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## BILL FOR A LAW TO

## ESTABLISH THE AKWA IBOM STATE START-UP BILL

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Co-Sponsors:

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#### **SCHEDULE FOR THE AKWA IBOM STATE START UP BILL**

#### **A BILL TO ESTABLISH THE STATE COUNCIL FOR DIGITAL INNOVATION AND ENTREPRENEURSHIP, PROVIDE FOR THE CREATION AND DEVELOPMENT OF AN ENABLING ENVIRONMENT FOR TECHNOLOGY-ENABLED STARTUPS IN AKWA IBOM STATE AND FOR RELATED MATTERS**

#### **PART I — OBJECTIVES AND APPLICATION OF THE BILL**

**1. The Objectives of this BILL are to:**

- Provide a legal and institutional framework for the development of startups in Akwa Ibom State
- Provide an enabling environment for the establishment, development and operation of startups in Akwa Ibom State
- Provide for the development and growth of technology-related talents
- Position Akwa Ibom State's startup ecosystem, as the leading digital technology Centre in Nigeria, having excellent innovators with cutting edge skills and exportable capacity.

**2. This BILL applies to:**

- Companies incorporated under the Companies and Allied Matters BILL and granted the startup label, in accordance with the provisions of this BILL
- Organizations and establishments, whose activities affect the creation, support and incubation of labelled startups in Nigeria.

#### **PART II — ESTABLISHMENT OF THE STATE COUNCIL FOR DIGITAL INNOVATION & ENTREPRENEURSHIP**

3. **This bill establishes The State Council for Digital Innovation and Entrepreneurship (in this BILL referred to as “the Council”). The Council-**

- Shall be a body corporate with perpetual succession and a common seal
- May sue or be sued in its corporate name
- May acquire, hold, purchase, mortgage and deal with property, movable or immovable, real or personal.

4. **Membership of the Council: the Council shall consist of:**

- The Governor of Akwa Ibom State, who shall serve as Chairman-1
- The Deputy Governor of Akwa Ibom State, who shall serve as Vice-Chairman-1
- The Chairman, House Committee on Science & Technology- who shall preside over the Council in the absence of the Chairman-1 or Vice Chairman-1 and shall serve as Chairman-2
- The Commissioner for Science & Technology, who shall serve as Vice Chairman-2
- The Director General of the Akwa Ibom State Innovation, Emerging Technologies & ICT Agency, who shall serve as the Secretary of the Council
- The Commissioner responsible for Finance
- The Commissioner responsible for Trade and Investment
- The Accountant General
- Four representatives of the Startup Consultative Forum, established under section 12 of this BILL
- One member to represent the Akwa Ibom State Computer Society
- One member to represent the Computer Professionals (Registration Council of Akwa Ibom State)

The supplementary sections provisions set out in the schedule to this Bill shall have effect with respect to the proceedings of the Council and other matters mentioned in it.

5. **Tenure of office of members of the Council.**

- A member of the Council who is an ex-officio member shall cease to hold the office on the basis of which he became a member of the Council, where his term of office expires.
- A member of the Council, other than an ex-officio member, shall hold office
- For a term of two years and may be eligible for re-appointment for another term of two years and no more and on such terms and conditions as may be specified in the letter of appointment.
- A member of the Council other than an ex-officio member shall (i) Be an Akwa Ibomite of proven integrity  
(ii) Have at least than 10 years cognate & relevant experience in public or private service.

6. **Cessation of Membership: Notwithstanding the provisions of section 5 of this BILL, a member of the Council shall cease to hold office where:**

- They resign their office by giving a one month notice in writing under their hand(s) addressed to the Governor

- Death- and the Council by resolution declares the seat vacant because they
  - Have been absent from the Council meetings for four consecutive times without the permission of the Council,
  - Become incapable of carrying out his duties due to physical or mental illness
  - Have been declared bankrupt or he makes compromise with his creditors
  - Have been convicted of a felony or any offence involving dishonesty,
- Guilty of gross misconduct relating to his duties, or
- Are not or ceases to be permanently resident in Akwa Ibom State.
- Notwithstanding the provisions of subsection (1), the Governor may remove a member of the Council if he is satisfied that it is not in the interest of the Council, Secretariat or public for the person appointed to continue in office.
- Where a vacancy occurs in the membership of the Council in the case of non-ex-officio members, the Governor shall appoint a successor to hold office for the remainder of the term of office of his predecessor and the successor shall represent the same interest as that member whose exit created the vacancy.

