

**THE NIGERIAN INSTITUTE OF MANAGEMENT
(ESTABLISHMENT) ACT, 2003**



ARRANGEMENT OF SECTIONS

SECTION :

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2. Election of the Principal Officers of the Institute.
3. Governing Council and its Membership.
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SCHEDULE

**THE NIGERIAN INSTITUTE OF MANAGEMENT
(ESTABLISHMENT) ACT, 2003**

2003 ACT No. 14

AN ACT TO ESTABLISH THE NIGERIAN INSTITUTE OF MANAGEMENT ; AND FOR
RELATED MATTERS

[19th June, 2003]

Commence-
ment.

ENACTED by the National Assembly of the Federal Republic of Nigeria—

PART 1 — ESTABLISHMENT OF THE NIGERIAN INSTITUTE OF MANAGEMENT, GOVERNING
COUNCIL AND ITS DUTIES

1.—(1) There shall be established a body to be known as the Nigerian Institute of Management (in this Act referred to as “ the Institute”) which shall be a body corporate under that name and be charged with the general duty of—

Establish-
ment of the
Nigerian
Institute of
Managment
and its duties.

(a) determining what standards of knowledge and skill are to be attained by persons seeking to become members of the management profession and raising those standards from time to time as circumstances may permit ;

(b) securing in accordance with the provisions of this Act the establishment and maintenance of registers of members and the publication from time to time of a list of those members ;

(c) regulating and controlling the profession of management in all its aspects and ramifications ; and

(d) performing through the Council under this Act the functions conferred on it by this Act.

(2) The institute shall have perpetual succession and a common seal which shall be kept in such custody as the Council under this Act may from time to time authorize.

(3) The institute may sue and be sued in its corporate name and may, hold, acquire and dispose of any property, movable and immovable.

(4) Subject to the provisions of this Act, members admitted to the institute shall possess adequate knowledge and experience as managers and be enrolled in the category of :

(a) companions ;

(b) fellows ;

(c) members ; and

(d) associates.

(5) Persons accorded status as professional managers by the Council shall be entitled to the use of that name and shall be recorded as :

(a) companions ;

(b) fellows ;

(c) members ; and

(d) associates ;

Provided they satisfy all the criteria as stipulated by the Council from time to time as applicable to each grade of membership and as contained in the bye-laws of the Institute.

(6) Every professional member excluding companions are required to attend a number of mandatory continuing professional education programme (MCPEP)—as specified by the Council and as contained in the bye-laws as a prerequisite to upgrading.

(7) All newly elected members into the grades of Associates and Members shall undergo Membership Induction Programme (MIP) before the confirmation of their election into these grades.

(8) The following are the designated letters for—

(a) Companions of the Nigerian Institute of Management shall be CNIM ;

(b) Fellows of the Nigerian Institute of Management shall be FNIM ;

(c) Members of the Nigerian Institute of Management shall be MNIM ; and

(d) Associates of the Nigerian Institute of Management shall be AMNIM.

(9) Graduates and students registered for training shall become professional members only after satisfying requirements for membership as stipulated in the bye-laws.

(10) Affiliates are companies or individuals with functional working relationship with the Institute.

(11) Corporate members, firm, company, association, institution or other corporate or incorporated body may at the discretion of the Council, be admitted as a Corporate Member and admission as a corporate member shall not confer professional membership of the institute on any member of the company or organisation.

Election of
the Principal
Officers of
the Institute.

2.—(1) The principal officers of the Institute shall be the President, Deputy President and a National Treasurer who shall be financial members in the grades of Associates, Members and Fellows of the Institute, to be elected annually at the first Council meeting after the annual general meeting and hold the same office for not more than 2 years continuously.

(2) The President shall be the Chairman at the meetings of the Institute. But in the event of the death, incapacity or inability for any reason of the President, the Deputy President shall act in his stead for the unexpired portion of the term of office.

(3) The President, Deputy President and the National Treasurer shall respectively be Chairman, Deputy Chairman and the Treasurer of the Council.

(4) If the President or the Deputy President or the National Treasurer ceases to be a member of the Institute, he shall cease to hold any of the offices designated under this section.

3.—(1) There shall be, as the governing body of the Institute, a Council charged with the administration and general management of the Institute.

Governing
Council and
its
membership.

(2) The Council shall consist of the following members—

- (a) the President of the Institute who shall be the Chairman ;
- (b) the Deputy President of the Institute who shall be the Vice-Chairman ;
- (c) the Treasurer ;
- (d) four Vice-Presidents ;
- (e) one person representing the Federal Ministry or other Federal Office in charge of Establishment or Management Matters ;
- (f) six zonal Chairmen elected every two (2) years from the Six Geo-political Zones ;
- (g) 12 others (beside the officers in (a) to (c) above who are individual members of Council elected at the annual general meeting ;
- (h) seven corporate members nominated by Council ;
- (i) three representatives from educational and training institutions nominated by the Council ;
- (j) a Chairman Board of Fellows ;
- (k) chairmen of Committees of Council (who are elected Council members) ;
- (l) past Presidents of the Institute and Chairmen of Council ; and
- (m) any co-opted member(s) up to a maximum of 10.

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

First
Schedule.

4.—(1) There shall be appointed annually by the Council, a Board of Fellows, to co-ordinate the activities of fellows of the Institute and to recommend to the Council on yearly basis admission of members to the fellowship and companionship grades.

Appointment
of Board of
Fellows.

(2) The Board of Fellows shall consist of persons who have been duly elected as Fellows of the Institute.

