A BILL

FOR

AN ACT TO ESTABLISH THE CHARtered INSTITUTE OF TREASURY MANAGEMENT FOR THE PROMOTION, STUDY AND PRACTICE OF PROPER MANAGEMENT OF THE TREASURY AS A SAFEGUARD AGAINST FRAUD, EMBEZZLEMENT, EMASCULATION, MISAPPROPRIATION OR MISAPPLICATION OF RESOURCES PLACED IN THE CUSTODY OF FUND MANAGERS; AND FOR RELATED MATTERS

Sponsored by Hon Mohammed Tahir Monguno

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

PART I - ESTABLISHMENT OF THE CHARtered INSTITUTE OF TREASURY MANAGEMENT

1.- (1) There is established the Chartered Institute of Treasury Management (in this Act referred to as "the Institute") which-
(a) shall be a body corporate with-
(i) perpetual succession, and
(ii) a common seal which shall be kept in such custody as the Council may direct;
(b) may sue and be sued in its corporate name; and
(c) may acquire, hold and dispose of any property, moveable or immovable.
(2) The Institute shall have the general duty of-
(a) determining the level of knowledge and skills to be attained by persons seeking to become members of the profession and reviewing such standards from time to time as may be required;
(b) establishing and maintaining of register of members and the publication of the register in line with the provisions of this Act;
(g) 12 members of the Institute elected at the AGM;

(h) seven corporate members nominated by the Council;

(i) three educational and training Institutions nominated by the
Council;

(j) Chairman, Board of Fellows; and

(k) the immediate past President of the Institute and Chairman of the
Council.

(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 other matters mentioned in the First Schedule.

6.- (1) There shall be appointed annually by the Council a Board of
Fellows to coordinate the activities of Fellows of the Institute and to
recommend to the Council on a yearly basis admission of members to the
membership category 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

7.- (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-

(a) all fees and other money payable to the Institute under this Act; and

(b) all revenue from other sources both local and international.

(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 the Act;

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

(c) such reasonable traveling 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 in any bond or other security
created, issued by, or guaranteed on behalf of the Federal Government or in
any other securities in Nigeria approved by the Council.

8. The Council may borrow money for the purposes of the Institute
and any interest payable on the money borrowed shall be paid out of the
Fund.

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

(2) The report of the audited accounts shall be submitted to the
members of the Institute for approval by them at a meeting of the Institute.

(3) The auditor appointed for the purpose of this section shall not
be a member of the Council.

PART III - REGISTRAR AND THE REGISTER

10.- (1) The Council shall appoint a fit and proper person as the
Registrar of the Institute for the purpose of this Act.

(2) The Registrar shall be a-

(a) financial member of the Institute; and

(b) Fellow of the Institute.

(3) The Registrar shall be the Chief Executive of the Institute and
Secretary to the Council.

(4) The Registrar shall prepare and maintain, in accordance with
the rules made by the Council under subsection (5), a register of names,
addresses, approved qualifications and other relevant requirements as may
be specified from time to time for all persons who are enrolled as Fellows,
Full Members, Associate Members and Graduate Members of the Institute.

(5) The Council shall make rules as to the form and keeping of the
register and the making of entries thereon in particular for-
(a) application for enrolment;
(b) determining the qualification which is relevant to the profession
and accepted for the purpose of this Act; and
(c) specifying the fees and subscription to be paid to the Institute in
respect of the entry of names into the register and authorising the Registrar to
refuse to enter any name until a specified fee is paid.

11.- (1) The Registrar shall-
(a) correct in accordance with the Council’s direction, any entry in the
register which the Council directs him to correct as being in the Council’s
opinion an entry which is incorrectly made;
(b) make, from time to time, any alterations in the registered
particulars of registered members;
(c) remove from the register, the name of a registered member who
has died or a person whose name is directed to be struck off as a result of
disciplinary action;
(d) record the names of members of the Institute who are in default for
more than four years in the payment of annual subscription and to take such
actions as may be deemed fit under this Act;
(e) cause the register to be printed, published and put on sale to
members of the public not later than two months from the commencement of
this Act;
(f) subsequently, in each year after the year in which the register is
first published under paragraph (a), cause to be printed, published and put on
sale either a corrected edition of the register or a list of corrections made to the
register since it was last printed;
(g) cause a print of each edition of the register and of its list of
corrections to be deposited at the principal office of the Institute; and
(h) keep the register and list so deposited and make the register and list
available, at all reasonable times, for inspection by members of the public,
either physically or virtually through an internet portal.
(2) A document purporting to be a print of an edition of the register published under this section by authority of the Registrar, or document purporting to be print 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 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 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 purpose of those proceedings as having at all material times thereafter continued to be, or not to be, so registered.

