

A BILL

FOR

AN ACT TO ENACT THE INSTITUTE OF LEADERSHIP, ENTREPRENEURSHIP AND CORPORATE GOVERNANCE BILL 2024 TO ESTABLISH AN INSTITUTE FOR THE TRAINING AND CERTIFICATION OF LEADERSHIP AND CORPORATE GOVERNANCE PROFESSIONALS AND TO PROVIDE A CURRICULUM FOR TRAINING AND STANDARD OF PROFESSIONALISM FOR LEADERSHIP, ENTREPRENEURSHIP AND CORPORATE GOVERNANCE PROFESSIONALS IN NIGERIA AND FOR RELATED MATTERS

Sponsored by Hon. Francis Ejiroghene Waive

[] Commencement

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

- 1 **1.** -(1) There is hereby established the Institute of Leadership, Entrepreneurship and Corporate Governance (in this Act hereinafter referred to as "the Institute"). Establishment of the Institute
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- 4 (2) The Institute shall be a body corporate with perpetual succession and a common seal.
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- 6 (3) The Institute may sue or be sued in its corporate name.
- 7 **2.**-(1) To build national capacity and necessary awareness in and broad Communication on corporate governance, continuous membership training, development and sustainability of corporate governance as a practice and career. Functions and objectives of the Institute
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- 11 (2) To engage in advocacy for targeted laws and policies towards the enhancement of corporate governance.
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- 13 (3) The advancement of Leadership education, training, research and practice.
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- 15 (4) The dissemination of Leadership information through conference, seminars, meetings, exhibitions and publications.
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1 (5) The establishment and enforcement of a code of professional
2 practice and conduct for leadership practitioners in Nigeria.

3 (6) The protection of the practice of the leadership profession and the
4 welfare of those practicing it.

5 (7) To generate curricular for instructions in entrepreneurship studies.

6 (8) To encourage the advancement of learning and to hold out to all
7 persons without distinction of race, creed, sex or political conviction, the
8 opportunity of acquiring a higher and liberal education;

9 (9) To provide courses of instruction and other facilities for the pursuit
10 of learning in all its branches, and to make those facilities available on proper
11 terms to such persons as are equipped to benefit from them;

12 (10) To encourage and promote scholarship and conduct research in
13 all fields of learning and human endeavor;

14 (11) To relate its activities to the social, cultural and economic needs
15 of the people of Nigeria; and

16 (12) To undertake other activities appropriate for an Institute of the
17 highest standard.

18 (13) To do all such other things as may be considered incidental or
19 conducive to the attainment of the above objects or any of them.

Powers of the
Institute

20 **3.-(1)** For the carrying out of its objects, the Institute shall have
21 power-

22 (a) to establish such campuses, colleges, faculties, institutes, schools,
23 extra-mural departments and other teaching and research units within the
24 Institute as may, from time to time, seem necessary or desirable subject to the
25 approval of the National Universities Commission and the Federal Ministry of
26 Education;

27 (b) to institute professorships, readerships, lectureships and other
28 posts and offices and to make appointments thereto;

29 (c) to institute and award fellowships, scholarships, exhibitions,
30 bursaries, medals, prizes and other titles, distinctions, awards and forms of

1 assistance;

2 (d) to provide for the discipline and welfare of members of the
3 Institute;

4 (e) to hold examinations and grant degrees, diplomas, certificates
5 and other distinctions to persons who have pursued a course of study
6 approved by the Institute and have satisfied such other requirements as the
7 Institute may lay down, subject to the approval of the Ministry of Education
8 and the National Universities Commission;

9 (f) to grant honorary degrees, fellowships or academic titles;

10 (g) to demand and receive from any student or any other person
11 attending the Institute for the purpose of instruction, such fees as the
12 Institute may from time to time determine subject to the overall directives of
13 the Minister;

14 (h) to acquire, hold, grant, charge or otherwise deal with or dispose
15 of movable and immovable property wherever situated;

16 (i) to accept gifts, legacies and donations to the Institute and the
17 carrying on of any trust attached to such gifts, endowment or bequest, but
18 without obligation to accept the same for a particular purpose unless it
19 approves the terms and conditions attaching thereto;

20 (j) to enter into contracts, establish trusts, act as trustee, solely or
21 jointly with any other person, and employ and bid through agents;

22 (k) to erect, provide, equip and maintain libraries, lecture halls,
23 halls of residence, refectories, sports grounds, playing fields and other
24 buildings or things necessary or suitable or convenient for any of the objects
25 of the Institute;

