



The Powers and Limitations of the National Assembly in Relation to Corporate Investigations

OALP Corporate Investigations

INTRODUCTION

Legislative bodies primarily exist to make laws, but they are also vested with the responsibility of investigating matters of public concern. This investigative power may concern private entities when the subject matter implicates public interest, with the effect that corporations and other private organizations may find themselves subject to legislative investigation.

In Nigeria, the National Assembly, comprising the Senate and the House of Representatives, exercises legislative oversight functions, including the power to conduct investigations into a wide range of matters as defined by the Constitution of the Federal Republic of Nigeria, 1999 (as amended) (the "**Constitution**"). In recent times, the National Assembly has summoned major privately-owned corporations such as Dangote Group and BUA.¹ The scope of disclosure that may be required in the event of such invitations may be disruptive to the operations of private companies.

The exercise of this investigative power raises important legal questions: What is the constitutional basis for the National Assembly's authority to investigate private corporate entities? What procedures govern such investigations? What limitations, if any, constrain the legislature's reach into corporate affairs?

This article seeks to clarify the powers and limitations of the National Assembly as they relate to corporate investigations. It examines the legal framework governing the National Assembly's investigative powers, analyses their scope and boundaries, and provides guidance to businesses and corporations navigating this complex terrain.

LEGAL FRAMEWORK OF THE NATIONAL ASSEMBLY'S POWER OF INVESTIGATION

The legal framework underpinning the National Assembly's investigative powers rests primarily on two sources: the Constitution and the Legislative Houses (Powers and Privileges) Act, 2017 (the "**Legislative Powers Act**").

The Constitution of the Federal Republic of Nigeria 1999 (as amended)

Section 88 of the Constitution specifically provides for the investigative powers of the National Assembly. It defines both the matters over which the National Assembly may exercise its investigative powers and the purposes for which such powers may be exercised. Section 89 complements this by granting incidental evidentiary powers, including the power to require evidence under oath, summon persons to appear and produce documents, and issue a warrant for attendance if a summons is ignored.

Section 60 further empowers the National Assembly to regulate its own procedures, including the process for summoning persons to appear before it. Additionally, Section 62(1) authorizes each House of the Assembly to appoint committees to carry out such functions as it deems necessary, including investigative oversight.

This provision provides the legal foundation for the Standing Orders of both chambers, which define the jurisdiction of their standing and special committees, including oversight of Ministries, Departments, and Agencies (MDAs) that fall under the relevant committees' purview.²

1. Sulaimon Salau, 'OPSN decries incessant summon of private companies by National Assembly' (The Guardian Nigeria, 6 September 2025) <https://guardian.ng/business-services/opsn-decries-incessant-summon-of-private-companies-by-national-assembly/> accessed 21 September 2025.

2. Policy and Legal Advocacy Centre (PLAC), Guide to Legislative Oversight in the National Assembly (PLAC 2019) <https://placng.org/wp-content/uploads/2019/12/Guide-to-Legislative-Oversight-in-The-National-Assembly-Final-Purple.pdf> accessed 21 September 2025.

Legislative Houses (Powers and Privileges) Act

The Legislative Powers Act was enacted to give the National Assembly the powers and immunity necessary to carry out its legislative mandate, including the power of investigation. While the Constitution provides the foundation for the power of investigation, the Legislative Powers Act gives effect to those powers. The Act provides for the National Assembly's power to summon any person in Nigeria to testify or produce documents and establishes the procedure by which summons are served. It also sets out the conditions and procedures for the issuance of warrants.³

Taken together, the Constitution and the Legislative Powers Act establish the matters over which investigations may be conducted, the purposes such investigations are meant to serve, and the procedures through which they are to be carried out. It is within this framework that the scope and powers of the National Assembly in relation to corporate investigations can be properly understood.

SCOPE OF THE NATIONAL ASSEMBLY'S POWER OF INVESTIGATIONS AND ITS RELATION TO CORPORATE INVESTIGATIONS

The scope of the National Assembly's investigative powers encompasses both the matters over which it can investigate and the purposes for which it can exercise its powers.

Matters Subject to Investigation

Section 88(1) of the Constitution identifies two broad categories in which the National Assembly is empowered to conduct investigations:

1. any matter or thing with respect to which it has power to make laws, and
2. the conduct of affairs of any person, authority, ministry or government department charged, or intended to be charged, with the duty of or responsibility for (a) executing or administering laws enacted by the National Assembly, and (b) disbursing or administering moneys appropriated or to be appropriated by the National Assembly.

