

A REVIEW OF THE POSITION OF THE COMPANY SECRETARY IN THE NIGERIAN CORPORATE LAW REGIME*

Abstract

The Companies and Allied Matters Act (CAMA) 2020 significantly changed the legal position of the Company Secretary in Nigeria as one of the administrative officers to that of a corporate officer with increased responsibilities and liabilities. This study looks into the radical transformation, comparative law, issues of implementation, and strategic plan to facilitate implementation. Using content analysis of relevant statutes and a robust study of court cases, the report finds that although CAMA 2020 makes great strides on professional recognition, there is still much infrastructure and regulatory backup needed to implement successfully.

Keywords: Company Secretary, CAMA 2020, Corporate Governance, Legal Liability, Nigeria, Comparative Jurisprudence

1. Introduction

The development of company secretaries into strategic professionals on corporate governance and a departure from the staid image of clerical functionaries is one of the greatest changes in contemporary corporate law. The modernization of Nigeria's corporate governance system to the point where the CAMA 2020 came through marked a critical turning point in the process, as the entity and roles of company secretaries as individuals were imaginatively reappraised. This evolution was not just an isolated event but the extension of many decades of transformation in corporate practice, the trend of elevated investment flows to Nigeria, and the understanding of the necessity to make Nigerian corporate governance principles in line with global best practices¹. As the history of company secretary regulation in Nigeria demonstrates, the long-term perspective is a slow and steady progress towards a modern system from the simple regulation found in the Companies and Allied Matters Act 1990, to the present-day advanced system represented by CAMA 2020². The deficiencies of the former Act were reflected in a few key dimensions: the lack of a precise qualification requirement raised questions over the standard of accredited professionals. Functional responsibilities were not clearly defined which gave rise to ambiguity over the power and responsibility of company secretaries³.

The provisions of company secretary under the Companies and Allied Matters Act 1990 were basic, which merely laid down requirements for appointing a company secretary with little or no details of professional qualifications and structures of any legal accountability. This structure was even more insufficient when the economy of Nigeria began to grow and the expectations revolving around corporate governance were changing to meet international requirements. These shortcomings were especially troublesome after Nigeria joined the emerging world's financial markets, and the downward pressure on corporate governance standards, transparency, and regulatory compliance created an expectation that could not be met by the earlier framework⁴. International donors and investors were pressuring international standards-based models to have functional governance frameworks, and this put a strain on the comprehensive reform of the legal framework that governed corporate operations in Nigeria.

The CAMA 2020⁵ reforms should be regarded as part of the economic development strategy and aspirations of becoming a choice destination in terms of international investment in Nigeria. The Improvement of company secretary provisions is a very important part of general initiatives of reforms as it is known that effective corporate governance needs to rely heavily on the work of professionals who provide administrative and compliance assistance. The theoretical premises upon which such reforms are premised are supported by the already established principles of corporate governance theory, i.e., agency theory, stewardship theory and stakeholder theory which are all embodied in the improved provisions of CAMA 2020 in several ways that are a means towards enhancing corporate oversight and accountability.

2. Theoretical Framework and Literature Review

The theoretical foundation for the translation of CAMA 2020 to company secretary legislation is based on classic corporate governance theories that have affected current knowledge of corporate interaction and accountability systems. Particularly, agency theory, as stipulated by Jensen and Meckling⁶, views monitoring and control mechanisms as essential in mitigating conflicts between principals (shareholders) and agents (management), and company secretaries play the key role in this relationship in terms of (1) information flows, (2) compliance with governance requirements and (3) supporting the effectiveness of the board. This evolution was reflected in the landmark English case of *Panorama Developments*

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¹ P V C Okoye, 'CAMA 2020 and the Transformation of Company Secretary Practice in Nigeria,' *International Company and Commercial Law Review* 32, no. 4 (2021): 156–172.

² T J Ayoola, 'The New Companies and Allied Matters Act 2020: A Paradigm Shift in Nigerian Corporate Governance,' *Journal of Corporate Law Studies* 20, no. 1 (2020): 147–168.

