



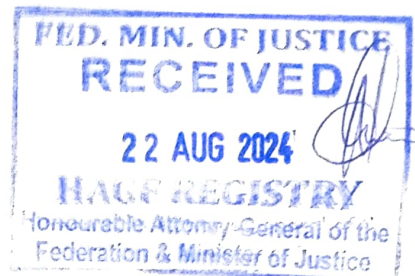
NIGERIAN LAW SOCIETY

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Friday, August 16, 2024

The Honourable Attorney General of the Federation & Minister of Justice,
Federal Ministry of Justice,
Shehu Shagari Way,
Abuja, Nigeria.



Dear Sir,

RE: REQUEST FOR FIAT OR CONSENT TO EXERCISE PROSECUTORIAL POWERS OF THE ATTORNEY GENERAL OF THE FEDERATION UNDER SECTION 174 OF THE 1999 CONSTITUTION PURSUANT TO SECTION 104(2) OF THE ADMINISTRATION OF CRIMINAL JUSTICE ACT, 2015

We write in response to the request made by the Registrar-General of the Corporate Affairs Commission (CAC), Mr. Hussaini Ishaq Magaji, SAN, via a letter dated August 15, 2024, with reference number CAC/RG/FMOJ/060/2024/Vol.II. This request seeks the Honourable Attorney General's fiat or consent to prosecute the trustees of the Nigerian Law Society (NLS) on allegations of operating without registration under the Companies and Allied Matters Act (CAMA), 2020.

It is imperative to bring to your attention that these allegations are not only unfounded but also legally flawed. The purported basis for prosecution, as outlined by the Registrar-General, is a misinterpretation of Section 863(2) of CAMA, which pertains to the requirement for certain entities to register before carrying on business in Nigeria. The section clearly applies only to the following categories:

- a) Companies
- b) Limited Liability Partnerships
- c) Limited Partnerships
- d) Business Names

PRO-TEMPORE NATIONAL OFFICERS:

Chief Mela Audu, SAN (President), Hon. Nimi Watson-Jack (Vice President, South), Mallam Abdulqadir, Alhaji Sani (Vice President, North)
Mr. Steve Abar (General Secretary), Madam Alice Ogaku Awonugba (Asst. General Secretary), Madam Zara Umar Yakubu (Financial Secretary)
Madam Chioma Ferguson (Treasurer), Mr. Stephen Uchenna Nwankwo (Publicity Secretary), Mr. Oluniyi Adedigi (Welfare Secretary)



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The Nigerian Law Society, a professional association of Lawyers seeking registration under the "Incorporated Trustees" provisions of Part F of CAMA, does not fall within these categories. The purpose of these entities, as defined by CAMA, is to engage in profit-making activities, which is not the case for a professional association like NLS. Section 863(2) of CAMA cannot be stretched to include entities under Part F, as this would be a misapplication of the law.

Moreover, Section 823(1) of CAMA explicitly supports this distinction, allowing for the registration of associations established for religious, educational, literary, scientific, social, development, cultural, sporting, or charitable purposes, among others. The NLS, being a professional association of lawyers, clearly aligns with this provision and does not engage in "business" as contemplated by Section 863(1) of CAMA. In addition, the Court of Appeal decision in *NBA vs Fawehinmi (1986) 2 NWLR (Pt. 21) 224, p.241* validated the legal status of an unregistered association.

It is also crucial to note that the NLS has already obtained a judgment in its favour from the Federal High Court, Abuja Judicial Division, directing the CAC to register the association. Instead of complying with this judgment, the Registrar-General has chosen to appeal the decision and simultaneously pursue these unfounded criminal allegations. This approach not only undermines the rule of law but also appears to be a misuse of prosecutorial powers in a manner that could be perceived as an attempt to intimidate or coerce the NLS.

In light of the foregoing, we respectfully urge the Honourable Attorney General not to grant the requested fiat or consent for prosecution. Doing so would not only be legally unsound but could also be seen as lending credence to a personal vendetta under the guise of public office. We trust in your esteemed judgment and legal acumen to recognize the baseless nature of this request and to take a stand that upholds the integrity of the law and the justice system.

We remain confident in your continued commitment to justice and legal reform in Nigeria and extend our highest regards.

Yours faithfully,

General Secretary
Nigerian Law Society

President
Nigerian Law Society

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