

Transfer of  
Right

28 27. All causes of action by or against the Institute shall be handled  
29 or prosecuted by the Institute Legal Officers or counsel from the Ministry or  
30 the Attorney General of the Federation office or an external legal

Court Matters

1 practitioner to be recommended by the Institute Legal Adviser.

Pre-action  
Notice

2           **28.** Pre-action notice of thirty days shall be served on Institute before  
3 suing the Institute in any court of law.

Recourse to  
Court

4           **29.** No Staff of the Institute shall sue the Institute without first and  
5 foremost ventilating his/her grievance before Governing Board of the Institute.

Interpretation

6           **30.** In this Bill:

7 "Act" means the Companies Income tax and the petroleum profit tax;

8 "Board of Trustees" means the Board of Trustees established under section 6 of  
9 this Bill;

10 "Company" means a company registered in Nigeria;

11 "Fund" means the Nigeria Research and Innovation Trust Fund established  
12 under section 5 of this Bill;

13 "Minister" means the Minister charged with responsibility for matters relating  
14 to Science and Technology in Nigeria;

15 "The Service" means the Federal Inland Revenue established under the Federal  
16 Inland Revenue (Established) Act, 2007;

17 "Educational Institution" means a public or private university;

18 "Research Institution" means a public or private research institution;

19 "Senate" means the Senate of the Federal Republic of Nigeria.

20           (2) Where no provision is made in this Bill for a matter relating to the  
21 assessment and collection of the tax imposed by this Bill, the provision of the  
22 Bill relating to the assessment and collection of Companies income tax or  
23 petroleum profit tax, as the case may be, shall apply mutatis mutandis to that  
24 matter.

Citation

25           **31.** This Bill may be cited as the Nigeria Research and Innovation  
26 Trust Fund (Establishment, Etc.) Bill, 2019.

1

## SCHEDULE I

2

## SUPPLEMENTARY PROVISIONS RELATING TO THE BOARD

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*Tenure of Office of Members*

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1.-(1) A member of the Board shall hold office for a period of two years beginning with the date on which he was appointed and shall be eligible for re-appointment for a further term of two years and thereafter, he shall no longer be eligible for re-appointment or as may be determined by the President and Commander in Chief of the Armed Forces.

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(2) Members of the Board holding office as specified in paragraph 1 (1) above, shall be paid remuneration or allowance in accordance with rates specified from time to time by the Head of Service of the Federation.

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(3) A member of the Board holding office as specified in paragraph (1) above may by notice in writing to the Minister, resign his office.

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2.-(1) Where a vacancy occurs in the membership of the Board, that vacancy shall be filled by the appointment of a successor to hold office for the remainder of the term of office of his predecessor, so however that the successor shall represent the same interest as his predecessor.

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(2) The Board may act notwithstanding any vacancy in its membership or the absence of any member or that person not entitled to do so take part in its proceeding.

21

## SECOND SCHEDULE

22

## SUPPLEMENTARY PROVISIONS RELATING TO THE BOARD OF TRUSTEES

23

1.-(1) Subject to this Bill and section 27 of the Interpretation Act, the Board of Trustees may make standing orders regulating its proceedings or those of any of its committee.

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(2) The quorum of the Board of Trustees shall be 8 members and the quorum of any committee of the Board of Trustees shall be determined by the Board of Trustees.

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2.-(1) The Board of Trustees shall meet not less than 4 times in each year and subject thereto, the Board of Trustees shall meet whenever it is

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1 summoned by the Chairman, and if the Chairman is required to do so by notice  
2 given to him by not less than 5 other members, he shall summon a meeting of  
3 the Board of Trustees to be held within 14 days from the date on which the  
4 notice is given.

5 (2) At any meeting of the Board of Trustees, the Chairman shall  
6 preside but if he is absent, the members present at the meeting shall appoint one  
7 of them to preside at that meeting.

8 (3) Where the Board of Trustees desires to obtain the advice of any  
9 person on a particular matter, the Board of Trustees may co-opt him to the  
10 Board of Trustees for such period, as it thinks fit; but a person who is in  
11 attendance by virtue of this sub-paragraph shall not entitle to vote at any  
12 meeting of the Board and shall not count towards a quorum.

13 3.-(1) The Board of Trustees may appoint one or more committees to  
14 carry out, on behalf of Board of Trustees, such of its functions as the Board of  
15 Trustees may determine.

16 (2) A committee appointed under this paragraph shall consist of such  
17 member of persons (not necessarily members of the Board of Trustees) as may  
18 be determined by the Board of Trustees; and a person other than a member of  
19 the Board of Trustees shall hold office on the committee in accordance with the  
20 terms of his appointment.

21 (3) A decision of a committee of the Board of Trustees shall be of no  
22 effect until it is confirmed by the Board of Trustees.

23 4.-(1) The fixing of the seal of the Fund shall be authenticated by the  
24 signature of the Chairman and any other person authorized generally or  
25 specially to act for purpose by the Board of Trustees.

26 (2) Any contract or instrument which, if made or executed by a person  
27 not being a body corporate, would not be required to be under seal may be made  
28 or executed on behalf of the Fund by the Executive Secretary or any person  
29 generally or specially authorized to act for that purpose by the Board of  
30 Trustees.



1                   (3) Any document purporting to be document duly executed under  
2                   the seal of the Fund shall be received in evidence and shall, unless and until  
3                   the contrary is proved, be presumed to be executed.

4                   5. The validity of any proceeding of the Board of Trustees or of a  
5                   committee thereof shall not adversely affected by any vacancy in the  
6                   membership of the Board of Trustees or committee, or by any defect in the  
7                   appointment of a member of the Board of Trustees or a committee, or by  
8                   reason that a person not entitled to do so took part in the proceedings of the  
9                   Board of Trustees or Committee.

#### EXPLANATORY MEMORANDUM

This Bill seeks to establish the Nigeria Research and Innovation Trust Fund charged with the responsibility for imposing, managing and disbursing the Research and Innovation Tax towards achieving the commercialization of research findings in Nigeria.