³ C C Nwabachili and C I Ezugwu, 'Corporate Governance and Company Secretary Function under Nigerian Law,' *International Journal of Law and Management* 61, no. 2 (2019): 298–315.

⁴ E N M Okike, 'Corporate Governance in Nigeria: The Status Quo,' *Corporate Governance: An International Review* 15, no. 2 (2007): 173–193.

⁵ As Amended in 2023, Herein also referred to as 'the Act'

⁶ M C Jensen and W H Meckling, 'Theory of the Firm: Managerial Behavior, Agency Costs and Ownership Structure,' *Journal of Financial Economics* 3, no. 4 (1976): 305–360.

*(Guildford) Ltd v Fidelis Furnishing Fabrics Ltd*⁷ in which Lord Denning MR opined that the role of company secretaries is no longer confined to clerks as they have evolved to become vital officers of companies with far reaching duties and responsibilities. This is a principle that has been fundamental to the development of company secretary law in the Commonwealth jurisdictions⁸. His judicial recognition reflected the practical reality that company secretaries had evolved beyond administrative functions to become key participants in corporate governance processes, a development that CAMA 2020 has now codified in Nigerian law through explicit recognition of their corporate officer status.

The stewardship theory, focusing on directing the interests of management toward organizational goals, can be found in the increased scope of supervision that has been given to company secretaries under CAMA 2020. The Act ensures that stewardship roles are strengthened by having the companies' secretaries hold officer status to exercise fiduciary responsibilities, which develops accountability systems that enhance organizational integrity⁹. This theory acknowledges that corporate governance needs to be managed by qualified administrators capable of acting like stewards of corporate affairs without losing their independence and objectivity in dealing with their professional mandates. Company secretary regulation based on stewardship demonstrates the contemporary understanding that corporate governance does not only entail the fulfillment of legal stipulations, it also entails the ability to design systems and procedures that facilitate organizational success over the long run and the value creation concerning the stakeholders¹⁰. In *AWA Ltd v Daniels*¹¹ the standard of care and position of the company secretary was illuminated when Justice Rogers held that corporate officers should exercise care and diligence in a reasonable manner based on their qualifications, level of experience, and role in the organization.

The stakeholder Theory proposed by Freeman appreciates the pluralistic responsibility of the company secretary in the context of managing relationships between all stakeholder groups that include shareholders, regulators, employees, the general community etc¹². This is clearly implied in the explicit statutory requirement in the present Act of the need to communicate with stakeholders, manage disclosures, and interface with regulators. This makes company secretaries special custodians of stakeholder interests and corporate integrity¹³. In practice, the stakeholder theory can be seen in the management of the regulation of the company secretary, in cases such as *ASIC v Healey*¹⁴ where the Federal Court of Australia scrutinized the role of the company secretary in ensuring proper financial reporting and the conditions of the regulator. It focused on the role of a company secretary as an intermediary between the company management and the groups of stakeholders who have legitimate interests in corporate performance and conduct. This multi-stakeholder approach has also been applicable in the design of CAMA 2020, which considers company secretary functions on a comprehensive basis that sufficient governance needs properly trained administrators who are able to balance competing interests of the various stakeholders and uphold the corporate interest and the integrity of the regulatory environment.

A comparative literature shows that company secretary regulations have significantly evolved in Commonwealth jurisdictions, each of which has modified common law principles to suit its own domestic requirements while maintaining alignment with global best practices. Davies and Worthington's analysis of Gower Principles of Modern Company Law shows how English law has gradually changed to recognize the strategic role of professional company secretarial services¹⁵. However, this change has mostly been the result of inconsistent judicial interpretation rather than a comprehensive recodification. The corporate structure of the Companies Act 2006, including the qualification provisions of section 271 of the legislation concerning secretaries of public companies, had laid down significant precedent and influenced the approach of the CAMA 2020, although the English statutory laws are notably weaker regarding recognition of the status of corporate officer than the Nigerian version, which has greater recognition within its legislative setup and enforcement¹⁶. The law of apparent authority, in application to corporate officers was further explained in *Freeman & Lockyer v Buckhurst Park Properties (Mangal) Ltd*¹⁷, which laid down the doctrines that remain pertinent to the extent of the company secretary authority in the contemporary days of corporate governance.