PART II—FINANCIAL PROVISIONS

5.—(1) The Council shall establish and maintain a fund, the management and control of which shall be in the hands of the Council and into which shall be paid—

Funds of the
Institute.

- (a) all monies received by the Council in pursuance of this Act ;
- (b) all fees and other monies payable to the Council by its members, individuals

and corporate bodies ; and

(c) such monies as may be provided by the Federal, State and Local Governments or individuals or corporate bodies, national or international to the Council by way of grant, subvention or by way of loan or otherwise.

(2) There shall be paid out of the Fund of the Institute :

(a) all expenditure incurred by the Council in the discharge of its functions under this Act ;

(b) the remunerations and allowances of the Registrar and other staff of the Institute ; and

(c) such reasonable travelling and subsistence allowances of members of the Council in respect of the time spent on the duties of the Council as the Council may determine.

(3) The Council may invest money of the Fund in any security created or issued by or on behalf of the Government of the Federation or in any other securities in Nigeria approved by Council.

(4) The Council may, from time to time, borrow money for the purposes of the Institute and any interest payable on moneys so borrowed shall be paid out of the Fund.

(5) The Council shall keep proper accounts on behalf of the Institute in respect of each year and proper record in relation to those accounts and the Council shall cause the account to be audited by an auditor appointed from the list and in accordance with the guidelines supplied by the Auditor-General of the Federation.

(6) The auditor appointed for the purposes of this section, shall not be a member of the Council.

PART III—THE REGISTRAR

Appointment
and duties of
the Registrar
and prepara-
tion of the
Register.

6.—(1) It shall be the duty of the Council to appoint a fit person to be the Registrar for the purposes of this Act.

(2) The Registrar shall be the Head of Administration of the Institute and Secretary to the Council.

(3) The Registrar shall prepare and maintain, in accordance with the rules made by the Council, a register of the names, addresses, approved qualifications and other relevant particulars as may be specified in the rules, of all persons who are entitled to be enrolled as companions, fellows, members or associates.

(4) The Register shall consist of five parts of which one part shall be in respect of companions, the second part shall be in respect of fellows, the third part shall be in respect of members, the fourth shall be in respect of associates and the fifth part shall be in respect of graduates and students.

(5) Subject to the following provisions of this section, the Council may make rules with respect to the form and keeping of the Register and making of entries

therein, and in particular—

- (a) the making of applications for enrolment ;
- (b) providing for notification to the Registrar, by the person to whom registered particulars relate, of any change in those particulars ;
- (c) authorizing a registered person to have any qualification which is in relation to the relevant division of the profession, either an approved qualification or an accepted qualification for the purpose of this Act registered in relation to his name in addition to or, as he may elect, in substitution for any other qualifications so registered ;
- (d) specifying the fees including subscription to be paid to the Institute in respect of the entry of names on the Register authorizing the Registrar to refuse to enter a name on the Register until the fee specified for the entry has been paid.
- (e) specifying anything failing to be specified under this section, but rules made for the purposes of subsection (4) of this section shall not come into force until they are confirmed at a special meeting of the Institute convened for that purpose or at the next annual general meeting as the case may be.

(6) The Registrar shall—

- (a) correct, in accordance with the Council's directions, any entry in the Register which the Council directs him to correct as being in the Council's opinion an entry which was incorrectly made ;
- (b) make from time to time any necessary alterations in the registered particulars of registered persons ;
- (c) remove from the Register the name of any registered person who has died ;
- (d) record the names of members of the Institute who are in default for more than twelve months in the payment of annual subscriptions, and take such action in relation thereto (including removal of the names of the defaulters from the Register) as the Council may direct or require.

(7) If the Registrar—

- (a) sends by post to any registered person a letter addressed to him at his address on the Register enquiring whether the registered particulars relating to him are correct and receives no reply to the letter within the period of six months from the date of posting ; and
- (b) upon the expiration of that period sends in the like manner to the person in question a second similar letter and receives no reply to that letter within three months from the date of posting it ;

The Registrar may remove the particulars relating to the person in question from the Register and the Council may direct the Registrar to restore to the appropriate part of the Register any particulars removed there from under this sub section.

Publication
of Registers
and list of
corrections.

7.—(1) The Registrar shall—

(a) cause the Register to be printed, published and put on sale to members of the public not later than two months from the appointed day ;

(b) in each year after that, in which the Register is first published cause to be printed, published and put on sale as either a corrected edition of the Register or a list of alterations made to the Register since it was last printed ; and

(c) cause a print of each edition of the Register and of each list of correction to be deposited at the principal offices of the Institute and the Council shall keep the Register and list so deposited available at all reasonable times for inspection by members of the Institute.

(2) A document purporting to be a print of an edition of the Register published under this section by authority of the Registrar, or documents purporting to be prints of an edition so published, shall (without prejudice to any other mode of proof) be admissible in any proceeding as evidence that any person specified in the document, for the documents read together, as being registered was so registered at the date of the edition or of the list of corrections, as the case may be, and that any person not so specified was not so registered.

(3) Where in accordance with Subsection (2) of this section, a person is, in any proceeding, shown to have been, or not to have been, registered at a particular date, he shall, unless the contrary is proved, be taken for the purposes of those proceedings as having at all material times thereafter continued to be, or not to be, so registered.

PART IV—REGISTRATION

Registration
of Profes-
sional
Management
Practitioners.

8.—(1) Subject to rules made under Section 7 of this Act, a person shall be entitled to be enrolled or registered as a management practitioner if—

(a) he passes the qualifying examination accepted by the Council and completes the practical training prescribed by the Institute under this Act ; or

(b) he holds any other qualification accepted by the Institute for the time being ; or

(c) he qualifies for enrolment as member in any of the categories specified under Subsection 4 (a)-(d) of Section 1 of this Act.