26 (l) to hold public lectures and to undertake printing, publishing and
27 bookselling;

28 (m) subject to any limitations or conditions imposed by statute, to
29 invest any moneys appertaining to the Institute by way of endowment,
30 whether for general or special purposes, and such other monies as may not

1 be immediately required for current expenditure, in any investments or
2 securities or in the purchase or improvement of land, with power from time to
3 time to vary any such investments, and to deposit any monies for the time being
4 un-invested with any bank on deposit or current account;

5 (n) to raise funds where necessary for the purpose of carrying out its
6 objectives;

7 (o) to borrow, whether on interest or not and if need be upon the
8 security of any or all of the property, movable or immovable, of the Institute,
9 such monies as the Council may from time to time in its discretion find it
10 necessary or expedient to borrow or to guarantee any loan, advances or credit
11 facilities;

12 (p) to make gifts for any charitable purpose;

13 (q) to arrange for the general welfare of children of members of staff;

14 (r) to do anything which it is authorized or required by this Bill or by
15 statute to do; and

16 (s) to do all such other things, whether or not incidental to the
17 foregoing powers, as may advance the objects of the Institute.

18 (2) Subject to the provisions of this Bill and of the statutes, the powers
19 conferred on the Institute by subsection (1) of this section shall be exercisable
20 on behalf of the Institute by the Council or in any other manner which may be
21 authorized by statute.

Establishment
of Governing
Council for the
Institute

22 **4.-(1)** There is hereby established for the Institute, the Governing
23 Council (in this Act referred to as "the Council").

24 (2) The Council shall be the governing body of the Institute and shall
25 be charged with the general control and superintendence of the policy, finances
26 and property of the Institute, including its public relations.

27 (3) The Council is vested with the power to make decisions and
28 formulate general policies for the guidance of the Institute.

29 (4) The Council shall ensure that proper accounts of the Institute are
30 kept and that the accounts of the Institute are audited annually by Auditors

1 appointed by the Council and in accordance with guidelines supplied by the
2 Auditor-General for the Federation; and that an annual report is published
3 by the Institute together with certified copies of the said accounts as audited.

4 (5) The Council shall meet as and when necessary for the
5 performance of its functions under this Bill, and shall meet at least three
6 times in every year.

7 (6) If requested in writing by any five members of the Council, the
8 Chairman shall within 28 days after the receipt of such request call a meeting
9 of the Council; and the request shall specify the business to be considered at
10 the meeting and no business not so specified shall be transacted at that
11 meeting.

12 **5. Membership of the Council shall consist of:**

Membership of
the Council

13 (a) The President/Chairman of Council and Chairman, Education
14 and Research Committee;

15 (b) The Chairman, Membership Committee;

16 (c) Chairman, Planning and Resource Committee;

17 (d) The Chairman, Business and Development Committee;

18 (e) The Chairman, Finance and Audit Committee;

19 (f) Chairman, Media and Public Relations Committee; and

20 (g) Registrar/Chief Executive Officer as Member/Secretary of the
21 Council.

22 **6.-(1)** It shall be the general function of the Council to organize and
23 control the teaching of the Institute, the admission (where no other enactment
24 provides to the contrary) of students and the discipline of students, and to
25 promote research at the Institute.

Functions of the
Council

26 (2) Without prejudice to the generality of subsection (1) of this
27 section, it shall in particular be the function of the Council to make
28 provision for-

29 (a) the establishment, organization and control of
30 campuses, colleges, faculties, departments, schools, institutes and other

1 teaching and research units of the Institute, and the allocation of responsibility
2 for different branches of learning;

3 (b) the organization and control of courses of study at the Institute and
4 of the examinations held in conjunction with those courses, including the
5 appointment of Examiners, both internal and external;

6 (c) the award to any person of an honorary fellowship or honorary
7 degree or the title of professor emeritus;

8 (d) the establishment, organisation and control of halls of residence
9 and similar institutions at the Institute;

10 (e) the supervision of the welfare of students at the Institute and the
11 regulation of their conduct;

12 (f) the granting of fellowships, scholarships, prizes and similar awards
13 in so far as the awards are within the control of the Institute;

14 (3) The supplementary provisions contained in the Schedule to this
15 Act shall have effect with respect to the proceedings of the Council and the other
16 matters.