Australian jurisprudence has been especially fruitful in the development of useful precedents applicable to the regulation of the company secretary by both all-encompassing statutory and detailed case law. The requirement of appointing a company

⁷ [1971] 2 QB 711-The Court of Appeal held that a company secretary, by virtue of their position, has ostensible authority to enter into contracts for administrative matters (e.g., hiring cars), illustrating the expanded scope of a secretary's role beyond mere clerical duties.

⁸ L Sealy and S Worthington, *Cases and Materials in Company Law*, 10th ed. (Oxford: Oxford University Press, 2013).

⁹ J H Davis, F D Schoorman, and L Donaldson, 'Toward a Stewardship Theory of Management,' *Academy of Management Review* 22, no. 1 (1997): 20–47.

¹⁰ S Letza, X Sun, and J Kirkbride, 'Shareholding versus Stake holding: A Critical Review of Corporate Governance,' *Corporate Governance: An International Review* 12, no. 3 (2004): 242–262.

¹¹ (1992) 7 ACSR 759 – This landmark Australian case held that directors owe an objective duty of care and diligence: they must stay informed about the company's affairs, not simply rely on others without proper oversight, and ensure internal controls are adequate – reflecting heightened modern expectations of directors.

¹² R E Freeman, *Strategic Management: A Stakeholder Approach* (Boston: Pitman, 1984).

¹³ R Phillips, R E Freeman, and A C Wicks, 'What Stakeholder Theory Is Not,' *Business Ethics Quarterly* 13, no. 4 (2003): 479–502.

¹⁴ [2011] FCA 717 – Commonly referred to as the *Centro Case*, this decision clarified that company directors have a personal responsibility to understand and focus on the company's financial statements, ensuring compliance with statutory requirements under the Corporations Act 2001 (Cth).

¹⁵ Davies and Worthington, *Gower's Principles*, 11th ed., 2022.

¹⁶ B. Hannigan, *Company Law*, 6th ed. (Oxford: Oxford University Press, 2021).

¹⁷ *Freeman & Lockyer v Buckhurst Park Properties (Mangal) Ltd* [1964] 2 QB 480.

secretary to serve in public companies is stipulated in the Corporations Act 2001, Section 204A¹⁸, which is indicative of its important governance role that is consistent with the strategy of CAMA 2020¹⁹. Comprehensive guidance on the qualifications and duties of company secretaries is covered by the Regulatory Guide 204 of Australian Securities and Investments Commission and highlights requirements in terms of the knowledge of corporate law, principles of corporate governance, and professional development of secretaries which shaped directly the professional standards framework in CAMA 2020. Liability of corporate officers further evolved to the present whereby a company secretary could be held liable because of their professional responsibility and knowledge of or having participated in a contravention which would now be seen within the framework of the liability in CAMA 2020 to a company secretary as a corporate officer.

3. Analysis of CAMA 2020 Framework

The totality of the change being brought by the CAMA 2020 is a paradigmatic change in the way the Nigerian law views and governs the roles of the company secretary as part of the wider company governance scenario. Included in section 330 stated in CAMA 2020 is the formal recognition of company secretaries as corporate officers, which essentially changes their legal position in the corporate turf by making them bound by the same body of law that governs other corporate officers, such as directors and senior executives²⁰. This legal elevation has significant implications in regard to both the authority and responsibility of the company secretaries and has its direct legality that is far reaching beyond the normal functions of the position including administrative duties of the position. The corporate officer title places the company secretaries under the fiduciary obligations expected of all corporate officers, which include responsibilities of care, loyalty and good faith, which under the corporate law case law have established legal obligations of the fiduciary standard that goes beyond fulfilling the law by simply complying administratively to instead involve legal obligations of the office now with responsibilities towards the welfare of corporations and protecting stakeholders²¹. This was made clear in the case of *Re Maidstone Buildings Provisions Ltd*²² which indicated that secretaries of companies are under a duty of care and skill to perform their duties in doing so they have an individual liability in areas where they have failed to observe their professional obligations, which is also covered under the statutory principle of CAMA 2020 with greater clarity and specificity.