(2) An applicant for registration shall, in addition to evidences of qualification, satisfy the Council that—

(a) he is of good character ;

(b) he has attained the age as prescribed in the Bye-Laws of the Institute ; and

(c) he has not been convicted in Nigeria or else where of an offence involving fraud or dishonesty.

(3) The Council shall, from time to time, publish particulars of qualification for the time being accepted by the Council for registration.

9.—(1) The Council may approve any institution for the purposes of this Act, and may for those purposes approve—

Approval of
qualifica-
tions, etc.

(a) any course of training at an approved institution which is intended for persons who are seeking to become or are already management practitioners and which the Council considers is designed to confer on persons completing it sufficient knowledge and skills for admission to the Institute ;

(b) any qualification which, as a result of an examination taken in conjunction with a course of training approved by the Council under this section, is granted to candidates reaching a standard at the examination indicating in the opinion of the members of the Council that the candidates have sufficient knowledge and skill to practise the profession.

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

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

(b) give each such person an opportunity of making to the Council representation with regard to the proposal ; and

(c) take into consideration any representations made in respect of the proposal.

(3) Any period during which the approval of the Council under this section for a course, qualification or institution is withdrawn, the course, qualification or institution shall not be treated as approved under this section, but the withdrawal of such an approval shall not prejudice the registration or eligibility for registration of any person who by virtue of the approval was registered or eligible for registration immediately before the approval was withdrawn.

(4) The giving or withdrawal of an approval under this section shall have effect from such date, either before or after the execution of the instrument signifying the giving or withdrawal of the approval, as the Council may specify in that instrument, and the Council shall—

(a) publish as soon as possible a copy of every such instrument in the print media ; and

(b) not later than seven days before its publication, send a copy of the instrument to the Minister.

10.—(1) It shall be the duty of the members of the Council to keep themselves informed of the nature of—

Supervision
of instruction
and
examinations
leading to
approved
qualifications.

(a) the instruction given at approved institution to persons attending approved courses of training; and

(b) the examinations as a result of which approved qualifications are granted, and for the purposes of performing that duty the Council may appoint, either from

among its own members or otherwise, persons to visit approved institutions, or to attend such examinations.

(2) It shall be the duty of a visitor appointed under this section to report to the Council on—

(a) the sufficiency of the instruction given to persons attending approved courses of training at institutions visited by him;

(b) the sufficiency of the examination attended by him; and

(c) any other matters relating to the institution or examination on which the Council may, either generally or in a particular case, request him to report, but no Visitor shall interfere with the giving of any instruction or the holding of any examination.

(3) On receiving a report made in pursuance of this section, the Council may, if it thinks fit, and shall if so required by the Institute, send a copy of the report to the person appearing to the Council to be in charge of the institution or responsible for examination to which the report relates requesting that person to make observation on the report to the Council within such period as may be specified in the request, not being less than one month beginning with the date of the request.

PART V—PROFESSIONAL DISCIPLINE

Establish-
ment of
Professional
Management
Disciplinary
Tribunal and
Professional
Management
Investigating
Panel.

11.—(1) There is established a tribunal to be known as the Professional Management Disciplinary Tribunal (in this Act hereafter referred to as “the Tribunal”), which shall be charged with the duty of considering and determining any case referred to it by the Panel established by subsection (3) of this section, and any other case of which the tribunal has cognisance under this Act..

(2) The Tribunal shall consist of a Chairman of the Council and six other members appointed by the Council.

(3) There shall be a body, to be known as the Professional Management Investigation Panel (in this Act referred to as “the Panel”), which shall be charged with the duty of—

(a) conducting a preliminary investigation into any case where it is alleged that a member has misbehaved in his capacity as a professional management practitioner, or should for any other reason be the subject of proceedings before the tribunal ; and

(b) deciding whether the case should be referred to the Tribunal.

(4) The Panel shall be appointed by the Council and shall consist of two members of the Council and three registered members who are not members of the Council.

Third
Schedule.

(5) The provisions of the Third Schedule to this Act, shall, so far as applicable to the Tribunal and Panel respectively, have effects with respect to those bodies.

(6) The Council may make rules or bye-laws not contained in this Act as to acts which constitute professional misconduct.

12.—(1) Where—

Penalties for
unprof-
essional
conducts, etc.

(a) a member is judged by the Tribunal to be guilty of infamous conduct in any professional respect ;

(b) a member is convicted, by any Court in Nigeria or elsewhere having power to award imprisonment, of an offence (whether or not punishable with imprisonment) which in the opinion of the Tribunal is incompatible with the status of a professional management practitioner ; or

(c) the Tribunal is satisfied that the name of any person has been fraudulently registered ;

The Tribunal may, if it thinks fit, give a direction reprimanding that person or ordering the Registrar to strike his name off the relevant part of the Register.

(2) The Tribunal may, if it thinks fit, defer its decision as to the giving of a direction until a subsequent meeting of the Tribunal; but—

(a) no decision shall be deferred under this subsection for periods exceeding two years in the aggregate; and

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

(3) For the purposes of subsection (1) (b) of this section, a person shall not be treated as convicted unless the conviction stands at a time when no appeal or further appeal is pending or may (without extension of time) be brought in connection with the conviction.

(4) When the Tribunal gives a direction under subsection (1) of this section the Tribunal shall cause notice of direction to be served on the person to whom it relates.