## 7. Functions & Powers of the Council

- Formulate and provide general policy guidelines for the realization of the objectives of this BILL
- Give overall directions for the harmonization of laws and regulations that affect a startup
- Approve the programs of the Secretariat established under this BILL
- Ensure the monitoring and evaluation of the regulatory framework to encourage the development of startups in Akwa Ibom State
- Monitor and ensure the implementation of the policies and programs of the Secretariat
- Support digital technological development through grants to persons, research institutions, and universities pursuing postgraduate programs in the areas of science and technology
- Make, alter or revoke rules and regulations for carrying out the functions of the Secretariat, subject to the provisions of this BILL
- Appoint a Council agent to carry out such functions as the Council may require
- Perform other functions as are necessary or expedient to ensure the efficient performance of the functions of the Secretariat and other bodies established under this BILL.
- The Council shall have power to:
  - Review policies and directives of Ministries, Departments and Agencies (MDAs) which may affect the operation, establishment and investments in a startup
  - Regulate its proceedings and make standing orders with respect to the holding of its meetings, notices to be given, the keeping of minutes of its proceedings and such other matters as the Council may determine.

## 8. Council Agent

- The Council shall appoint for such period, as it may deem fit, a Council agent, who shall act in accordance with any general or specific directions of the Council towards the effective monitoring and implementation of the provisions of this BILL.
- The Council agent shall be responsible for submitting quarterly monitoring reports & annual reports to the Council, on the status of the programs being implemented under this BILL.

## 9. Secretariat of the Council

The State Information Technology Development Agency (or Bureau for ICT, Innovation & Emerging Technologies) shall serve as the Secretariat of the Council (in this Bill referred to as “the Secretariat”).

The Secretariat shall:

- Manage the process of labelling a startup, as provided under this BILL
- Establish public online platforms and other platforms to provide access to information on matters pertaining to the establishment and development of a, incubation, acceleration and venture building programs, access to fiscal startup and non-fiscal support
- Collaborate with relevant MDAs and other stakeholders to promote innovation in digital technology, and enterprise development for a startup in Akwa Ibom State
- Ensure that the National Digital Innovation, Entrepreneurship and Startup Policy (NDIESP) of the Secretariat is implemented for the development of the startup ecosystem
- Enter into partnerships with local and national business incubators, accelerators and digital innovation hubs to promote the establishment and growth of a startup in Akwa Ibom State, subject to the approval of the Council
- Maintain a directory of startups, incubators, and accelerators
- Support research and development activities relating to digital technology innovation undertaken by a startup
- Support the growth and expansion of private sector-led incubator and accelerator programs
- Support the growth and promote the commercialization of local research and development on digital innovation by startups
- Develop mechanisms for pre-incubation of entities and, provide training and capacity building programs for a startup
- Develop, establish, support and incentivize digital technology innovation hubs, digital technology parks and community enterprise hubs in Nigeria
- Develop, implement, and monitor guidelines for setting up digital technology innovation hubs, digital technology parks and community enterprise hubs in Akwa Ibom State

- Foster synergy between startups and angel investors, venture capitalists, private equity firms, private investors, development finance institutions, national asset management firms, financial institutions, research institutions and other related institutions at the state and national level
- Enter into partnerships to promote startup development with angel investors, venture capital firms, private equity firms, development financial institutions, and other relevant funding organizations
- Review proposals, policies and programs addressed to the Council
- Collaborate with the State Secondary Education Board, State Technical Education Board and other secondary institutions regulatory bodies, to provide adequate facilities for research, and promote multi-disciplinary collaboration among universities, polytechnics, and research institutions
- Advise the Council on issues affecting startups and digital technology innovation entrepreneurship in Akwa Ibom State, and matters connected with the implementation of this BILL
- Discharge other duties, as may be required by the Council.

#### 10. **Start Up Support & Engagement Portal:**

The Secretariat, with the approval of the Council, shall establish a Startup Support and Engagement Portal (in this BILL referred to as “the Startup Portal”) which shall serve as a platform through which a startup conducts registration process with relevant MDAs. The Startup Portal shall:

- Facilitate the issuance of a permit or license to a labelled Startup
- Provide platform for interaction between a Startup and the State Government, private institutions, angel investors, venture capitalists, incubators, accelerators and other relevant institutions
- Create opportunities for a startup to participate in beneficial challenges and programs including, incubation and accelerator programs, showcases, pitch competitions, fellowships, and other related programs
- Foster access of a startup to finance, information, innovation, and the national market
- Foster information exchange between various stakeholders in the Akwa Ibom State Startup ecosystem
- Provide access to tools and resources to a startup
- Provide assistance to a startup labelled under this BILL
- Provide information on clearances, approvals and registration requirements by a startup