The qualification framework signified in Section 332 is a very smart way of handling professional competence, and the qualification can be seen as a basis for the appointment of a company secretary, it signifies both formal professional recognition and the practical experience as a valid ground. This structure takes into account professional body membership of special bodies like Institute of Chartered Secretaries and Administrators (ICSA) or similar bodies in the global trend of professionalization of the company secretarial services coupled with the local issues of professional furthering²³. The privileging of other credentials, including legal or accounting qualifications with appropriate experience, is informed by the multidisciplinary dimension of current company secretarial practice, and by flexibility to accommodate different qualified practitioners with a range of backgrounds to offer their knowledge to corporate governance roles. A review of *R v Shacter*²⁴, has instructive precedent on the importance of the professional qualifications of company secretaries because the court stated that, the complexity of the regulation in the corporate environment demands high levels of professional competence among company secretaries to support the suggestion to uphold high standards of qualification requirement under CAMA 2020. The framework also creates the concept of continuing professional development, noting that the changing nature of corporate regulation can only be achieved through the need to continuously learn and improve skills along the lines of the international best practices as is the case with the Australian Securities and Investments Commission in its Regulatory Guide 204 where it reflects on the importance of continued professional development as it relates to the application of ongoing learning and enhancing skills for company secretaries to help them maintain their professional competence and effectiveness.

The functional duties in Section 334 and 335 prove that the company secretaries are involved in the corporate governance processes and not simply the administrative personnel with all comprehensive duties that entail in meeting regulatory requirements, keeping corporate records, board meetings and shareholder assemblies, corporate communications, and director and board support. The roles pertain to contemporary interpretations of company secretaries as corporate governance professionals whose responsibilities are crucial in achieving effectiveness in organizational performance as well as compliance with organizations, with the powers granted under the Act, conferring such enhanced responsibilities through authority to sign and execute documents on the behalf of companies in designated situations, contact with regulatory agencies and representation of firms in administrative proceedings²⁵. In a way that is closely confined the added authority

¹⁸ Corporations Act 2001 (Cth) s 204A- This section requires that a public company must have at least one company secretary. Each company secretary must ordinarily reside in Australia, and their appointment must be made by the directors.

¹⁹ R Baxt, K Fletcher, and S Fridman, *Corporations and Associations Law*, 2nd ed. (Sydney: LexisNexis Butterworths, 2018).

²⁰ F Ajogwu, *Corporate Governance and the Law: A Practitioner's Guide to CAMA 2020* (Lagos: Lawlords Publications, 2021).

²¹ M C Nwafor, 'The Enhanced Role of Company Secretaries under CAMA 2020: Implications for Corporate Governance in Nigeria,' *Nigerian Journal of Corporate Law* 15, no. 2 (2020): 45–62.

²² *Re Maidstone Building Provisions Ltd* [1971] 1 WLR 1085 (Ch) - Pennycuik V-C held that a company secretary's mere failure to advise directors did not render him a 'party to the carrying on of the business' for purposes of liability for fraudulent trading; positive participation was required.

²³ E N M Okike and E Adegbite, 'The Evolution of Shareholder Activism in Nigeria: A Historical Perspective,' *Journal of Management and Governance* 16, no. 2 (2012): 187–213.

²⁴ *R v Shacter* [1961] 1 WLR 1 (CA) – The Court of Appeal held that expert evidence on the reliability of witness identification may be admissible if it assists the jury on matters beyond their ordinary experience.