Powers of the
Council

17 **7.** The Council shall have power to:

18 (a) Determine the general policy of the Institute;

19 (b) Provide for the discipline and welfare of members of staff of
20 the Institute;

21 (c) Erect, provide, equip and maintain libraries, lecture halls, halls
22 of residence and other buildings or structures necessary for the Institute; and

23 (d) Constitute relevant committees to assist in executing
24 specific assignments for the Institute.

Allowances of
Members of the
Council

25 **8.** There shall be paid to Members of the Council and any other
26 committees set up by the Council, allowances in respect of traveling and
27 other reasonable expenses at such rates as are applicable to
28 government agencies and institutes or as may be stipulated by the Council
29 in accordance with applicable Federal Government regulations.

Tenure of the Executive Members	1	14. The President and Vice President and all such other executive
	2	officers shall be elected and shall serve for a period of two years only.
Registrar/Chief Executive Officer of the Institute	3	15. -(1) There shall be for the Institute, a Registrar who shall
	4	possess appropriate qualifications and cognate experience.
	5	(2) The Registrar shall be appointed by the Council.
	6	(3) The Registrar shall hold office for a period of 4 years and may be
	7	re-appointed for another term of 4 years.
	8	(4) The Registrar shall be the Chief Executive and Academic Officer
	9	of the Institute and shall be charged with the general responsibility for matters
	10	relating to the day-to-day management and operations of the Institute.
	11	(5) The Registrar shall be responsible to the Council.
The Structure of the Institute	12	16. -(1) There shall be established for the Institute, such Departments
	13	as the Institute may deem necessary.
	14	(2) Each Department shall be headed by a Director who shall be
	15	a professionally qualified person appointed through a competitive process.
	16	(3) Subject to the approval of the Council, the Management
	17	Committee may create additional departments, divisions and units as it
	18	may deem necessary to achieve the objectives of the Institute.
Establishment of the Management Committee	19	17. -(1) There is hereby established for the Institute, a
	20	Management Committee comprising of the Directors of the various
	21	Departments.
	22	(2) The Registrar shall be the Chairman of the Management
	23	Committee.
	24	(3) The Management Committee shall be responsible for the
	25	general administration of the Institute, particularly recruitment, discipline
	26	and promotion of staff.
Staff of the Institute	27	18. -(1) The staff of the Institute other than those mentioned in the Act
	28	shall be employed according to procedure of employment as stipulated
	29	by Council.
	30	(2) The staff of the Institute shall be entitled to benefits under

1 the Pension Act.

2 (3) Nothing in subsections (1) and (2) of this section shall prevent
3 the employment of a person to any office on temporary or permanent basis on
4 terms which preclude the grant of pension.

5 **19.**-(1) The Council may, subject to the provision of this Act, make Staff Regulations
6 Staff Regulations relating generally to the conditions of service of
7 the employees of the Institute and without prejudice to the generality of the
8 foregoing such regulations may provide for:

9 (a) The appointment, promotion and disciplinary control
10 (including dismissal) of employees of the Institute; and

11 (b) Appeals by such employees against dismissal or
12 other disciplinary measures, and until such regulations are made; any
13 instrument relating to the conditions of service of public officers shall be
14 applicable, with such modification as may be necessary, to the employees of
15 the Institute.

16 (2) The staff regulations made under subsection (1) of this section,
17 shall not have effect until they are approved by the Council of the Institute
18 and the Council shall cause them to be brought to the notice of all affected
19 persons in such manner as it may, from time to time determine.

20 **20.**-(1) The Institute shall establish and maintain a fund which shall Establishment
of Fund for the
Institute
21 be applied towards the promotion of the objectives specified in this Act.

22 (2) At the beginning of every budget year, the Council shall
23 approve a budget for the Institute.

24 (3) There shall be paid and credited to the Fund established for
25 the Institute:

26 (a) Sums appropriated for the fiscal year;

27 (b) Gifts and donations and contributions from national
28 and international institutions and philanthropic persons and organizations;
29 and

30 (c) Fees charged for service rendered by the Institute.