- Provide opportunities for a startup to enter into contracts with the State Government, through public procurement or other engagement processes
- Receive complaints and recommendations from industry stakeholders and the general public
- Serve as a platform for announcement and application of various schemes and incentives granted to a startup by the State Government
- Discharge other duties, as may be required by the Council or the Secretariat

#### **11. Appointment of a Co-Ordinator of the Start Up Portal**

The Secretariat shall, with the approval of the Council, appoint a Coordinator for the Startup Portal, who shall have at least 10 years' experience in technology and entrepreneurship.

The Co-ordinator shall:

- Maintain a register of labelled startups in State
- Keep relevant documents and records of labelled startups
- Implement the decisions of the Council on the labelling of a startup under this BILL
- Perform such other functions, as may be necessary for the implementation of this BILL
- Serve for a term of two years and may be re-appointed for another term of two years, and no more and on such terms and conditions, as may be specified in the letter of appointment.

The operations of the Coordinator shall be funded from the Secretariat's annual budget.

#### **12. Start Up Consultative Forum**

The Secretariat shall, with the approval of the Council, set up a consultative body known as the Startup Consultative Forum (in this BILL referred to as "the Forum") on the Startup Portal to provide a platform for information sharing and collaboration in the Akwa Ibom State startup ecosystem with respect to:

- Information on a startup which qualifies to be labelled under this BILL
- Relevant incentives that apply to a startup
- Information on available local capabilities
- Nomination of representatives to the Council
- Deliberations on memorandum to be sent to Council for consideration
- Other policy proposals that may be relevant to the Akwa Ibom State startup ecosystem.

The Forum shall comprise of industry stakeholders and representatives registered on the Startup Portal from —

- Labelled startups
- Venture capitalists
- Angel investors
- Incubators, accelerators, and innovation hubs
- Two civil society organizations involved in the advancement of technology and innovation.

#### **PART IV — STARTUP LABELLING PROCESS**

##### **13. Eligibility for grant of a startup label**

(1) A startup label under this Bill is a certificate issued by the Secretariat to a startup upon the fulfilment of the labelling requirements under this Act.

(2) A startup is eligible for labeling under this Bill, where —

- It is registered as a limited liability company under the Companies and Allied Matters Act, and has been in existence for a period not more than 10 years from the date of incorporation
- Its objects are innovation, development, production, improvement, and commercialization of a digital technology innovative product or process
- It is a holder or repository of a product or process of digital technology, or the owner or author of a registered software ;
- It has at least one-third local shareholding held by one or more Akwa Ibom State as founder or co-founder of the startup
- In the case of a sole proprietorship or partnership, it satisfies the conditions set out in paragraphs (b), (c) and (d).

(3) This Act shall not apply to an organization which is a holding company or subsidiary of an existing company which is not registered as a startup.

(4) A sole proprietorship or partnership referred to in subsection (2)(e) shall be granted a pre-label status for a period of six months to enable the sole proprietorship or partnership comply with the requirements set out in subsection (2) (a), (b), (c) and (d).

(5) A sole proprietorship or partnership which fails to comply with the provisions of subsection (4) shall lose the pre-label status granted to it.

- A labelled startup shall be granted access to the incentives provided under this Act. Shall

##### **14. Procedure for labelling a Start Up**

(1) A startup desirous of being granted a label under the provisions of this Act shall submit an application on the Startup Portal in the prescribed form.

(2) An application under subsection (1) shall be supported by documents prescribed by the Secretariat.

#### **15. Issuance of a labelling certificate**

(1) Where the Coordinator is satisfied that an applicant has complied with the requirements for labelling under this Act, the Coordinator

- With the approval of the Secretariat enter the name and particulars of the applicant in the register of startups kept for that purpose ; and (b) issue to the startup, a startup label.

(2) The certificate issued under subsection (1) shall, unless the contrary is proven, be conclusive evidence that the startup has complied with all the requirements for labelling specified under this Bill; and been duly labelled, in accordance with this Act.

(3) A startup label shall be valid for a period of 10 years from the date of issuance.