(5) The person to whom such a direction relates may, at any time within three months from the date of service on him of notice of the direction, appeal against the direction to the Court of Appeal and the Tribunal may appear as respondent to the appeal and , for the purpose of enabling direction to be given as to the costs of the appeal and of proceedings before the Tribunal, shall be deemed to be a party there to whether or not appears on the hearing of the appeal.

(6) A direction of the Tribunal under subsection (1) of this section shall take effect—

(a) where no appeal under this section is brought against the direction within the time limited for such an appeal, on the expiration of that time ;

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

(c) where such an appeal is brought and is not withdrawn or struck out if and when the appeal is dismissed and shall not take effect except in accordance with the provisions of this subsection.

(7) A person whose name is removed from the Register in pursuance of a direction of the Tribunal under this section shall not be entitled to be registered again except in pursuance of a direction in that behalf given by the Tribunal on the application of that person; and a direction under this section for the removal of a person's name from the register may prohibit an application under this subsection by that person until the expiration of such period from the date of the direction (and where he has duly made such an application, from the date of his last application) as may be specified in the direction.

PART VI—MISCELLANEOUS AND GENERAL

Application of this Act to enrolled persons.

13. At the commencement of this Act, any person not a member of the former institute who, but for this Act, would have been qualified to apply for and obtain membership of the profession may, within the period of three months beginning with the date of commencement of this Act, apply for membership of the Institute in such manner as may be prescribed by rules made by the Council and if approved, he shall be enrolled or registered, as the case may be, according to his qualifications.

When a person is deemed a management practitioner.

14. A person shall be deemed as a professional management practitioner if, for consideration of remuneration received or to be received, and whether by himself or in partnership with any other person—

(a) he engages himself in the practice of management ;

(b) he renders professional service or assistance in or about matters of principle or detail relating to management or data; or

(c) he renders any other service which may by rules or Bye-Laws made by the Council designated as service constituting practice as a professional management practitioner.

Rules as to practising fees, etc.

15.—(1) The Council may make rules for—

(a) the training of suitable persons in management ;

(b) the licensing of people to be employed in management positions ;

(c) the fees to be paid by management practitioners ; and

(d) restrictions on the right to practise when all prescribed conditions have not been met.

(2) The Council may also make rules prescribing the amount and due date for payment of the annual subscription and for such purpose different amounts may be prescribed by the rules according to the grades of membership.

(3) Rules when made shall, if the Chairman of the Council so directs, be published in the print media.

Honourary membership.

16. The Council shall be free to award honorary membership of the Institute to persons whom it considers worthy of such honour, on terms and conditions prescribed by the Council and approved by the Institute in the general meeting.

17. The Institute shall—

Provision of
Library
facilities, etc.

(a) provide and maintain a library comprising books and publications for the advancement of knowledge in management, and such other books and publications as the Council may think necessary for the purpose ;

(b) encourage research into management methods and allied subjects to the extent that the Council may from time to time consider necessary ;

(c) undertake regular study of the existing Management Information Services including the library system, internet and electronic mail services and related operations and evolve a state of the art technology driven Research, Publication and Management Information Services Centre ; and

(d) engage in the production and sale of materials, books and journals arising from its research and consultancy activities.

18.—(1) Any regulation made under this Act shall be published in the print media as soon as possible.

Regulations
and rules.

(2) Rules made for the purposes of this Act shall be subject to confirmation by the Institute at its next annual general meeting or at any special meeting of the Institute convened for the purpose, and if then annulled shall cease to have effect on the day after the date of annulment, but without prejudice to anything done in pursuance or intended pursuance of any such rules.

19.—(1) On the commencement of this Act—

Transfer to
the Institute
of certain
property, etc.

(a) all property held on immediately before that day by or on behalf of the former institute shall, by virtue of this subsection and without further assurance, vest in the Institute and be held by it for the purposes of the Institute ;

(b) the former institute shall cease to exist; and

(c) subject to subsection (2) any act, matter or thing made or done by the former institute shall continue to have effect.

(2) The provisions of the Second Schedule to this Act shall have effect with respect to, and to matters arising from, the transfer by this section to the Institute of the property of the former institute, and with respect to the other matters mentioned in that Schedule.

Second
Schedule.

20.—(1) If any person for the purposes of procuring the registration of any name, qualification or other matter—

Offences.

(a) makes a statement which he believes to be false in a material particular; or

(b) recklessly makes a statement which is false in a material particular,
that person is guilty of an offence.

(2) If, on or after the commencement of this Act, any person not a member of the Institute practises as a registered member of profession of management for or in expectation of reward, or takes or uses any name, title, addition or description implying that he is in practice as a registered member of the profession of management, he is guilty of an offence :

Provided that, in the case of a person falling within Section 4 of this Act—

(a) this subsection shall not apply in respect of anything done by him during the period of three months mentioned in that subsection ;

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

(3) If, on or after the commencement of this Act, a registered member of the Institute holds himself out as, or takes or uses any name, title, addition or description implying that he is, a management practitioner, he is guilty of an offence.

(4) If the Registrar or any other person employed on behalf of the Institute wilfully makes any falsification in any matter relating to the Register, he is guilty of an offence.

(5) A person guilty of an offence under this section shall be liable—

(a) to summary conviction to a fine of an amount not exceeding ₦250,000.

(b) on conviction or indictment to a fine of an amount not exceeding ₦250,000 or to imprisonment for a term not exceeding two years, or both.