12. -(1) Subject to the provisions of this Act, an individual is eligible to be registered as a treasury manager if he-

(a) passes the qualifying examination accepted by the Council;

(b) completes the practical training prescribed by the Institute under this Act;

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

(d) qualifies for enrolment as a member in any of the categories specified for the purposes of this Act.

(2) An applicant shall, in addition to evidence of qualification, satisfy the Council that-

(a) he is of good character;

(b) has attained the age of 21 years; and

(c) has not been convicted by any court of law in Nigeria or elsewhere for an offence involving fraud or dishonesty.

13.- (1) The Council shall, from time to time, publish particulars of qualifications accepted by the Council for registration.

(2) The Council shall approve any institution for the purpose of this Act, and may for such purpose approve-
15.- (1) There is established the Chartered Institute of Treasury Management Investigating Panel (in this Act referred to as "the Panel"), charged with the duty of:

(a) conducting preliminary investigation into any case where it is alleged that a person registered has misbehaved in that person’s capacity as member or shall for any other reason, be subject of proceedings before the Tribunal; and

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

(2) 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.

(3) There is established the Chartered Institute of Treasury Management Disciplinary Tribunal (in this Act referred to as "the Tribunal") charged with the duty of considering and determining any case referred to it by the Investigating Panel established under subsection (1).

(4) The Tribunal shall consist of the Chairman of the Council and six other members appointed by the Council, one of who may be a legal practitioner with at least 10 years post call experience.

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

16.- (1) Where-

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

(b) a member is convicted by any court of law in Nigeria or elsewhere, having powers to award imprisonment for an offence (whether or not punishable with imprisonment) which, in the opinion of the Tribunal, is incompatible with the status of a professional treasury consultant, or

(c) the Tribunal is satisfied that the name of any person has been fraudulently registered,
the Tribunal may, if it deems fit, give a direction reprimanding that person or ordering the Registrar to strike his name off the register.

(2) The Tribunal may, if it deems fit, defer its decision as to the action taken under subsection (1) of this section until a subsequent meeting of the Tribunal, but-

(a) no decision shall be deferred under this provision for a period exceeding one year; and

(b) no person shall be a member of the Tribunal for the purpose of reaching a verdict on a deferred or further deferred decision unless he was present as a member of the Tribunal when the decision was deferred.

(3) For the purpose of subsection (1) (b), a person shall not be treated as a convict unless the conviction stands at a point where 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 directive for the purpose of effecting penalties for unprofessional conduct, the Tribunal shall cause notice of the directive to be served on the person to whom it relates.

(5) The person to whom such a directive relates, at any time within 28 days from the date of service on him of notice of the directive, may appeal against the directive to the Federal High Court and the Tribunal may appear as respondent to the appeal and, for the purpose of enabling directive to be given as to the costs of the appeal and proceeding before the Federal High Court, the Tribunal shall be deemed to be a party to the appeal whether or not it appears on the hearing of the appeal.

(6) A directive of the Tribunal under subsection (1) shall take effect where-

(a) no appeal under this section is brought against the directive within the time limited for such an appeal, or at the expiration of the time;

(b) such an appeal is brought and is withdrawn or struck out for want of prosecution, or dismissed for lack of merit; or
(c) an appeal is brought and is not withdrawn or struck out, if and when the appeal is dismissed, shall not take effect under the provision of this section.

(7) A person whose name is removed from the register following a directive of the Tribunal under this section is not entitled to be registered again except in pursuance to a direction in that behalf given by the Tribunal on the application of that person and a directive 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 that period from the date of the direction (and where he has duly made an application, from the date of his last application) as may be specified in the direction.

17.- (1) From the commencement of this Act, any person who was not a member of the Institute before this Act and who under this Act, is qualified to apply for and obtain membership of the profession may, within the period of three months beginning with the date of the commencement of this Act, apply for membership of the Institute in the manner prescribed by the Council and if approved, he shall be enrolled or registered, as the case may be, according to the person's qualification.

(2) A person shall be deemed to be a professional treasury management practitioner if, for consideration of remuneration to be received whether by himself or in partnership with any other person-

(a) he engages in the practice of treasury management or holds himself out to the public as a professional treasury management consultant;

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

(c) renders any other service that may, by regulations made by the Council, be designated as service constituting practice as a professional treasury management practitioner or consultant.