#### **16. Obligations of a labelled Start Up**

1) A labelled startup under this Bill shall —

- comply with all the extant laws governing businesses in Akwa Ibom State;
- provide information annually on the number of human resources, total assets and the annual turnover achieved from the period the startup label was granted;
- maintain proper book of accounts in accordance with reporting obligations provided under extant laws and regulations
- provide an annual report on incentives received and advancement made by virtue of the incentives;
- notify the Coordinator of any change in structure, composition or objects within a period of one month from the date of such change
- comply with the obligations set out by the Coordinator after issuance of the startup label.

(2) Where a labelled startup defaults in any of the obligations, or fails to meet the eligibility criteria under this Act, the Coordinator shall notify the labelled startup of the default, and within 30 days of the notification, the startup shall take steps to rectify the default.

#### **17. Withdrawal of a Start Up Label**

Where a labelled startup fails to regularize the default after being notified, the Secretariat shall withdraw the startup label and notify the relevant MDAs or investors that may have granted incentives to such labelled startup.

#### **18. Reissuance of a Start Up Label**

Where a startup, whose startup label is withdrawn under section 17 of this Act, rectifies the default, it may apply to the Secretariat for a reissuance of the startup label

## **PART V — STARTUP INVESTMENT SEED FUND**

### **19. Seed Fund**

(1) There is established the Startup Investment Seed Fund (in this Bill referred to as “the Fund”) to be managed by the Nigeria Sovereign Investment Authority (in this Bill referred to as “the Fund Manager”).

(2) There shall be paid into the Fund on an annual basis, a sum not less than N10,000,000 from sources to be approved by the Council

(3) The Fund shall be applied to

- Provide a labelled startup with finance
- Provide early-stage finance for labelled startups on the recommendation of the Fund Manager subject to the approval of the Council
- Provide relief to technology laboratories, accelerators, incubators and hubs

**20. Functions of the Fund Manager:** the Fund Manager shall

- Create an innovation grant budget and management framework to support research and development projects
- Issue a framework which shall set out modalities to fund, manage, and access the Fund.

## **PART VI — TRAINING, CAPACITY BUILDING AND TALENT DEVELOPMENT**

### **21. Training & Capacity Building**

- The Secretariat shall design and implement a training and capacity building program for startups, in accordance with this Act, and shall utilize the startup portal to disseminate necessary information.
- A startup may access training facilitated by the Industrial Training Fund and any organization, which partners with the Secretariat, for the training of entrepreneurs and their employees.

### **22. Talent Development**

- The Secretariat shall collaborate with the State Education Board, State Technical Education Board and other secondary institutions regulatory bodies within Akwa Ibom State to develop modules, programs and hold workshops aimed at impacting knowledge necessary for the establishment and running of a startup in Akwa Ibom State.

- The Secretariat shall establish centers for the acquisition of digital technology in all the 10 federal constituencies for the promotion of digital technology utilization, strengthening of digital technology management capability, and information systems.
- The Secretariat may issue a framework for the development of talent and collaborate with relevant MDs and the private sector to establish digital technology innovation parks and hubs in secondary schools, and other institutions of higher learning.

### **23. Support of Academic research Institutions**

The Secretariat shall support the activities of an academic research institution to the development of a startup by —

- Creating linkages between a research institution, the private sector, the State Government and other stakeholders in the startup ecosystem
- Financing research systems for a startup
- Providing financial support for the acquisition or establishment of research facilities to be utilized by a startup ;
- Developing appropriate human resources and research capacity in the areas of science and technology ;
- Funding the co-operation and sharing of research information and knowledge, including supporting conferences, workshops, seminars, meetings and other synopsis.
- Promoting the provision of information infrastructure linking research institutions to facilitate cooperation and sharing of research information and knowledge
- Compiling and maintaining a state database of research and innovation
- Promoting the commercialization of the result of local research and development through startup incubation.

## **PART VII — TAX AND FISCAL INCENTIVES**

### **24. Incentives for labelled startups under the Pioneer Status Incentive Scheme**

A labelled startup which falls within industries captured under the extant Pioneer Status Incentives (PSI) Scheme may upon application through the Secretariat receive expeditious approval from the Nigerian Investment Promotion Commission (NIPC) for the grant of the tax reliefs and incentives under the PSI Scheme.

