A BILL

FOR

AN ACT TO AMEND THE COMPANIES AND ALLIED MATTERS ACT, 2004 AND OTHER RELATED MATTERS

Sponsored by Hon. Ossai Nicholas Ossai

[ ] Commencement

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

1. The Companies and Allied Matters Act, Laws of the Federation of Nigeria, 2004, (hereinafter referred to as the "Principal Act") is amended as set out hereunder.

2. Section 26 subsection 3, in line 3 of the Principal Act is amended by deleting the phrase, "otherwise than as a member."

3. Section 26 subsection 5 of the Principal Act is amended by adding the following new proviso to same subsection 5 which reads as follows:

"But where the Attorney-General of the Federation did not specify either by way of authorization or denial of authorization within two months from the date of receipt of the application for such authority, the Corporate Affairs Commission shall proceed to register the Memorandum of a company limited by guarantee."

4. Section 30 subsections 1 and 2, line 1 of each subsections of the Principal Act is amended by inserting the phrase "Incorporated Trustee" after the word "company".

5. Section 293 of the Principal Act is amended by adding subsection 3 immediately after subsection 2. The subsection 3 is as follows:

"If any company shall carry on business without a Secretary for more than six months, the company and every officer of the company who is in default shall be liable to a fine not exceeding N50,000 in the case of a Private

Company or N500,000 in the case of a Public Company."

6. This bill may be cited as the Companies and Allied Matters Act (Amended) Bill, 2015.

EXPLANATORY MEMORANDUM

The bill seeks to update some guiding principles in the Corporate Affairs Commission with a view to facilitate the process of incorporation that reflects the reality of best global practices in the corporate industry.