(6) Where an offence under this section which has been committed by a body corporate is proved to have been committed with the consent or connivance of, or to be attributable to any neglect on the part of any director, manager, secretary or other similar officer of the body corporate or any person purporting to act in any such capacity, he as well as the body corporate, shall be deemed to be guilty of that offence and shall be liable to be proceeded against and punished accordingly.

Interpreta-
tion.

21. In this Act—

“Board” means the Board of Fellows ;

“Council” means the Council established as the governing body of the Institute under Section 3 of this Act ;

“enrolled” in relation to a fellow, a member, an associate member or an affiliate means registered in the part of the Register to fellow, member associate member or affiliate as the case may be ;

“Fees” includes annual subscriptions ;

“Institute” means the Nigerian Institute of Management established under section 1 of this Act ;

“Member” means the member of the Institute ;

“Minister” means the Minister or other Federal Officer in charge of Establishment and Management Matters ;

“President” and “Deputy President” means respectively the office holders under those names in the Institute ;

“Register” means the register maintained in pursuance of Section 6 of this Act ;

“Registrar” means the registrar of the Nigerian Institute of Management appointed under Section 6 (1) of this Act ;

“Tribunal” has the meaning assigned to it by Section 11 of this Act.

22. This Act may be cited as the Nigerian Institute of Management Act, 2003. Citation.

SCHEDULES

FIRST SCHEDULE

Section 3 (3)

SUPPLEMENTARY PROVISIONS RELATION TO THE COUNCIL

Qualification and Tenure of Office of Principal Officers of Council

1.—(1) Subject to the provision of this paragraph, every elected principal officer of the Council shall hold office for one year in the first instance and shall be eligible for re-election for a further term of one year in the same office beginning with the date of his appointment or election.

(2) An officer of the Institute who ceases to be a member shall, if he is also a member of Council, cease to hold office in the Council.

(3) An elected member may, by notice in writing under his hand addressed to the President, resign his office, and any appointed member may, likewise resign his office.

(4) A person who retires from or otherwise ceases to be an elected member of the Council because of expiration of his term of office shall be eligible again to become a member of the Council, and any appointed member may be re-appointed.

(5) A member of the council who has served for a full term of two (2) years shall at its meeting before the annual general meeting of the Institute retire. Provided always that if any such member as aforesaid is the Chairman of Council or the Deputy President of the Institute, he shall remain a member of Council.

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

(7) If for any reason there is a vacation of office by a member and such member was elected, the Council may, if the time between the unexpired portion of the term of office and the next general meeting of the Institute appears to warrant the filling of the vacancy, co-opt some fit person for that time

(8) The appointment of members of the Council shall be effected in the manner herein prescribed—

(a) not less than eight weeks before each annual general meeting of the Institute, the Council may nominate for election to the Council, such candidates (if any) as it shall think fit, who are willing to serve if elected, provided that the number of candidates so nominated shall not exceed 50 per cent of those retiring ;

(b) not less than seven weeks before each annual general meeting of the Institute, the Secretary shall issue to all professional members a notice which shall—

(i) specify the names of elected Council members whose terms of office will expire at the close of the next annual general meeting ;

(ii) specify any other vacancy in the membership of the Council which may be filled by elected members ;

(iii) specify the names of any candidate nominated by Council for election to the Council ;

(iv) invite nominations of other candidates on the prescribed nomination form ; and

(v) contain such other particulars as shall be prescribed by the Council ; and

(c) candidates for election to Council, other than candidates nominated by the Council, shall be nominated in the following manner—

(i) not less than five weeks before each annual general meeting, nomination forms (including details of all particulars required to be given) shall be duly completed in the manner set out below and shall be sent to the secretariat of the Institute ;

(ii) each nomination form shall relate to one candidate only and shall contain his class and grade of membership in the Institute, his full-time managerial or other appointment (if any) or, if retired, such appointment immediately before retirement and his date of retirement; and such other particulars as shall be prescribed by the Council ;

(d) each candidate shall be sponsored by two persons who shall be members of the Institute entitled to vote and each nomination form shall contain, in addition to the particulars referred to in paragraph (c) a statement of the names, address, class and grade of membership of each of the sponsors and votes shall be taken by secret ballot at the Annual General Meeting.

Powers of Council

2.—(1) The Council has power to manage the Institute's business and in particular—

(a) shall do any thing which in its opinion is calculated to facilitate the carrying on of the activities of the Institute ;

(b) shall exercise all such powers of the Institute and do on behalf of the Institute all such act as may be exercised and done by the Institute and as are not those presents required to be exercised or done by the Institute in the general meeting; and subject to such bye-laws or provisions, as may be prescribed by the Institute in the general meeting; but no bye-law made by the Institute in general meeting shall invalidate any prior act of the Council which would have been valid if such

bye-law had not been made ;

(c) shall exercise all the powers of the Institute to borrow money, within Nigeria or overseas, subject to the banking laws of the Country and to mortgage or charge its undertaking and property or any part thereof and to issue the debentures, debenture stocks, and other securities whether outright or as security for any debt, liability or obligation of the Institute ;

(d) shall set up every year as soon as practical after the annual general meeting, an Executive Committee of Council which shall meet regularly and carry out the normal business of Council between the regular meetings of Council ; and

(e) may at any time establish a branch of the Institute in any locality within the country.

(2) The Council shall have power, from time to time, to make, alter and repeal any bye-law as they may deem necessary or expedient or convenient for the proper conducts and management of the Institute.