### **25. Additional Tax Relief**

- Notwithstanding the provisions of any other law, the State Government may, through the State Ministry responsible for Finance or any other relevant MDA, simplify the requirements for a startup to benefit from existing fiscal incentives.
- In accordance with the provisions of the Industrial Development (Income Tax Relief) a labelled startup may be entitled to exemption from the payment of income tax or any other tax chargeable on its income or revenue for a period of three years and an additional two years if still within the period of a labelled startup, provided that the commencement date of the tax relief shall be the date of the issuance of the startup label.
- A labelled startup shall enjoy full deduction of any expenses on research and development which are wholly incurred in Akwa Ibom State and the restrictions placed by the Companies Income Tax Act shall not apply to a labelled startup.
- Non-resident companies that provide technical, consulting, professional or management services to a labelled startup shall be subjected to a five percent withholding tax on income derived from the provision of such services, provided that the payment of the withholding tax, shall be the final tax to be paid by such non –resident companies.
- A labelled startup shall be exempted from contributions to the Industrial Training Fund where it provides in-house training to its employees for the period where it is designated as a labelled startup.

### **26. Access to Export Facilities**

The Secretariat shall ensure that a labelled startup involved in the exportation of products and services, which are deemed eligible under the Export (Incentives and Miscellaneous Provisions) Act, is entitled to export incentives and financial assistance from the Export Development Fund, Export Expansion Grant and the Export Adjustment Scheme Fund.

### **27. Access to government grants, loans and facilities.**

The Secretariat shall ensure that a labelled startup has access to grants and loan facilities administered by the CBN, the Bank of Industry or other bodies statutorily empowered to assist small and medium scale enterprises and entrepreneurs.

## **28. Graduate Guarantee Scheme**

(1) The Secretariat shall establish a Credit Guarantee Scheme (in this Bill referred to as “the Scheme”) for the development and growth of a labelled startup under this Bill.

(2) The Scheme established under subsection (1) shall have the following objectives —

- The provision of accessible financial support to a labelled startup
- Creation of a framework for credit guarantee for a labelled startup
- Provision of financial and credit information to startups
- Provision of financial management capacity building programs to startups.

(3) Where a Scheme is established under subsection (1), the Secretariat shall ensure that there is

- A strategy and operational goals which align with the objectives under subsection (2)
- Criteria for eligibility and qualification for recipients of funding under the Scheme
- Criteria for the monitoring and evaluation of projects undertaken under the Scheme and the efficiency of the operations of the Scheme
- Mechanism for transparency, accountability and reporting on the activities of the Scheme
- Chattels, registered intellectual property, assignment of shares or any other instrument identified in the collateral registry as sufficient collateral.

## **29. Incentives and reliefs for investors investing in a labelled startup.**

- The State Government, through the State Ministry responsible for Finance and other MDAs, shall develop and implement a state policy for incentives for individuals, impact investors, angel investors, companies, venture capitalists, private equity funds, accelerators or incubators which invest in a labelled startup or in the startup ecosystem to enjoy tax credits on their investment.
- Notwithstanding the provisions of the Companies Income Tax Act, an angel investor, venture capitalist, private equity fund, accelerators or incubators which invests in a labelled startup shall be entitled to an investment tax credit equivalent to 30% of the investment in the labelled startup provided that such credit shall be applied on any gains on investment which are subject to tax.
- Capital gains tax shall not be charged on gains that accrue from the disposal of assets by an angel investor, venture capitalist, private equity fund, accelerators

or incubators with respect to a labelled startup provided the assets have been held in Akwa Ibom State for a minimum of 24 months.

### **30. Collaboration with the Corporate Affairs Commission**

- The Secretariat shall collaborate with the Corporate Affairs Commission (the Commission) to designate a separate section on the Startup Portal to ease the processes for labelled startups that conduct transactions at the Commission.
- The Secretariat shall further collaborate with the Commission and ensure that the processes and transactions carried out by startups at the Commission are seamless, expedited and in accordance with the provisions of this Bill

### **31. Protection of Intellectual Property Rights**

- The Council acknowledges the importance of intellectual property rights towards the growth and development of a startup.
- As part of its objectives, the Secretariat shall ensure that holders of intellectual property rights are encouraged to exploit these rights and shall take steps towards assisting them in internationalizing and commercializing their rights.
- The Secretariat shall collaborate with the Nigerian Copyright Commission and the Trademarks, Patent and Design Registries, in ensuring that they
- Designate a separate section on the Startup Portal to ease registration of intellectual property for labelled startups
- Provide assistance to labelled startups for facilitating the application for grant or revocation of patents and institution of legal action for infringement of any intellectual property rights
- Facilitate assistance to labelled startups for the filing and registration of their trademarks and patents at the national level.
- The Secretariat shall further collaborate with the Nigerian Copyright Commission and the Trademarks, Patent and Design Registries to ensure that registration and protection of intellectual property of labelled startups is seamless, expedited and in accordance with the provisions of this Bill

### **32. Crowd Funding**

- Startups may raise funds through crowd funding intermediaries and commodities investment platforms ("platforms") duly licensed by the Securities and Exchange Commission (SEC) that would have their platforms available for use by startups on the Startup Portal.