First Category: Matters within Legislative Competence

The matters over which the National Assembly has power to make laws are extensively set out in the Exclusive and Concurrent Legislative Lists contained in Parts I and II of the Second Schedule to the Constitution. These include, but are not limited to, aviation, banking, bankruptcy and insolvency, broadcasting and television, copyright, customs, incorporation of corporate bodies, mines, oil and gas, and taxation. These matters traverse numerous sectors within the Nigerian economy, with the effect that a wide range of businesses and corporations operate in sectors that fall within this range.



Second Category: Execution of Laws and Administration of Public Funds.

The National Assembly can investigate "the conduct of affairs of any person, authority, ministry or government department" charged with executing National Assembly laws or administering public funds appropriated by it.⁴ The question that naturally arises within the context of this article is whether this instance applies to corporations and by implication, corporate investigations.

While the inclusion of the word "person" may appear broad enough to include corporations and private individuals,⁴ the Court of Appeal has interpreted the National Assembly's powers, in this regard, to be limited to government departments, authorities and functionaries.⁶ This holding is consistent with a principle of statutory interpretation⁷ which provides that where a general word (such as "person") is listed alongside specific words (such as "authority" "ministry" or "government department"), the general word should be interpreted to mean only things of the same kind as the specific words. In other words, "person" in this context is limited to entities similar to government bodies, not private corporations or individuals.⁸

3. Sections 2 and 3 of the Legislative Powers Act

4. Section 88(1)(b) of the Constitution

5. *The Nigerian Interpretation Act 2003, which applies to the interpretation of the Constitution defines 'person' to include a corporation sole, body corporate, and an unincorporated body.*

6. *SPDC (Nig) Ltd v Speaker, House of Representatives & Anor (2023) LPELR-59844(CA) AT Page 19.*

7. *Known as the Ejusdem Generis Rule*

8. *See Nwobike v. FRN [2022] 6 NWLR (Pt. 1826) 293, at 343 (B–D)(SC).*

Purpose for Conducting Investigations

The Constitution further qualifies the scope of the National Assembly's investigative powers by providing that such powers may be exercised only for the purposes of:

1. making laws or correct defects in existing laws; and
2. exposing corruption, inefficiency, or waste in the execution of laws or the administration of funds appropriated by the National Assembly.⁹

In effect, this means that the National Assembly can only investigate any matter within its legislative competence, or the conduct of affairs of any person, ministry, or authority charged with executing National Assembly laws, where the investigation is for the purpose of either making laws, correcting defects in laws, or exposing corruption and inefficiency in the execution of laws.

Procedures and Powers of the National Assembly in Conducting Investigations

An investigation typically begins with the passage of a resolution for such an investigation. The resolution must be published in the journal of the relevant House of the National Assembly or in the Official Gazette of the Government of the Federation.⁹ Resolutions may arise from a motion raised on the floor of the National Assembly, a public petition report, an oversight report or the consideration of a Bill.¹¹

The investigation itself may be conducted by a committee of the whole house, a specialised (ad hoc) committee, a standing committee or a joint committee.¹²

In the course of an investigation, the National Assembly is empowered to procure all such evidence, whether written or oral, and examine all persons on oath as witnesses whose evidence may be material to the subject matter.¹³

Summons given to produce evidence or documents must be signed by the Clerk of the House or Committee issuing it, and must contain the time and venue for appearance, as well as the documents or records required.¹⁴

Where a person who has been duly summoned fails to appear, the National Assembly may issue a warrant to compel attendance. This may be executed by a police officer or the Sergeant-at-Arms.¹⁵ Additionally, the giving of false evidence or failing to answer questions when asked by the National

Assembly constitute offences punishable under the law.¹⁶

The associated powers of the National Assembly to examine all persons on oath as witnesses and produce documents relevant to subject matter are significant with regards to corporate investigations. They mean that even where a corporation is not directly under investigation, its affairs could still be inquired into where it relates to a matter and purpose the National Assembly is empowered to investigate.

For example, in a public-private partnership involving a private logistics provider and a government agency, the National Assembly may summon representatives of the private company to testify and produce records. While the primary focus may be on exposing corruption or inefficiency in the utilisation of funds by the government agency, the inquiry necessarily extends into the private company's operations. This, in effect, amounts to a corporate investigation.

This shows that in practice, these procedures give the National Assembly considerable latitude in investigating corporate affairs. However, as later sections will show, this latitude is subject to important constitutional and judicial limitations designed to prevent abuse and protect the rights of corporations and individuals.