²⁵ O Amao, *Corporate Social Responsibility, Multinational Corporations and Law in Nigeria* (London: Routledge, 2013).

has established a legal basis where the governance functions are effectively performed and it is the fact of practical reality that enhanced control of corporate governance must be effectively practiced by professional administrators who are given enough power to play their role. *James McNaughton Paper Group Ltd v Hicks Anderson & Co*²⁶ illustrates how essential professional authority is as a means towards effective discharge of the functions of corporate governance and the Court of appeal pointedly noted that professional service providers have to possess sufficient authority to competently perform their professional duties.

Section 334 establishes a comprehensive liability framework that holds company secretaries accountable for professional failures in the course of their work. The liability provisions capture both acts and omissions and even though it appreciates that the professional accountability would also cover all the omissions in addition to the irresponsible acts, the system has implemented the aspect by dealing with the implementations of the contraventions according to various categories and imposing the penalties that would promote proportionalities based on both the level of the misdoings alongside the nature of the misdoings²⁷. This professional accountability is delicate in giving a voice to high intensities in intellectual theories concerning the need to facilitate the growth of professional practice without compromising on standards, and the implication of any of the omissions of a professional. The authority of *Dorchester Finance Co Ltd v Stebbing*²⁸ provides precedence on the use of personal liability of corporate officers when they have contravening provisions. They can be held personally liable when they have failed to apply the required level of care and diligence in undertaking their professional duties. This can be directly applied under the enhanced liability mechanism in under the Act.

4. Implementation Challenges

The transformational opportunities of the CAMA 2020 company secretary provisions have a lot of challenges of implementation that cut across various dimensions which may include infrastructure in professional development, regulatory capacity, market forces, support institution structures that may limit the efficacy of the redesigned framework unless addressed comprehensively by planning coordinated interventions. Limited professional competence and capacity-building resources may be the critical short-term challenge as the grading of company secretaries would cause very pronounced skills shortages in the Nigerian market since it provides not only quantitative shortfalls but also qualitative deficiencies in professional capabilities needed under the new system²⁹. As recent estimates indicate there are less than 3,000 professionally qualified company secretaries in a country with more than 2.5 million registered companies, there exist quantitative limitation which are met with qualitative challenges because most of the people in the current capacity were trained based on a less complex set of frameworks and may not possess the necessary in-depth knowledge of the law and governance as necessitated by CAMA 2020. Although the case of *Salomon v A Salomon & Co Ltd*³⁰ did not specifically relate to the qualification of a company secretary; in setting down key principles concerning the professional competency requirements of company functions, it still retains relevance in contributing to the comprehension that effective professional preparation makes for a greater role in corporate governance in the current regulatory systems.

The professional education infrastructure in Nigeria faces significant challenges in addressing increased demand. Institutions such as the Institute of Chartered Secretaries and Administrators of Nigeria (ICSAN) require extensive capacity building and curriculum modernization to meet CAMA 2020 standards³¹. The new continuing professional development obligations stipulated by CAMA 2020 pose another challenge since the dynamic aspect of corporate regulation, especially in its corporate governance, financial regulating and compliance management, necessitates the constant skills and knowledge training and development that the existing infrastructure cannot sufficiently sustain in locations beyond the larger commercial hubs like Lagos and Abuja. Other countries have provided precedents in what level of infrastructure development is needed with full professional development systems provided by organisations like the Australian Institute of Company Directors furnishing examples in the scale and quality of supporting professional development infrastructure required to enable improved company secretary practice. Development of the practical competencies required is impeded because mentorship opportunities, practical training programs and exposure to advanced corporate transactions processing are also limited, and professional needs must now include competencies in technology and digital literacy as these modern business technology applications are used increasingly in regulatory filings, in supporting boards, communicating with minority stakeholders and ensuring compliance.

The key limitations affecting the CAMA 2020 stipulations might be the regulatory infrastructural weaknesses and enforcement capacities that may compromise the usefulness of the provisions no matter how superior the statutory framework might be. As the main regulator of company registration and compliance, the Corporate Affairs Commission has gross resource limitation on its capacity to monitor and enforce the enhanced company secretary requirements and its

²⁶ *James McNaughton Paper Group Ltd v Hicks Anderson & Co* [1991] 2 QB 113 – The Court of Appeal clarified principles relating to negligent misstatements and the duty of care owed by accountants to their clients.

