

GUIDELINES FOR REGISTRATION OF ICT SERVICE PROVIDERS/CONTRACTORS FOR DELIVERY OF IT SERVICES TO MDAS

1. Preamble and Objectives

The National Information Technology Development Agency (NITDA) is empowered by Section 6 of its enabling Act (National Information Technology Development Agency Act 2007) to regulate and promote the use and development of Information Technology (IT) in all spheres of Nigeria through the development of IT framework, standards, guidelines, regulations, and policies.

In line with the above and the *Executive Orders 003 and 005* issued by the *Federal Government*; for the *Promotion of Local Content in ICT Procurement by MDAs* and for the *Planning and Execution of Projects, Promotion of Nigerian Content in Contracts and Science, Engineering and Technology* respectively, NITDA hereby issues these guidelines for the registration of IT service providers/contractors in Nigeria.

The registration and certification of all indigenous IT service providers/contractors is to ensure the delivery of quality and sustainable IT projects to the government, deepen professionalism in IT services provisioning and to ensure the development of quality indigenous IT companies, which is germane to the development of IT in Nigeria.

2. Definitions of Terms

The following terms in this document shall have the following meaning.

1. *Agency* mean the National Information Technology Development Agency
2. *Applicants* are firms, companies or organizations registered with CAC as an IT service provider seeking registration with NITDA.
3. *Expatriate* shall refer to a non-Nigerian employed by an indigenous IT Service company as staff in any capacity.
4. *Expatriate Quota* shall mean permit obtained on behalf of expatriate to work in Nigeria as issued by the Federal Ministry of Interior.
5. *Indigenous Information Technology Providers* refers to a company registered in Nigeria by the Corporate Affairs Commission to provide IT services. The company must have Nigerians holding shareholding above 51% of the total issued shares of the company.
6. *Principal Officer* refers to a person on the applicants' management team or a member of the executive management of an IT Service Provider Company.
7. *Information Technology* means a combination of equipment and services that enable the remote gathering, processing, storage, conveyance, and delivery of various forms of information.
8. *IT Service Providers/Contractor* includes IT consulting firms, IT software development and deployment firms, Business Process Operating firms etc.
9. *Verifiable Competence* connotes academic or professional qualifications as well as relevant work experience.

3. **Scope of Application**

This document shall serve as a guide to IT Service Providers within Nigeria that provide service to any Ministry, Department or Agency (MDA) of the Federal Government, either through procurement process or via Public Private Partnerships (PPP). This document shall guide the registration process for such companies.

However, this document shall not guide the Agency's registration and licensing of Local Original Equipment Manufacturers (OEMS) as NITDA has published a certification process and requirements for registration as OEMs.

4. **Guidelines**

1. **Registration**

The Agency shall only consider for registration, applicants that:

1. are indigenous IT Services Providers;
2. have their websites hosted on the .ng domain; and
3. c. have demonstrated, through the application process, capacity to provide service as IT service providers.

2. **Minimum Requirement for Registration**

All applicants must:

1. Complete and submit the online application form; and
2. b. Ensure that all required supporting documents specified in the application form are duly uploaded at the time of submission.

3. **Proof of Competence**

1. All applicants must show that:
 1. it possesses verifiable competence and capacity to be registered as IT Service Providers with NITDA;
 2. it possesses sufficient competent personnel on its payroll to carry out identified IT services; and
 3. its competent personnel are not fundamentally made up of transient/transitory staff i.e. consultant, contract staff or casual staff.
2. All applicants' must have at least one of its Principal Officers' registered with the Computer Professionals (Registration Council) of Nigeria (CPN).
3. The existence of a higher percentage of local competent full-time staff improves applicants' chances of obtaining NITDA's substantive certificate of registration.
4. Failure to clearly show applicant's competence (with supporting documents and quality personnel) to carry out its identified IT services, will result in denial of registration.
5. Where the Agency is unable to ascertain from documents submitted the capacity of the applicant, an interview meeting will be scheduled as soon as possible by the agency to verify the capacity of the applicant.