LIMITATIONS OF THE NATIONAL ASSEMBLY'S POWER OF INVESTIGATIONS AND ITS RELATION TO CORPORATE INVESTIGATIONS

Having examined the scope of the investigative powers of the National Assembly as provided by the Constitution and reinforced by statute, it is important to note that these investigative powers are not unlimited. The key limitations, especially as it relates to corporate investigations, are outlined below.

Must Be for Purpose Provided for by the Constitution and Such Purpose Must Be Stated

As earlier mentioned, the Nigeria specifically outlines the matters and the purpose over which the National Assembly has investigatory powers. This means that an investigation can only be carried out in the instances, and for the purposes provided for in the Constitution. When carrying out such investigations, the National Assembly must also state the purpose for which it is carrying out the investigation.¹⁷

9. Section 89(2) of the Constitution.

10. Section 88 of the Constitution.

11. Policy and Legal Advocacy Centre (PLAC), *Guide to Legislative Oversight in the National Assembly* (December 2019), available at: <https://placng.org/i/wp-content/uploads/2019/12/Guide-to-Legislative-Oversight-in-The-National-Assembly-Final-Purple.pdf>

12. Bethel Ihugba, *Legal Framework for Legislative Investigative Oversight: A Commentary* (Presentation, National Institute for Legislative and Democratic Studies, 15 April 2015) <https://ir.nilds.gov.ng/bitstream/handle/123456789/456/Legal%20framework%20for%20Legislative%20Investigative%20Oversight2.ppt?sequence=1> accessed 1 October 2025

13. Section 89(1) of the Constitution; Section 3(2) of the Legislative Powers Act.

14. Section 3(1) of the Legislative Powers Act.

15. Section 4(1) of the Legislative Powers Act.

16. Section 7 and 14 of the Legislative Powers Act.

17. *Ibid.* No 11.

Nigerian courts in buttressing this point have held that there is no power under the Constitution for general investigation, nor for the aggrandizement of the House.¹⁸ Any investigation carried out outside the narrow purposes of section 88 and 89 is *ultra vires* (invalid).

An illustration can be found in the case of *SPDC v. Speaker, House of Representatives & Anor*¹⁹ which arose from a set of circumstances in which the House of Representatives purported to invite Shell Petroleum Development Company (“Shell”) to investigate a petition brought against Shell by the coalition of Niger Delta for Justice and Development. The Court of appeal scrutinized the invitation and found:

“The import of Section 88 of the Constitution is that, even though the National Assembly has powers to invite members of the public when the need to gather facts arises, such invitation, and the subsequent investigation, should be for the purpose of enabling them to make laws or amend existing laws, with regard to matters within their legislative competence. It is by no means carte blanche. I have taken time to carefully go through the invitation letters and I fail to see anything in them to genuinely suggest the purpose is to enable the National Assembly to make laws with respect to any matter in which they have legislative competence, and correct defects in existing laws.”²⁰

The Court of Appeal ultimately decided against the House of Representatives and in favour of Shell. A practical implication of the above decision is that, where the National Assembly summons or invites any private corporate entity for investigation, the invitation letter must explicitly articulate the statutory purposes for the investigation. Failure to do so renders the summons or invitation vulnerable to legal challenge. Where the purpose is set out, the court will scrutinize those purposes to ensure that they align with the provisions of the Constitution.

Jurisdictional (Subject Matter) Limits

The Constitution provides that the National Assembly may only investigate matters for which it is empowered to make laws and into the conduct of any person charged with executing its laws or administering funds appropriated by it. This means that the National Assembly cannot investigate matters that are outside of its scope of legislative competence, i.e. any matter outside of the Exclusive or Concurrent Legislative List such as local government administration, traditional institutions, and state-level trade and commerce.

No Power to Prosecute or Punish

The Constitution clearly separates legislative, executive and judicial functions.²¹ Although the National Assembly is empowered to summon witnesses and punish noncompliance by issuing arrest warrants, it cannot itself prosecute, try, or convict persons for crimes. At best, if in the course of investigations, evidence of a criminal offense emerges, the National Assembly’s proper role is to refer the matter to the Executive through the office of the Attorney General for conventional prosecution.

The National Assembly is further limited by the fact that any answer by a person to a question by a Committee of the National Assembly in the course of an investigation is inadmissible against that person in any civil or criminal proceeding, except for the crime of perjury or an offence under the Legislative Houses (powers and privileges) Act.²² This means that oral testimony elicited during legislative investigations cannot ordinarily be repurposed as prosecutorial evidence against a witness in court proceedings.