Management of Funds of the Institute	1	21. -(1) The Institute shall manage its funds in accordance with rules
	2	madeby the Management Committee with the general direction of theCouncil,
	3	andwithout prejudice to the power to make rules under this section; therules
	4	shall contain provisions specifying:
	5	(a) The manner in which assets or funds of the Institute are to beheld;
	6	and
	7	(b) The keeping of proper accounts and records for the purpose ofthe
	8	fund in such manner as may be safe and effective.
Application of Funds of the Institute	9	22. The Institute shall apply its fund to the cost of administration of
	10	the Institute,including but not limited to, payment of salaries, gratuities,
	11	allowances,fees and the payment of other contracts, consultancies and
	12	purchasesmade for the benefit of the Institute.
Estimate of Income and Expenditure of the Institute	13	23. The Institute shall, notlater than 31st of August each year, present
	14	to theCouncil for approval an estimate of the expenditure and incomes of
	15	theInstitute for the next fiscal year.
Annual Budget of the Institute	16	24. The Registrar shall not later than 30th September each year or
	17	other datestipulated by law or administrative policy, submit to the Council
	18	anestimate of the expenditure and incomes of the Institute approved by
	19	theCouncil for the next fiscal year.
Quarterly Reports	20	25. The Registrar shall submit to the Council, quarterly reports of the
	21	financesof the Institute and the annual report of its activities.
Power to accept gifts	22	26. The Institute may accept gifts and bequests upon such terms that
	23	do notcompromise its capability to fulfill its objectives and sustain its non-
	24	partisanpolicy.
Power to borrow	25	27. The Institute may, with approval in writing of the Council and
	26	subject toother guidelines and policies of the Federal Government, borrow
	27	suchmoney needed for the exercise of its functions as the Council
	28	maydetermine under this Act, provided that such borrowing shall be made
	29	onterms that do not compromise the independence and competence of
	30	theInstitute.

1 28.-(1) If it appears to the Council that there exists reason(s) for
2 believingthat any person employed as a member of the academic
3 oradministrative or professional staff of the Institute, should be removed
4 from his office or employment on the ground of misconductor of inability to
5 perform the functions of his office or employment,the Council shall-

6 (a) give notice of such reason(s) to the person in question;

7 (b) afford him an opportunity of making representations in
8 personon the matter to the Council; and

9 (c) if he or any three members of the council so request within
10 theperiod of one month beginning with the date of the notice,make
11 arrangements-

12 (i) to investigate the matter and to report on it to theCouncil; and

13 (ii) for the person in question to be afforded anopportunity of
14 appearing before and being heard byan investigating committee with
15 respect to thematter, and if the Council, after considering thereport of the
16 investigating committee, is satisfiedthat the person in question should be
17 removed asaforesaid, the Council may so remove him by aninstrument in
18 writing signed on the directions of theCouncil.

19 (2) The Registrar may, in a case of misconduct by a member of the
20 staffwhich in his opinion is prejudicial to the interests of the
21 Institute,suspend such member and any such suspension shall forthwith
22 bereported to the Council.

23 (3) For good cause, any member of staff may be suspended from
24 hisduties or his appointment may be terminated by the Council; and forthe
25 purposes of this subsection"good cause" means-

26 (a) conviction for any offence which the Council considers to
27 besuch as to render the person concerned unfit for the dischargeof the
28 functions of his office; or

29 (b) any physical or mental incapacity which the Council,
30 afterobtaining medical advice, considers to be such as to render the person

1 concerned unfit to continue to hold his office; or

2 (c) conduct of a scandalous or other disgraceful nature which
3 the Council considers to be such as to render the person concerned unfit to
4 continue to hold his office; or

5 (d) conduct which the Council considers to be such as to constitute
6 failure or inability of the person concerned to discharge the functions of his
7 office or to comply with the terms and conditions of his service.

8 (4) Any person suspended pursuant to subsection (2) or (3) of
9 this section shall be on half pay and the Council shall before the expiration of a
10 period of three months after the date of such suspension, consider the case
11 against that person and come to a decision as to-

12 (a) whether to continue such person's suspension and if so, on what
13 terms (including the proportion of his emoluments to be paid to him);

14 (b) whether to reinstate such person, in which case the Council shall
15 restore his full emoluments to him with effect from the date of suspension;

16 (c) whether to terminate the appointment of the person concerned, in
17 which case such a person will not be entitled to the proportion of his
18 emoluments withheld during the period of suspension; or

19 (d) whether to take such lesser disciplinary action against such person
20 (including the restoration of such proportion of his emoluments that might have
21 been withheld) as the Council may determine, and in any case where the
22 Council, pursuant to this section, decides to continue a person's suspension
23 or decides to take further disciplinary action against a person, the Council shall
24 before the expiration of a period of three months from such decision come to a
25 final determination in respect of the case concerning any such person.