4. Expatriate Staff

1. All applicants who have expatriate(s) as staff must clearly show proof of their approved expatriate quota.
2. Expatriate staff shall only be considered as proof of applicants' competence where there is sufficient proof that skill(s) required cannot be provided by Nigerians.
3. Expatriate staff shall only be considered as proof of applicants' competence where the Agency is satisfied that the skill of the expatriate is relevant to the job description disclosed.
4. Applicant must also demonstrate a succession plan for Nigerians to replace expatriate staff at the expiration of the term of issued quota.

5. Notice of Change of Information

Where there is any change in facts or information provided by applicants, either during the registration or verification processes or after the issuance of registration certificates, the Agency must be notified within 45days from any such change.

6. Certificates of Registration

1. Where the Agency is satisfied that the applicants have met all registration requirements and that the document provided in support of the application appears to be valid/legitimate, the Agency shall issue a provisional certificate of registration.
2. The provisional certificate shall be valid for a period of 6 months from the date of issue.
3. Within the validity period of the provisional certificate, the agency shall take steps to ascertain the veracity of all information supplied by the applicant.
4. If satisfied that the information provided are true, the Agency shall before the expiration of the provisional certificate, issue a substantive certificate.
5. The substantive certificate shall be valid for a period of 2 years commencing from the date of issuance of provisional certificate by the Agency.

7. Renewal of Registration

All Applications for renewals must be submitted to the Agency at least 3months before the expiration of issued substantive certificate of registration.

8. IT Related R&D, Incubation or Start-up

To aid the Agency in its identification and classification of value adding IT Service Providers, applicants are required to willingly provide information of its activities in support of IT Research and Development, Incubation Program(s) and Start-up Companies focusing on IT service or IT enabled services, if any.

9. Right of Agency to Register IT Services

1. The Agency reserves the right to register or deregister any service indicated by applicant firm on forms.
2. Service provider must prove its capacity and relevant personnel capacity before any IT service areas (as indicated in part D of Application Forms for Registration as an IT Service provider) is approved by the Agency.
3. The Agency reserves the right to refuse registration or deregister any firm where such firm is in contravention of conditions for registration or any other regulation of the Agency.

10. Standardized Service Level Agreements (SLA)

1. All applicants must submit the standardized SLAs that they issue to clients.
2. The SLAs must clearly indicate the following:
 1. Standards of service;
 2. Delivery time scales;
 3. Responsibilities of each party;
 4. Monitoring and reporting of the service;
 5. Legal and regulatory compliance;
 6. Payment terms;
 7. Dispute resolution;
 8. Confidentiality and non-disclosure provisions;
 9. Termination of the agreement; and
 10. Any other relevant information.

Source: https://icp.nitda.gov.ng/?utm_source=chatgpt.com

Step by Step on how to Register a Company (Private or Public)

1. Check for availability of proposed company name ([click here](#)) [Read more about name reservation](#) and Reserve a new Name ([click here](#))
2. Complete pre-registration form and upload relevant documents ([Online using Company Registration Portal](#))
3. Pay filing and Stamp duty fees [Check the fees for our Services here](#)
 - Now registration is end-to-end on the [COMPANY REGISTRATION PORTAL \(CRP\)](#)
 - with electronic Certificate of Registration and Certified Extract of Registration information

Step by Step on how to Register a Limited by Guarantee

1. Reserve a Name ([click here](#))

2. Fill Registration Form and upload relevant documents ([Online using Company Registration Portal](#))
3. Pay filing fee and Stamp Duty
4. The Commission is obliged to obtain approval of the Attorney General of the Federation before registration of the Company Limited by Guarantee.