Evidence Privilege and Confidentiality

The law recognizes certain communications as privileged and shields them from compulsory disclosure in legislative proceedings. Thus, any person summoned before the National Assembly has the right to refuse to disclose:

- I. communication related to unpublished official records of the Armed Forces;
- II. any evidence protected by the Evidence Act; and
- III. any evidence protected by any law regulating the affairs of a profession.²³

Evidence protected by the Evidence Act include communications between spouses in marriage, evidence concerning affairs of state, and professional and confidential information between client and lawyer (attorney client privilege).²⁴ Evidence protected by any law regulating the affairs of a profession includes evidence relating to doctor-patient confidentiality.²⁵

18. *Tony Momoh v The Senate of the National Assembly & Ors* (1981) 1 NCLR 105

19. [2023] LPELR-59844(CA).

20. *Ibid*, at pp. 13–14.

21. Sections 4, 5 and 6 of the Constitution.

22. Section 9 of the Legislative Powers Act.

23. Section 6 of the Legislative Powers Act

24. Sections 186-195 of the Evidence Act, 2011

25. Section 26(1), National Health Act, 2014.

Sub Judice Rule

The term Sub judice simply refers to matters that are already under the consideration of a court of law and, for that reason, are not open to debate or inquiry elsewhere. In line with this principle, the National Assembly is barred from discussing or investigating any issue that has been submitted to the judiciary for resolution. In practice, once a matter is pending before a competent court, any parallel investigation initiated by the legislature would be unconstitutional.

This restriction is expressly reflected in the Standing Orders of the National Assembly,²⁶ which provides that no reference should be made to an issue awaiting judicial determination where such reference could, in the view of the Senate President, prejudice the parties involved.



The rationale for this rule lies in the allocation of judicial powers in the Constitution, which makes clear that judicial authority extends to all disputes between individuals, or between individuals and government, as well as to all legal actions for the determination of civil rights and obligations.²⁷ This means that if a corporation is already a party before the courts on a particular matter, for instance a tax dispute or regulatory fine, the National Assembly cannot validly open or continue a parallel investigation into the same issue under the sub judice rule.

Accordingly, the sub judice rule functions as an important limitation on the investigative jurisdiction of the National Assembly, ensuring that legislative oversight does not trespass into matters reserved exclusively for the courts.

Judicial Review and Oversight

Finally, the National Assembly's power to conduct investigations remain subject to judicial review,²⁸ such that the court may inquire into the questions of (x) whether the National Assembly has the power to investigate a given

matter, and (y) if it is so empowered, whether the procedure through which the investigation is being conducted complies with the dictates of statute. In keeping with this, the courts have affirmed that they can invalidate a legislative inquiry (or the punishments it purports to impose) if it extends beyond constitutional limits.²⁹ In *Tony Momoh v. The Senate of the National Assembly & Ors*,³⁰ the appellant, a journalist, had published a report claiming that Senators in Nigeria were engaging in contract dealings. The Senate, angered by this publication, summoned him to appear and reveal the source of his information. The court, however, ruled in favour of the journalist, and held that the National Assembly acted outside of the powers provided for them by the Constitution.

In short, investigations by the National Assembly are not above the law. They must respect constitutional boundaries, and the courts remain the final arbiter of any conflict.

CONCLUSION

This article has examined the powers of the National Assembly to conduct investigations, as well as the scope and limitations of those powers, with particular focus on their application to corporate entities. The article has also established that these investigative powers must be exercised strictly within the scope and procedures prescribed by the constitutional and statutory framework. The National Assembly's powers, while extensive, are subject to limitations and judicial control designed to prevent overreach.

For private businesses and corporations, particularly those operating in heavily regulated industries or engaged in government contracting, understanding both the extent and limits of the National Assembly's investigation authority is essential.

In the event that a private entity receives an invitation from the National Assembly in connection with a legislative investigation, it is imperative to seek competent legal advice promptly. Such advice should address two critical questions: first, whether the entity is legally required to comply with the invitation; and second, the extent of disclosure that may lawfully be compelled during the investigation. Understanding these issues will enable corporations to respond appropriately while protecting their legitimate interests.

26. Order 53, Rule 5 of the Senate Standing Orders (2015, as amended), and Order 18, Rule 184, Standing Order Rules of the House of Representatives of the National Assembly

27. Section 6 of the Constitution.

28. Section 4(8) of the Constitution.

29. *El-Rufai v. House of Representatives* [2003] FWLR (pt. 173)162

30. [1981] 1 NCLR 105

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