- The Council shall provide recommendations and proposals to SEC and collaborate towards ensuring that SEC considers rules that fast-track crowd funding processes for labelled startups.

### **33. Transfer of Local Technology**

(1) The Secretariat, in conjunction with the National Office for Technology Acquisition and Promotion (NOTAP) shall —

- Designate a separate section on the Startup Portal to ease technology transfer registration for labelled startups
- Provide a discount on all applicable fees for technology transfer registrations for labelled startups
- Provide technical assistance to labelled startups to enable them commercialize their research results.

(2) The Secretariat shall collaborate with NOTAP in ensuring that technology transfer registrations and other related activities are seamless and expedited and in accordance with the provisions of this Act.

### **34. Obtaining finances for a financial technology Start Up**

(1) The Secretariat in conjunction with the CBN and SEC shall —

- designate a separate section on the Startup Portal to ease the licensing procedures for labelled startups that operate as financial technology companies (fintech startups) ; and
- ensure that fintech startups are given the opportunity to liaise with SEC and the CBN through interactive sessions moderated through the Startup Portal and other forums.

(2) The Council shall collaborate with SEC and the CBN in ensuring that fintech startups are duly notified before new rules and regulations that affect the establishment, licensing and operations of fintech startups are issued.

(3) The Council shall work with the CBN and SEC in harmonizing rules and regulations that affect the establishment, licensing and operations of fintech startups.

### **35. Participation of a labelled startup in regulatory sandboxes.**

(1) A labelled startup intending to participate in the CBN's regulatory sandbox, SEC's regulatory incubation programs, or any other regulatory sandbox programs set up by other regulators, shall be entitled to submit an application through a fast-track process available through the Startup Portal.

(2) Notwithstanding subsection (1), each startup must be qualified to participate in the sandbox and their applications shall be accompanied by the documentary requirements put in place by the CBN's regulatory sandbox and SEC's regulatory incubation programs guidelines.

### **36. Listing of Start Up on Exchanges**

(1) The Council shall assist labelled startups that seek to list on the relevant board of the Nigerian Exchange Limited (NGX), or on similar stock and commodity exchanges operating in Nigeria, to meet up with the eligibility requirements for listing.

(2) The Council shall encourage and support labelled startups that seek to list on the exchanges and may grant them incentives that aid their growth and development.

### **37. Repatriation of Capital & Profits**

(1) The Secretariat shall collaborate with the CBN to guarantee repatriation of investment by a foreign investor through the CBN's authorized dealer in freely convertible currency of —

- Dividends or profits, net of all taxes, attributable to the national investor's investments
- Proceeds, net of all taxes and other obligations in the event of a sale or liquidation of the startup or any interest attributable to the national investor's investments.

(2) Repatriation of investments in a labelled startup shall be carried out at the CBN's official foreign exchange rate, provided that the foreign investor can present a Certificate of Capital Importation (CCI) as evidence that the initial investment fund was injected through the proper channel.

## **PART VIII — ACCELERATORS AND INCUBATORS**

### **38. Accelerator & Incubator Programs**

(1) The Secretariat shall, in realizing the objectives of this Act, establish accelerator and incubator programs for startups.

(2) The Council shall, for the purpose of subsection (1), develop a state accelerator and incubator policy for the establishment and development of accelerators and incubators.

(3) The Secretariat shall, for the purpose of subsection (1) —

- Develop standards and guidelines to regulate the relationships between accelerators, incubators and startups
- Encourage and collaborate with existing accelerator and incubator programs established by private organizations
- Provide information on the Startup Portal on existing accelerator and incubator programs and the process of registration and admission into the programs.

### **39. Incentives for Accelerators & Incubators**

(1) There shall be a register of accelerators and incubators that contributed to the startup ecosystem which shall be maintained by the Secretariat.

(2) Startup accelerators and incubators registered with the Secretariat shall be entitled to-

- Incentives as may be granted by the State Government in accordance with the relevant regulations, provided that the accelerators and incubators are actively involved in providing goods, services, or finance crucial in supporting the operation and growth of startups in Akwa Ibom State
- Grants and aids for research, development, training and expansion projects.