26 (5) It shall be the duty of the person by whom an instrument of
27 removal is signed in pursuance of subsection (1) of this section to use his best
28 endeavours to cause a copy of the instrument to be served as soon as reasonably
29 practicable on the person to whom it relates.

30 (6) Nothing in the foregoing provisions of this section shall prevent

1 the Council from making regulations for the discipline of other categories of
2 staff and workers of the Institute as may be prescribed.

3 **29.** If, on the recommendation of the Registrar, it appears to the
4 Council that a person appointed as an Examiner for any examination of the
5 Institute ought to be removed from his office or appointment, then, except in
6 such cases as may be prescribed, he may, after affording the Examiner
7 an opportunity of making representations in person on the matter to
8 the Council, remove the Examiner from the appointment.

Removal of
Examiners

9 **30.**-(1) Subject to the provisions of this section, where it appears to
10 the Council that any student of the Institute has been guilty of misconduct,
11 the Council may, without prejudice to any other disciplinary powers
12 conferred on it by statute or regulations, direct-

Discipline of
Students

13 (a) that the student shall not, during such period as may be specified
14 in the direction, participate in such activities of the Institute or make use of
15 such facilities of the Institute, as may be so specified; or

16 (b) that the activities of the student shall, during such period as
17 may be specified in the direction, be restricted in such manner as may be so
18 specified; or

19 (c) that the student be rusticated for such period as may be specified
20 in the direction; or

21 (d). that the student be expelled from the Institute.

22 (2) Where a direction is given under subsection (1) (c) or (d) of
23 this section in respect of any student, the student may, within the prescribed
24 period and in the prescribed manner, appeal the direction; and where such an
25 appeal is brought, the Council shall, after causing such inquiry to be made in
26 the matter as the Council considers just, either confirm or set aside the
27 direction or modify it in such manner as the Council thinks fit.

28 (3) The fact that an appeal from a direction is brought in pursuance
29 of the last foregoing subsection shall not affect the question of the direction
30 while the appeal is pending.

1 (4) The Council may delegate its powers under this section to
2 a disciplinary board consisting of such members of the Institute as it may
3 nominate.

4 (5) Nothing in this section shall be construed as preventing
5 the restriction or termination of a student's activities at the Institute otherwise
6 than on the ground of misconduct.

Procedure for
suit against the
Institute

7 **31.** No suit shall commence against the Institute before the expiration
8 of a period of one month after written notice of intention to commence the
9 suit shall have been served upon the Institute by the party intending to sue
10 the Institute.

Service of
Summons

11 **32.** Any summons, notices, process or other document required or
12 authorized to be served on the Institute under the provisions of this Act or any
13 law, shall be served by delivering the same to the Registrar of the Institute, or by
14 sending it by registered mail to the Registrar at the principal office of the
15 Institute.

Indemnity for
Members, etc.

16 **33.**-(1) Every member of the Council, Management Committee,
17 agent or employee of the Institute, shall be indemnified from the Fund of
18 the Institute against any liability incurred by him or her in defending
19 any proceeding, if such proceeding is brought against him or her in his other
20 capacity as such member, agent or employee.

Acquisition of
property by the
Institute

21 **34.** The Institute may, subject to the provisions of the Land Use Act
22 and any other applicable law, lease, rent or acquire an interest in land and
23 other properties, build and maintain offices and premises for its activities.

Interpretation

24 **35.** In this Act:
25 "Chairman" means the Chairman of the Governing Council;
26 "Registrar" means the Chief Executive of the Institute;
27 "Institute" means the Institute of Leadership, Entrepreneurship and Corporate
28 Governance;
29 "Him" or "His" includes "her".

1 Management Committee may co-opt him or her as a member for such period as
2 the Council or Management Committee thinks fit but a person who is a member
3 by virtue of this paragraph shall not be entitled to vote at any meeting of the
4 Council or Management Committee and shall not count towards a quorum.

5 9. Except as may be otherwise provided by statute or by regulations,
6 the quorum and procedure of any body of persons established by this Bill
7 shall be such as may be determined by that body.

EXPLANATORY MEMORANDUM

This Bill seeks to Enact the Institute of Leadership, Entrepreneurship and corporate governance bill 2023 to establish an institute for the training and certification of leadership and corporate governance professionals and to provide a curriculum for training and standard of professionalism for leadership, entrepreneurship and corporate governance professionals in Nigeria.