Conversion and Re-registration of Private Company as Public

The application should be accompanied by the following:

1. Special resolution signed by at least two directors
2. Memorandum and Articles of Association as required under CAMA for public companies
3. Written statement by the Directors in respect of share capital
4. Balance sheet as at the date of the resolution or the preceding six months, whichever is later
5. Statement must show that the paid-up capital of the company as at the date of the application is not less than 25 percent of the authorized share capital
6. Copy of any prospectus or statement in lieu of prospectus delivered within 12 months to Commission
7. Payment of filing fees
8. Annual Returns to be filed up to date
9. Evidence of S.636 (in case of banks etc)

An application in the prescribed form signed by two directors and the Secretary and accompanied by:

1. A prescribed form of assent to the company being registered as unlimited
2. A statutory declaration made by directors of the company
3. Stamped Memorandum and Articles of Association incorporating the alterations set out in the application
4. Payment of filing fees

Change of Name

1. Availability and Reservation of new Name
2. Application giving reasons for the change of name signed by two directors
3. Special Resolution stating the change desired duly signed by two directors of the company
4. Surrender of the original Certificate of Incorporation for cancellation
5. Payment of filing fees
6. Up to date Annual Returns
7. Stamped memo and articles bearing the new name

8. S.636 in case of Banks, Financial Institutions etc

Re-registration of Unlimited Company as Limited by Shares

1. Special resolution stating the proposed share capital and requisite alterations in the Articles
2. Application in the prescribed form signed by at least two directors and secretary
3. Memorandum as altered in pursuance of the resolution
4. Articles so altered
5. Company's balance sheet as at date of the resolution or the precedent six months, whichever is later
6. Statutory declaration in the prescribed form by two directors and the Company Secretary that the special resolution required by Section 50 of the CAMA has been passed, and that the company's net assets are not less than the aggregate of the paid-up share capital and undistributable reserves
7. Copy of prospectus or statement in lieu of prospectus delivered within the preceding 12 months to the Securities and Exchange Commission
8. Payment of filing fees

Registration of Mortgages, Debentures and Charges

1. Completion of statutory form with instrument creating or evidencing mortgage or charge attached
2. Payment of stamp duty to Federal Board of Inland Revenue
3. Payment of filing fees
4. If out of time, a court order extending the time should be attached

Registration of Mortgages, Debentures and Charges

Increase in Share Capital

1. Notice of increase in share capital in the prescribed form
2. Statement of increase in the prescribed form
3. Payment of Stamp Duty to Federal Board of Inland Revenue
4. Notice of increase to be signed by the company's two directors or the secretary
5. Payment of filing fees
6. Evidence of compliance with S.636 where applicable

Company Searches

1. Completion of prescribed form
2. Payment of search fees
3. Annual Returns to be filed up to date

Obtaining Certified True Copies (CTC) of filed Documents

1. Completion of application form
2. Payment of filing fees
3. Photocopies of documents
4. Up to date Annual Returns

CTC OF Certificates

1. Affidavit supporting the application deposed by a company director
2. Application to the Commission to be signed by the chairman or two directors
3. Payment of filing fees
4. Up to date Annual Returns

Other Statutory Filings

1. **Annual Returns**
 - Each company has to within 42, days of its Annual General Meeting submit to the Commission in the prescribed form a statement of its accounts; or a letter explaining absence of statement of accounts. Non compliance with this provision attracts penalty and the risk of having their companies struck off the companies register
 - Payment of filing fees
2. **Alteration of Memorandum and Articles**
 - Special Resolution signed by at least two directors to be filed within 43 days
 - Payment of filing fees
 - Re-stamping of memorandum
 - Altered memorandum should be stamped at the Federal Board of Inland Revenue
 - Up to date Annual Returns
 - S.636 to be complied with where necessary
3. **Change of Directors**
 - Special Resolution
 - Filing of new form CO7 to be supported by resolution
 - Payment of filing fees
4. **Appointment/Change of Secretary**
 - Special Resolution signed by at least two directors
 - Filing of new form CO7A
 - Payment of filing fees
 - Extracts of meeting where directors were removed or appointed
5. **Allotment of Shares**
 - Special resolution signed by at least two directors
 - Payment of filing fees
 - Filing of new form C02
 - Evidence of increase in share capital
6. **Filing of Statement of Affairs by Bank, Insurance Companies and other Financial Institutions**

- Every Banking, Insurance and other financial institution shall before it commences business and on the first Monday in February and first Tuesday in August of every year submit to the Commission a Statement of its Affairs

There is also pebec: <https://www.pebec.gov.ng/reforms>