(3) Subject to subsection (2), registered accelerators and incubators shall be entitled to grants given under the Nigeria Digital Innovation, Entrepreneurship and Startup Policy and any other policy that may be issued

## **PART IX — CLUSTERS, HUBS, INNOVATION PARKS AND TECHNOLOGY DEVELOPMENT ZONES**

### **40. Establishment of clusters, hubs & innovation parks**

(1) The Council shall issue a framework for the establishment and operation of startup innovation clusters, hubs, physical and virtual innovation parks in each Local Government Area of the State.

(2) The role of the innovation clusters, hubs and parks shall include —

- Connecting, fostering collaboration and generating businesses between a startup and a large company
- Collating expertise, ideas, and perspectives
- Providing a startup with access to resources and professional services
- Promoting collaboration and innovation between startups.

### **41. Functions of clusters, hubs & innovation parks**

Startup innovation clusters, hubs, physical and virtual innovation parks shall provide —

- Dedicated team, help desk and contact to provide support to a startup
- Assistance for a startup to understand the regulatory framework and its applicability
- Assistance in registration, and application for authorization
- Assistance and facilitation for the expansion of a startup into national markets
- Work spaces free or at subsidized rates
- All other functions incidental to the attainment of the functions provided in paragraphs (a)-(e).

### **42. Establishment of Technology Development Zones**

(1) The Secretariat shall collaborate with the Nigeria Export Processing Zones Authority to establish a Technology Development Zone (in this Act referred to as “the Zone”) in Akwa Ibom to spur the growth and development of startups, accelerators and incubators.

(2) The Zone shall grant license to any startup, accelerator or incubator prior to the commencement of an approved activity.

(3) A startup, accelerator or incubator, carrying out an approved activity in a Zone shall be entitled to existing incentives provided under the Nigeria Export Processing Zones Act.

## **PART X — MISCELLANEOUS PROVISIONS**

### **43. Data Protection**

The use and processing of data for the purpose of giving effect to this Act shall be in a responsible manner and in compliance with extant data protection laws and regulations in Akwa Ibom State.

### **44. Power of the Governor to give directives of general character**

The Governor may make policy guidelines or give to the Council or the Secretariat directives of a general or specific nature relating generally to matters of policy, or case, as the case may be, with regard to the performance by their functions and it shall be their duty to comply with the directives.

### **45. Power to make regulations and guidelines**

(1) The Council may with the approval of the Governor make rules, regulations or guidelines with respect to the exercise of any of the duties, functions or powers under this Act and generally for the purpose of giving effect to this Act and in particular —

- Prescribe forms and other information required under this Bill
- Prescribe the procedure to obtain any information required under this Bill
- Prescribe fees payable under this Bill
- For registration, de-registration and re-registration of a startup
- For the transition of a startup to innovative small and medium scale enterprise or a scale up.

(2) The contravention of any rule, regulations or guidelines issued under any of the provisions of this Act shall constitute an offence and shall be punishable as prescribed in the particular rules, regulations or guidelines.

### **46. Pre-action Notice**

(1) No civil action shall be commenced against the Council before the expiration of a period of 30 days after written notice of intention to commence the suit shall have been served by the intending plaintiff or his agent, and the notice shall clearly state the —

- Cause of action
- Particulars of the claim

- Name and place of abode of the intending plaintiff
- Relief sought

(2) A notice, summons or other document required or authorized to be served upon the Council under the provisions of this Act or any other law or enactment may be served by delivering it to the Secretariat.

#### **47. Interpretation**

In this Bill —

- “Accelerator” means a fixed-term, cohort-based program which provides a startup with mentorship and educational assistance to aid its growth
- “Angel investor” means a high net worth individual or company which provides funding to an early-stage startup, typically in exchange for equity in the startup company
- “CBN” means the Central Bank of Nigeria
- “Chairman” means the Chairman of the National Council for Digital Innovation and Entrepreneurship
- “Commission” means the Corporate Affairs Commission
- “Company” means a limited liability company registered with the Corporate Affairs Commission
- “Council” means the National Council for Digital Innovation and Entrepreneurship
- “Council agent” means the agent appointed by the Council under section 8 of this Bill
- “Crowd funding” means the use of small amounts of money, obtained from a large number of individuals or organizations, to fund a project, or business, through an online based web-platform
- “Crowd funding intermediary” means an entity organized and registered as a corporation to facilitate transactions involving the offer or sale of securities or investment instruments through a crowd funding portal
- “Early-stage startup” means a startup which is focused on product development, building a customer base, and establishing a strong cash flow
- “Early-stage finance” means financing of the first phase of growth of a startup where the funds are used to buy inventory and to sustain the gap existing between cash flow and the money needed
- “Expeditious” means speed and efficiency
- “Export Development Fund” means the fund managed by the Nigerian Export Promotion Council
- “State Government” means the State Government of Akwa Ibom State
- “Fintech startups” means registered startups that operate as financial technology companies and obtain their operational licenses from the CBN and SEC
- “Fund” means the Startup Investment Seed Fund
- “Fund Manager” means the Nigeria Sovereign Investment Authority
- “Incubator” means a company, partnership, non-governmental organization or limited liability partnership, whose principal object is to support the establishment