18.- (1) The Council may make rules for-

(a) the training of suitable persons in treasury management;
(b) the licensing of persons employed in the treasury;

c) prescribing the fees to be paid by treasury practitioners or consultants; and

d) the restriction of right of practice where conditions are not met.

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

(3) Rules made under this section shall, if the Chairman of the Council directs, be published in the print media.

19. The Council may award honorary membership of the Institute to persons it considers worthy of such honour, on terms and conditions prescribed by the Council and approved by the Institute in its general meeting.

20. The Institute shall-

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

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

c) encourage the production and sale of materials, books and journals arising from its research and consultancy activities.

21. Rules and regulations made under this Act shall be subject to confirmation by the Institute at its next AGM or at a special meeting of the Institute convened for the purpose; and if annulled, shall cease to have effect on the day after the date of annulment, but without prejudice to anything done under any such rules.

22.- (1) From the commencement of this Act-

(a) all properties held by or on behalf of the Incorporated Institute
deemed to be served and of the day for which it is given and shall specify the
place, day and hour of the meeting, and in case of business other than ordinary
annual business of the Institute, the general nature of business.

(3) In the case of an AGM, the Secretary shall also send to each
member with the notice, a copy of the annual report of the Council, a copy of
the accounts of the Institute with the auditors' report thereon, and particulars of
all motions to be brought before the meeting.

Special Motions at Annual General Meetings

8. A member desiring to bring before the AGM any motion not
relating to the ordinary business of the AGM of the Institute may do so
provided that-

(a) notice in writing of the proposed motion is sent or given to the
Secretary not later than 45 days before the date of the AGM; and

(b) no less than 10 members entitled to vote at the AGM shall have
sent or given notice in writing to the Secretary not later than 30 days before the
date of the AGM expressing their desire that the proposed motion be brought
before the AGM and that the proposed motion relates to matters affecting the
Institute.

Voting at General Meetings

9.- (1) Except as provided in this Schedule regarding voting to elect
members to fill vacancies on the Council, a resolution put to the vote at any
AGM or Extra Ordinary Meeting of the Institute shall be decided on a show of
hand unless (before or on the declaration of the show of hands) a poll is
demanded by at least 10% of those present provided that the matter arrived at is
not less than five.

(2) No amendment shall be permitted to resolution, amend the Act or
the rules and bye laws of the Institute except with the consent of the Chairman
of the meeting (whose decision shall be final) if the amendment is one of form
only and not of substance.

(3) If a poll is duly demanded or required to be taken, it shall be taken
in accordance with the relevant bye laws and the result of the poll shall be
deemed to be the resolution of the meeting at which the poll is demanded.

(4) Except as provided in this Schedule regarding voting to elect
members by ballot to fill vacancies on the Council, in the case of an equality
of votes, whether on a show of hands or on a poll, the Chairman of the
meeting, at which the show of hands takes place or at which the poll is
required to be taken, shall be entitled to a second or casting vote.

(5) A poll demanded on the election of a 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 that upon
which a poll has been demanded or is required may be proceeded with
pending the taking of the poll.

(6) On a show of hands or 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.

Voting Rights of Corporate Members

10. Each corporate member's voting power at any meeting of the
Institute shall be vested in a single person entitled as a "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.

Meeting of the Council

11.- (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 Vice-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 deems fit, but a person who is a 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 this paragraph, the first meeting of
the Council shall be summoned by the Minister of Education, who may give
such direction as he thinks fit as to the procedure which shall be followed at the
meeting.

Committees

12.-(1) The Council may appoint one or more committees to carry
out, on behalf of the Institute or of the Council, such functions 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 on the committee in accordance with
the terms of the instrument by which he is appointed.

Miscellaneous

13.-(1) The fixing of the seal of the Institute shall be authenticated by
the signature of the President or of some other member of the Council
authorised generally or specially by the Institute to act for that purpose.

(2) A 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
made or executed on behalf of the Institute or the Council as the case may
require, by any person generally or specially authorised to act for that purpose
by the Council.

(3) A 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.

(4) The validity of any proceeding of the Institute, Council or committee of the Council shall not be affected by any vacancy in membership, any defect in the appointment of member of the Institute, the Council or a person to serve on the committee or by reason that a person not entitled to do so took part in the proceedings.

(5) A member of the Institute or the Council, and any person holding office on 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, the Council or a committee, shall disclose his interest to the President or the Council as the case may be, and shall not vote on any question relating to the contract or arrangement.

(6) 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 22 (2)

TRANSITIONAL PROVISIONS AS TO PROPERTY, ETC.