(3) The Council shall adopt such means as it shall deem sufficient to bring to the notice of the Institute and all its members Bye-laws, alterations and repeals made under the powers conferred by this Act and no bye-law shall be inconsistent with or shall affect or repeal anything contained in this Act or constitute such an amendment of or addition to this Act, and such bye-law is inconsistent with the provisions of this Bill, that bye-law shall be void to the extent of that inconsistency.

Proceedings of the Council

3.—(1) Subject to the provisions of this Act, and section 27 of the Interpretation Act, the Council may in the name of the Institute make standing orders regulating the proceedings of the Institute or of the Council, and in the exercise of its power under this Act may set up committees in the general interest of the Institute, and make standing orders thereof.

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

(3) Standing orders made for a committee shall provide that the committee is to report back to the Council on any matter not within its competence to decide.

(4) The quorum of the Council shall be seven and the quorum of a committee shall be fixed by the Council.

(A) MEETINGS OF THE INSTITUTE

4.—(1) A General meeting of the Institute shall be held once in every calendar year as its Annual General Meeting, at such time and place as may be determined by the Council, provided that every Annual General Meeting after the first Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding meeting.

(2) The Secretary shall also send to each member with such notice a copy of the annual report of the Council, a copy of accounts of the Institute with the auditors' reports thereon, and particulars of all motions to be brought before the meeting.

(3) The Council may direct that—

(a) all general meetings of the Institute which are not annual general meetings shall be called Extra-Ordinary General Meetings ;

(b) an Extra-Ordinary General Meeting whenever it thinks fit.

(c) an Extra-Ordinary General meeting shall be convened on request by members.

(4) A notice—

(a) may be served by the Institute upon any member of the Council, its Committees and the Institute either personally or by sending it through the post in prepaid letter addressed to such member at his address as appearing in the Professional Register of members or other records of members not being professional members ; and

(b) if served by post shall be deemed to have been served on the day following that on which the letter containing the same is put into the post and in proving such service ; and

(c) it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the Post Office as prepaid.

(5) A business shall be deemed special if it is transacted—

(a) in an Extra-ordinary meeting ; and

(b) at an Annual General Meeting with the execution of the consideration of the accounts and balance sheet, and the report of the Council and of auditors and the fixing of the remuneration of the auditors and the election of members of the Council.

(6) An Extra-Ordinary or Special Meeting of the institute shall be—

(a) called by a 21 days notice in writing and the Notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day, and the hour of the Meeting, and in case of business other than ordinary annual business of the Institute, the general nature of business ; and

(b) conveyed by the Secretary on the request of the President of the Institute or on request in writing by at least 100 financial members of which not less than 10 signatories are from each of Six Geo-Political Zones of Nigeria.

(7) A member wishing to bring before the Annual General Meeting any Motion not relating to the Ordinary annual meeting of the Institute may do so provided—

(a) that notice in writing of the proposed motion be sent or given to the Secretary and be received by him not later than 45 days before the date of the Annual General Meeting ;

(b) that not less than 10 members entitled to vote at the Annual General Meeting shall have sent or given notice in writing to the Secretary to be received by him not later than 30 days before the date of the Annual General Meeting expressing their

desire that the proposed motion be brought before the Annual General Meeting under the proposed motion relates to matters affecting the Institute.

(8) If within an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved and in any other case it shall stand adjourned to the same day or next day, at the same time and place, or at such other place as the Chairman of the meeting shall appoint, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the members present shall be a quorum.

(9) Quorum at General Meeting—No business shall be transacted at any general meeting. Until there is a quorum of two hundred members personally present.

(10) Voting at General Meeting shall take place after observing the following—

(a) except as provided in these rules regarding voting to elect members to fill vacancies on the Council, a resolution put to the vote at any annual general meeting or special meeting of the Institute, shall be decided on a show of hands unless (before or on the declaration of the show of hands) a poll is demanded by at least ten per cent of those present provided that the number arrived at is not less than five ;

(b) no amendment shall be permitted to any resolution to alter, amend or add to the rules and bye-laws of the Institute except with the consent of the Chairman of the meeting and then only if in the opinion of the Chairman (whose decision shall be final) the amendment is one of form only and not of substance ;

(c) if a secret ballot is duly demanded or is required to be taken, it shall be taken in accordance with the relevant Bye-Laws and the result of the secret ballot shall be deemed to be the resolution of the meeting at which the secret ballot is demanded ;

(d) except as provided in these rules regarding voting to elect members by ballot to fill vacancies in the Council, in the case of an equality of votes, whether on a show of hands or on a secret ballot, the Chairman of the meeting at which the show of hands take place or at which the poll is required to take place or at which the poll is required to be taken shall be entitled to second or casting vote ;

(e) a poll demanded on the election of Chairman or on any question of adjournment shall be taken and a poll demanded or required to be taken of any other question shall be taken at such time and place as the Chairman of the meeting directs and any business other than upon which a poll has been demanded or is required may be proceeded with pending the taking of the poll ; and

(f) on a show of hands or on a poll every member present in person shall (except as provided in the case of electing members to fill vacancies of the Council) have one vote.

(11) Each corporate member's voting power at any meeting of the Institute shall be vested in a single person entitled "Voting Representative", who, if he is a professional member of the Institute in his own right, may exercise his rights to vote as an individual member in addition to voting as a representative.

(B) MEETINGS OF THE COUNCIL

5.—(1) Subject to the provisions of any standing order or bye-law of the Council, the Council shall meet whenever it is summoned by the Chairman and if the Chairman is required to do so by notice in writing given to him by not less than five other members, he shall summon a meeting of the Council to be held within seven days from the date on which the notice is given.