²⁷ B Ahunwan, 'Corporate Governance in Nigeria,' *Journal of Business Ethics* 37, no. 3 (2003): 269–287.

²⁸ *Dorchester Finance Co Ltd v Stebbing* [1989] BCLC 498 – The court held that directors who do not apply reasonable care and skill in the management of a company can be held personally liable for negligence.

²⁹ C U Uche, 'Professional Development Needs in Nigerian Corporate Governance: The Company Secretary Perspective,' *Corporate Governance Quarterly* 7, no. 3 (2019): 234–251.

³⁰ [1897] AC 22 – Established the principle of corporate personality, confirming that a company is a separate legal entity distinct from its shareholders.

³¹ E Adegbite, 'Corporate Governance Regulation in Nigeria,' *Corporate Governance: An International Review* 20, no. 4 (2012): 523–538.

personnel levels, technological capabilities and financial reserves are inadequate to oversee total compliance to the new stipulations³². Regulatory interpretation and guidance facilitation are also urgent needs that are not in full particle awaiting implementation as the associated new field of legal loopholes and uncertainties necessitate regulatory accompaniments to guide appropriate implementation that companies and practitioners have to comprehend about qualification evaluation procedures, standards of professional competence, as well as, compliance monitoring requirements. The case of *R v panel on Take-overs and Mergers, ex p Datafin Plc*³³ proves that the effectiveness of the regulatory capacity is significant in introducing complex corporate governance structure and the Court of appeal indicated that the effectiveness of a particular regulation is not held up only when it is statutorily established, but also when it is practically able to act the rule at all times in ways which are dependably evenhanded. The issue of enforcement consistency is rather challenging in terms of the complexity of the requirements on the company secretary and the possibility of the absence of specialized knowledge that is required to evaluate professional competence and performance standards at regulatory authorities, which could imply inconsistent enforcement of the requirements and the undermining effectiveness of the framework.

Market structure and economic environment constraints add additional barriers to effective implementation, particularly for small and medium-sized enterprises that dominate the Nigerian business sector but have significant cost and resource constraints in their capacity to access more sophisticated professional services. Cost implications are major barriers to compliance and consist of higher qualification requirements and bigger responsibilities inevitably increasing the cost of professional company secretarial services that prove to be beyond the reach of low-resource companies with small profit margins³⁴. Market concentration exacerbates cost and access problems, with small numbers of competent practitioners serving to exacerbate concentration that raises concerns regarding service quality, practitioner independence, and ability of company secretaries to give sufficient attention to specific client requirements. The comparative immaturity of the professional services market affects the quality and consistency of services since the Nigerian company secretarial services market does not yet have well-established competitive forces, standard services, and efficient quality assurance processes characteristic of settled markets in industrialized jurisdictions. Infrastructure shortages, specifically technology and communications, influence capacity to provide effective modern company secretarial services, where consistent internet access, good power supply, and advanced communications infrastructure are required for effective contemporary corporate governance and compliance work but are restricted specifically outside major commercial hubs. *The Adams v Cape Industries plc [1990] Ch 433*³⁵ case demonstrates some of the real-life difficulties in complex business contexts which corporate governance professionals have to contend with, and it provides an indication of the sophisticated support infrastructure and professional expertise required for effective management of difficult operational settings.

5. Conclusion and Recommendations

The Companies and Allied Matters Act 2020 spells a conclusive change in the Nigerian corporate law regime, shifting the company secretary up from the level of an administrative assistant to a corporate officer with qualification, increased role with a clear sense of accountability. Working in connection with the international best practices and considering the local realities, CAMA 2020 enhances standards of governance, status of profession, and provides opportunities to increase investor confidence. Nonetheless, its potential to transform is subject to bridging obstacles that include skills shortages, limited regulatory ability, financial obstacles faced by smaller companies, and institutional constraint. This will be important to deal with them through combined efforts by stakeholders in the form of professional development, strengthening regulation, supporting markets, elaborating laws, and collaborating with international entities. When successfully completed, the reforms have the potential to instill the best corporate governance practices in Nigeria, to build the best skilled and accountable profession of company secretaries, to attract investment, and to place Nigeria at the top of the region in promoting good governance.