Transfer of property

1.- (1) Every agreement to which the Incorporated Institute was a party immediately before the commencement of this Act, whether in writing or not and whether or not of such nature that the rights, liabilities and obligations thereunder could be assigned by the Incorporated Institute, shall have effect from the commencement of the Act so far it relates to property transferred by this Act to the Institute, as if-

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

(b) for any reference (however worded and whether express or implied) to a member or members of the Council or the Incorporated Institute there were substituted as respects anything failing to be done on or after the commencement of the Act-
(i) a reference to the Institute, and
(ii) a reference to a member or members of the Council under this Act.

(2) Other documents referring, whether specifically or generally, to
the Incorporated Institute shall be construed in accordance with subparagraph
(1).

(3) Without prejudice to the generality of the provisions of this
Schedule, where, by the operation of any of them or any section of this 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 of this Act by or against the Incorporated 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 or property of the
kind in question (whether by reference to an instrument of transfer or
otherwise), the law shall, so far it provides for alterations of a register but not
for avoidance of transfers, the payment of fees or any other matter, apply with
the necessary modifications to the transfer of the property and the Council shall
furnish the necessary particulars of the transfer to the proper officer of the
registration authority, and of that officer in charge of the transfer accordingly.

Transfer of Functions

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 Incorporated Institute shall be deemed to be the members of Council of the Institute until the date determined under subparagraph (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) A person who, immediately before the commencement of this Act, held office as the President or Deputy President of the Incorporated Institute by virtue of the 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 to have been elected-

(a) to that office in pursuance of the provision of this Act, corresponding to the relevant provision in the said Articles of Association; and

(b) on the date on which he took office, or last took office, in pursuance of the relevant provision of those articles.

(4) The members of the Incorporated 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 Incorporated Institute shall on that day become the holder of an appointment with the Institute with the status, designations and functions which correspond as nearly as may be to those appertaining to him in his capacity as a member of staff of the Incorporated Institute.

(5) A person being an office holder on, or member of, the Council of the Incorporated Institute immediately before the commencement of this Act and deemed under this paragraph to have been appointed to any position in the Institute, or the Council of the Institute, and hereafter ceasing to hold office otherwise than by reason of his misconduct, shall be eligible for appointment to the 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 purpose of the Incorporated Institute and 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 necessary modifications, as if duly made for the corresponding purpose of the Institute.

THIRD SCHEDULE

Section 15 (5)

SUPPLEMENTARY PROVISIONS RELATING TO THE DISCIPLINARY TRIBUNAL AND INVESTIGATING PANEL

The Tribunal

1.-(1) The quorum of the Tribunal shall be four.

(2) The Council 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 rules of evidence to be observed in proceedings before the Tribunal.

2. The rules shall in particular provide-

(a) for securing that notice of the proceedings 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 that person, 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 16 (5) of this Act, as to the costs of proceedings before the Tribunal;

(f) for requiring, in a 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 not been
proved, it shall record a finding that the person is not guilty of such conduct
in respect of the matters to which the allegation relates; and

(g) for publishing in the print media, a notice of any direction of the
Tribunal, which has taken effect provided 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 issue out of the registry of the High Court \textit{writs of
subpoena ad testificam} \textit{hum and ducescum}, but no person appearing before
the Tribunal shall be compelled to-

(a) make any statement before the Tribunal tending to incriminate
herself; or

(b) produce any document under such a writ which he could not be
compelled to produce at the trial of an action.

4.-\textit{(1)} For the purposes 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 Attorney-General of the Federation and shall be a legal
practitioner of no less than 10 years standing.

\textit{(2)} The Attorney-General of the Federation shall make rules as to
the functions of assessors appointed under this paragraph and in particular
such rules shall contain provisions for securing that-

(a) 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 thereat or, if the advice is tendered while the
Tribunal is deliberating in private, that every such party or person shall be
informed what advice the assessor has tendered; and
(b) every such party or person shall be informed if in any case the
Tribunal does not accept the advice of the assessor on such a question.

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

The Panel

5.- (1) The quorum of the Panel shall be three.

(2) The Panel may, at any meeting of the Panel attended by the
members of the Panel, make standing orders with respect to the Panel.

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

Miscellaneous

6. A person ceasing to be a member of the Tribunal or the Panel shall
be eligible for reappointment as a member of that body.

EXPLANATORY MEMORANDUM

This Bill seeks to establish the Chartered Institute of Treasury Management for
the promotion, study and practice of proper management of the treasury as a
safeguard against fraud, outright embezzlement, emasculation,
misappropriation or misapplication of scarce resources placed in the custody of
fund managers.