(2) At any meeting of the Council, the Chairman, or in his absence the Deputy Chairman, shall preside, but if both are absent, the members present at the meeting shall appoint one of them to preside at that meeting.

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

(4) Notwithstanding anything in the provisions of this paragraph, the first meeting of the Council after the commencement of this Act shall be summoned by the Minister, who may give such directions as he thinks fit as to the procedure which shall be followed at the meeting.

(C) COMMITTEES

6.—(1) The Council may appoint one or more committees to carry out, on behalf of the Institute or of the Council, such function as the Council may determine.

(2) A Committee appointed under this paragraph shall consist of the number of persons determined by the Council, and a person other than a member of the Council shall hold office in the Committee in accordance with the terms of the instrument by which he is appointed.

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

(D) MISCELLANEOUS

7.—(1) The fixing of the seal of the Institute shall be authenticated by the signature of the President or of some other members of the Council authorised generally or specifically by the Institute to act for that purpose.

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

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

8. The validity of any proceeding of the Institute or the council or of a Committee of the Council shall not be affected by any vacancy in membership, or by any defect in

the appointment of a member of the Institute or of the Council or of a person to serve in the committee or by reason that a person not entitled to do so took part in the proceedings.

9. Any member of the Institute or the Council, and any person holding office in a committee of the Council, who has a personal interest in any contract or arrangement entered into or proposed to be considered by the Council on behalf of the Institute, or on behalf of the Council or a committee thereof, shall disclose his interest to the President or to the Council, as the case may be, and shall not vote on any question relating to that contract or arrangement.

10. A person shall not by reason only of his membership of the Institute be required to disclose any interest relating solely to the audit of the accounts of the Institute.

SECOND SCHEDULE

Section 19 (2)

TRANSITIONAL PROVISION AS TO PROPERTY, ETC.

Transfer of Property

1.—(1) Every agreement to which the former institute was a party immediately before the commencement of this Act, whether in writing or not and whether or not of such a nature that the rights, liabilities and obligations there under could be assigned by the former institute, shall, unless its terms or subject matter make it impossible that it should have effects as modified in the manner provided by this Act so far as it relates to property be transferred by this Act to the Institute, as if—

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

(b) for any reference (however worded and whether expressed or implied) to the former institute they were substituted, as respect anything failing to be done on or after the commencement of this Act, a reference to the Institute ; and

(c) for any reference (however worded whether expressed or implied) to a member or members of the Council of the former institute or an officer of the association they were substituted, as respects anything failing to be done or after the commencement of this Act, a reference to a member or members of the association who corresponds as nearly as may be to the member or officer in question of the association.

(2) Other documents which refer, whether specially or generally, to the former institute shall be construed in accordance with subparagraph (1) of this paragraph.

(3) Without prejudice to the generality of the provisions of this Schedule, where by the operation of any of them or of section of an Act, any right, liability or obligation vests in the Institute, the Institute and all other persons shall, as from the commencement of this Act, have the same rights, powers and remedies (and, in particular, the same

rights as to the taking or resisting of legal proceedings or the making or resisting of applications to any authority) for ascertaining, perfecting or enforcing that right, liability or obligation as they would have had if it had at all times been a right, liability or obligation of the Institute.

(4) Any legal proceeding or application to any authority pending on the commencement by or against the former institute and relating to property transferred by this Act to the Institute may be continued on or after that day by or against the Institute.

(5) If the law in force at the place where any property transferred by this Act is situated provides for the registration of transfers of property of the kind in question (whether by reference to an instrument of transfer or otherwise), the law shall, so far it provided for alterations of a register (but not for avoidance of transfer, the payment of fees or any other matter) apply with the necessary modifications to the transfer of the property and it shall be the duty of the Council to furnish the necessary particulars of the transfer to the proper officer of the registration authority, and of that officer the transfer accordingly.

Transfer of Functions, etc.

2.—(1) At its first meeting, the Council of the Institute shall fix a date (not later than six months) after the commencement of this Act, for the annual general meeting of the Institute.

(2) The members of the Council of the former institute shall be deemed to be the members of the Institute until the date determined in pursuance of the sub-paragraph (1) when the Institute shall have its first annual general meeting, and they shall cease to hold office at the conclusion of such meeting.

(3) Any person who, immediately before the commencement of this Act, held office as the President or Deputy President of the former institute by virtue of its articles of association shall on that day become the President or as the case may be, the Deputy President of the Institute, and shall be deemed—

(a) to have been appointed to that office under this Act, corresponding to the relevant provision in the said articles of association; and

(b) to have been so appointed on the date on which he took the last office, in pursuance of the relevant provisions of those articles.

(4) The members of the former institute shall, as from the commencement of this Act, be registered as members of the Institute, and without prejudice to the generality of the provisions of this Schedule relating to the transfer of property, any person who, immediately before the commencement of this Act, was a member of the staff of the former Institute shall on that day become the holder of an appointment with the institute with the status designated and functions which correspond as nearly as may be to those which appertained to him in his capacity as member of that staff.

(5) Any person being an office-holder in the Council of the former Institute immediately before the commencement of this Act and being deemed under this

paragraph to have been appointed to any like position in the Institute, or the Council, and thereafter ceasing to hold office otherwise than by reason of his misconduct, shall be eligible for appointment to office in the Institute or to membership of the Council, as the case may be.

(6) All regulations, rules and similar instruments made for the purposes of the former institute which were in force immediately before the commencement of this Act, shall, except in so far as they are subsequently revoked or amended by any authority having power in that behalf, have effect, with any necessary modifications, as if duly made for the corresponding purposes of the Institute.