There is a substantial need to strengthen the regulatory enhancements and supporting systems in such way that it should be embedded with an institutional background so as to implement and enforce the enhanced company secretary on a very good note. Capacity building at the Corporate Affairs Commission is a high priority and it is essential to invest heavily in human resources, development of information technology infrastructure, and systems to track and implement strict compliance with enforced requirements. This capacity building must take into consideration expert training of the Commission staff in the area of company secretary regulation, investment in modern technology platforms (that can be used to monitor compliance), and development of risk-based supervision strategies that will streamline the usage of resources without further impairing compliance monitoring of enhanced requirements. The overall details of regulatory guidance would be created to tackle the ambiguity of interpretation that is highly limiting on the success of implementation received currently, and the Commission would establish detailed guidance on the process of assessment of qualifications, the standards of professional competence evaluations, compliance monitoring, and the enforcement procedures which are to be critically reviewed and updated routinely with the development and evolution of best practices and regulation. *The R v Secretary of*

³² E N M Okike, 'Corporate Governance in Nigeria: The Status Quo,' *Corporate Governance: An International Review* 15, no. 2 (2007): 173–193.

³³ [1987] QB 815 – The Court of Appeal held that the decisions of private regulatory bodies exercising public functions could be subject to judicial review

³⁴ E Adegbite, 'Good Corporate Governance in Nigeria: Antecedents, Propositions and Peculiarities,' *International Business Review* 24, (2015): 319–330.

³⁵ *Adams v Cape Industries plc [1990] Ch 433* – The Court of Appeal affirmed the separate legal personality of companies, holding that the corporate veil would only be pierced in exceptional circumstances involving impropriety.

*State for Transport, ex p Factortame Ltd*³⁶ case shows the role of explicit standards of conduct under regulation and constant enforcement of standards to accomplish valuable regulatory frameworks which require not only legal authorization but practical ability to apply requirements in a consistent and fair manner.

The legal and institutional framework improvement should focus on filling in the observed gaps and limitations and on making certain that the supporting institutions adapt to the needs of the improved framework. The capacity building in the area of judiciary would improve quality and consistency in legal interpretation and enforcement by providing the judges with specialized training on legal issues related to corporate issues, creation of judiciary commercial courts with specific jurisdiction with corporate issues, judiciary resources and precedent databases to facilitate uniform judgment, and international programs to expose Nigerian judges to best practices in adjudication on corporate matters³⁷. Development of professional regulatory frameworks would be a great improvement in establishing institutional foundations in the form of comprehensive professional indemnity insurance provisions safeguarding both the practitioner and the client as well as addressing the professional liability risks, disciplinary measures serving the purpose of sustaining professional standards and client confidence, continuing professional development requirements to ensure the practitioner maintains the required professional competencies, and ethical requirements and implementation practices in ensuring maintenance of required professional integrity. The process of reviewing and updating the statutory framework would be done through ensuring all legislative processes promote refinement and updating of the framework to remain efficient and current through routine review and updating of statutory provisions based on implementation experience and develop both in the domestic and global environment, harmonization of the CAMA 2020 with other relevant legislation in order to eliminate conflict and inconsistency issues, and adoption of technological and market trends that affect the company secretariat practice.

³⁶ [1991] 1 AC 603 – The House of Lords established that UK courts can suspend Acts of Parliament conflicting with EU law, affirming the supremacy of EU law over national legislation.

³⁷ C C Nwabachili and C I Ezugwu, 'Corporate Governance and Company Secretary Function under Nigerian Law,' *International Journal of Law and Management* 61, no. 2 (2019): 298–315.