

CHAPTER 104

LEGAL PERSONALITY LAW

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CHAPTER 104

LEGAL PERSONALITY LAW

A Law relating to Legal Personality and Matters connected therewith

ANSI Cap 79

[27th August, 1991]

1. This Law may be cited as the Legal Personality Law. Short title
2. In this Law, Interpretation

“alien” means a person who is not a citizen of Nigeria as defined by the construction and includes a corporation, all for a majority of whose shareholders or members are not citizens of Nigeria. or a corporation the majority by value of whose shares are not held by citizens of Nigeria;

“alien enemy” means a person who willingly resides in or who carries on business with or who is a national of or who is domiciled in an enemy territory;

“Constitution” means the Constitution of the Federation;

“corporation” means corporation aggregate corporation sole;

“corporation aggregate” means a group of individual united into one body special name, having perpetual succession under an artificial form, and vested by the policy of the group with the capacity of acting as a human being in acquiring or disposing of property, acquiring rights, privileges and immunities and contracting obligations in common and generally exercising powers conferred upon it either at the time of its creation or subsequently

“corporation sole" means a body politic having perpetual succession constituted in a single persons,

“Federation” means the Federal Republic of Nigeria;

“incorporation” means the act or process whereby a group of individuals or a functionary is formed into a corporation aggregate or a corporation sole, as the case may be. and includes legislation and registration under the Companies and Allied Matters Act;

“infant” means a human being under the age of twenty-one years "person" means a human being, a corporation, or an incorporated association.

3. Human beings and corporations are legal persons, Unincorporated associations are non-legal persons.

4.(1) A human being becomes a legal person from the moment of birth alive and ceases to be one at death;

Provided that a child shall be deemed to be born alive, when it has completely proceeded in a living state from the body of its mother, whether it has breathed or not and whether it has an independent circulation or not, and whether the navel string is severed or not.

(2) A corporation becomes a legal person from the moment of its creation and ceases to be one on being duly dissolved.

(3) A corporation does not cease to exist or to be a legal person by reason only that all its human members have died or otherwise ceased to be members.

5. Corporations are of two types, namely corporations sole and corporations aggregate.

6. (1) A corporation sole is created when an office having only one human incumbent at a time is incorporated or otherwise recognized by law as a body corporate

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(2) A corporation aggregate is created by legislation enacted for that purpose or by registration under the Companies and Allied Matters Act or other statute preceding or replacing the same.

7. (1) A corporation is distinct from its members whether considered as individuals or as a group, and, subject to any written law in force in the State, any rights, duties, powers, privileges or liabilities attached to a corporation shall not attach to its members by reason only that they are such members and *vice versa*; nor shall the shareholders or other members of a corporation be considered to be owners or part-owners of the corporation or its undertaking;

(2) Notwithstanding anything contained in the fore-going subsection, the title of mind or act or omission, of the supreme directorate of a corporation may be held to be the state of mind or act or omission, as the case may be of the corporation itself where wrongful intention or wilful neglect of duty or criminal conduct or other breach or evasion of law is alleged against a corporation.

(3) The assets and liabilities of an unincorporated association shall be the assets and liabilities of its members and subject to the constitution and regulations governing such association, such members shall be owners of the association and its undertaking.

(4) "Supreme directorate" in relation to a corporation sole means the human person whose office has been incorporated or otherwise recognized by law as a body corporate, and in relation to a corporation aggregate means the Board of Direction or other senior executive of the corporation

8. (1) A human person who is of full age and sound mind shall be presumed to have full legal capacity and, accordingly, shall be entitled to all powers, rights and privileges and be subject to all duties and liabilities to which persons domiciled or residing in the State are entitled or subject, as the case may be, under the Constitution and generally shall be capable of performing all the acts of civil life;

Legal
capacity

Provided that nothing in this subsection shall be construed to affect the provisions of any written law from time to time in force in the State imposing limitations on the capacity, powers, rights or privileges of any person or class of persons, or limiting their duties and liabilities.

(2) The provisions of the foregoing subsection of this section shall apply to corporations whether sole or aggregate

Provided that nothing in the said subsection shall be construed to confer upon a corporation any capacity, powers, rights or privileges or to impose upon it any duty or liability which in the nature of things a corporation cannot exercise or bear, as the case may be, by reason of the fact that it is a legal entity without physical existence.

(3) Infants, mentally disturbed persons, persons under the influence of alcohol or drugs, aliens including alien enemies. Bankrupts and convicts have limited legal capacity and accordingly their capacity, power rights, privileges, duties and liabilities limited to those authorized by the written law from time to time in force in the State concerning such capacity and the bearing of such duties and liabilities

Licences
to make
buildings

9. (1) An unincorporated association, not being a legal person, shall be presumed to have no capacity, powers, right or privileges and to be subject to no duties or liabilities as an entity unless there is a written law in force in the State expressly conferring or, as the case may be, imposing the same on it.

(2) Nothing in the foregoing subsection shall be construed to affect

(a) any written law from time to time in force in the State concerning trade unions, partnership or any other unincorporated associations, or

(b) the powers, rights, privileges and liabilities of the members of an unincorporated association as individuals.