THIRD SCHEDULE

Section 11 (5)

SUPPLEMENTARY PROVISIONS RELATING TO THE DISCIPLINARY TRIBUNAL AND INVESTIGATING PANEL

The Tribunal

1. The quorum of the Tribunal shall be four whom at least two shall be registered members.

2.—(1) The Chief Justice of Nigeria shall make rules as to the selection of members of the Tribunal for the purpose of any proceeding and as to the procedure to be followed and the rules of evidence to be observed in proceedings before the Tribunal.

(2) The rules shall particularly provide—

(a) for securing that notice of the proceeding shall be given, at such time and in such manner as may be specified by the rules, to the person who is the subject of the proceedings ;

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

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

(d) for enabling any party to the proceedings to be represented by a legal practitioner ;

(e) subject to the provisions of section 12 of this Act, as to the cost of proceedings before the Tribunal ;

(f) for requiring, in the case where it is alleged that the person who is the subject of the proceedings is guilty of infamous conduct in any professional respect, that where the tribunal adjudges that the allegation has been proved beyond reasonable doubt it shall record a finding that the person is guilty of such conduct in respect of the matters to which the allegation relates ; and

(g) for publishing in the print media notice of any direction of the Tribunal which has taken effect providing that a person's name shall be struck off a Register.

3. For the purpose of any proceeding before the Tribunal, any member of the Tribunal may administer oaths and any party to the proceedings may sue out of the Registry of the Supreme Court writs of subpoena and testificandum and duces tecum, but no person appearing before the Tribunal shall be compelled—

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

4.—(1) For the purpose of advising the Tribunal on questions of law arising in the proceedings before it, there shall, in all such proceedings, be an assessor to the Tribunal who shall be appointed by the Council on the nomination of the Chief Justice of Nigeria and shall be a legal practitioner of not less than seven years standing.

(2) The Chief Justice of Nigeria shall make rules as to the function of assessors appointed under this paragraph, and in particular such rules shall contain provisions for securing—

- (a) that where an assessor advises the Tribunal on any question of law as to evidence, procedure or any other matter specified by the rule, he shall do so in the presence of every party or person representing a party to the proceedings who appears or, if the advice is tendered while the Tribunal is deliberating in private, that every such party or person shall be informed of the advice of the assessor on that a question ; and
- (b) that every such person as shall be informed if in any case the Tribunal does not accept the device of the assessor on that question.

(3) An assessor may be appointed under this paragraph either generally or for any particular proceeding or class of proceedings, and shall hold and vacate office in accordance with the terms of the instrument by which he is appointed.

The Panel

5. The quorum of the Panel shall be three.

6.—(1) The Panel may, at any meeting of the Panel attended by the members of Panel, make standing order with respect to the Panel.

(2) Subject to the provisions of any such standing order, the Panel may regulate its own procedure.

Miscellaneous

7.—(1) A person ceasing to be a member of the Tribunal or the Panel on the expiration of his term of office may be eligible for reappointment as a member of that body.

(2) A person may, if eligible, be a member of both the Tribunal and the Panel, but no person who acted as a member of the Panel with respect to any case shall act as a member of the Tribunal with respect to that case.

8. The Tribunal or the Panel may act notwithstanding any vacancy in its membership ; and the proceedings of either body shall not be invalidated by any irregularity in the appointment of a member of that body, or (subject to paragraph 7 (2) of this schedule) by reason of the fact any person who was not entitled to do so took part in the proceedings of that body.

9. Any document authorised or required by virtue of this Act to be served on the Tribunal or the Panel shall be served on the Registrar.

10. Any lawful or reasonable expense of the Tribunal or the Panel shall be defrayed by the Institute.

I certify, in accordance with Section 2 (1) of the Acts Authentication Act, Cap. 4, Laws of the Federation of Nigeria 1990, that this is a true copy of the Bill passed by both Houses of the National Assembly.

IBRAHIM SALIM, CON
Clerk to the National Assembly
17th, June, 2003

EXPLANATORY MEMORANDUM

This Act establishes the Nigerian Institute of Management to be charged with the responsibility for registration of persons seeking to become management practitioners in Nigeria.

It also provides for adequate disciplinary measures against members for unprofessional conduct including cancellation of practitioners' membership.

SCHEDULE TO THE NIGERIAN INSTITUTE OF MANAGEMENT (ESTABLISHMENT) BILL, 2003

| (1) | (2) | (3) | (4) | (5) |
|---|---|--|--------------------------------------|--|
| <i>Short Title of the Bill</i> | <i>Long Title of the Bill</i> | <i>Summary of the Contents of the Bill</i> | <i>Date passed by Senate</i> | <i>Date passed by House of Representatives</i> |
| The Nigerian Institute of Management (Establishment) Bill 2003. | An Act to Establish the Nigerian Institute of Management ; and for Related Matters. | This Bill seeks to establish the Nigerian Institute of Management to be charged with the responsibility for registration of persons seeking to become management practitioners in Nigeria. It further seeks to provide for adequate disciplinary measures against members for unprofessional conduct including cancellation of practitioners' membership. | 22-10-2002 | 15-5-2003 |

I certify, that this Bill has been carefully compared by me with the decision reached by the National Assembly and found by me to be true and correct decision of the Houses and is in accordance with the provisions of the Acts Authentication Act Cap. 4, Laws of the Federation of Nigeria 1990.

I ASSENT.



IBRAHIM SALIM, CON
Clerk to the National Assembly
17th June, 2003

CHIEF OLUSEGUN OBASANJO, GCFR
President of the Federal Republic of Nigeria
19th June, 2003