and development of a startup, promotion of innovation, and related activities through the offer of dedicated physical spaces and services

- “Industrial Training Fund” means the fund managed by the Industrial Training Fund
- “Intellectual property” means the result of creativity protectable by copyright, trademark, trade secrets, Industrial designs and patent registrations in Nigeria
- “Innovation” means the implementation of technology driven ideas which leads to the creation or development of a new product, process, or service with the aim of improving efficiency, effectiveness, or competitive advantage
- “Labelled startup” means a startup labelled under this Act and issued a digital certificate by the Coordinator
- “National Information Technology Development Fund” means the Fund set up under the National Information Technology Development Secretariat
- “NOTAP” means the National Office for Technology Acquisition and Promotion or other such office that may be set up in the future to replace the National Office for Technology Acquisition and Promotion
- “Nigerian Exchange Limited” means the Nigerian Stock Exchange regulated by the SEC ;
- “Pre-incubation” means the phase of a startup aimed at validating a project idea, company planning and creation, developing possible business by analyzing technical and economic viability and entrepreneur profile
- “Research and development” means intensive study directed towards greater knowledge or understanding of the subject studied, and includes activities undertaken to innovate and introduce a new product and service
- “Regulatory incubation program” means the incubation program created by the SEC for financial technology (fintech) companies operating or seeking to operate in Akwa Ibom State
- “Sandbox” means the regulatory software testing environments created by the CBN, the SEC or any other regulator that may set up a sandbox program
- “Scaleup” means a company which has already validated its product within the marketplace and has proven that its business model and economics are sustainable
- “Scheme” means the Credit Guarantee Scheme created under section 28 of this Bill
- “Secretariat” means the Secretariat of the Council established under section 9 of this Bill
- “SEC” means Securities and Exchange Commission
- “Startup Portal” means the startup support and engagement portal created under section 10 of this Bill
- “startup” means a company in existence for not more than 10 years, with its objectives being the creation, innovation, production, development or adoption of a unique digital technology innovative product, service or process

- “Startup ecosystem” means environment comprising entrepreneurs, startups, capital providers, State Government and other stakeholders that interact to aid a startup
- “Venture capitalist” means a person or company that provides capital to a Startup that is exhibiting high growth potential in exchange for equity

#### **48.Citation**

### **SUPPLEMENTARY PROVISIONS RELATING TO THE COUNCIL**

#### **Proceedings of the Council**

1. Subject to this Bill and section 27 of the Interpretation Act (which provides for decisions of statutory body to be taken by a majority of its members and for the person presiding at any meeting, when a vote is ordered, to have a second or casting vote), the Council may make standing orders regulating its proceedings or that of any of its committees.
2. At every meeting of the Council, the Chairman shall preside and in his absence, the Vice-Chairman shall preside and in the absence of the Chairman and the Vice Chairman the Chairman, House Committee on Science & Technology shall preside.
3. The quorum for meetings of the Council shall be eight members, which shall include the presiding Chairman and two private sector representatives.
4. The Council shall for the purpose of this Bill, meet not less than four times each year.
5. Subject to the provisions of subparagraph (4), the Council shall meet:
  - Whenever it is summoned by the Chairman
  - If required to do so by notice given to him by at least one-third of members, within 14 days from the date in which the notice is given.
6. Where the Council desires to obtain the advice of any person on any particular matter, the Council may co-opt such person to the Council for such period as it deems fit, but a person co-opted under this paragraph shall not be permitted to vote at any meeting of the Council and shall not count towards a quorum.

#### **Committees**

1. Subject to its standing orders, the Council may appoint such number of standing or ad hoc committees as it deems fit to consider and report on any matter with which the Council is concerned.
2. A committee appointed under this paragraph shall

- Consist of such number of persons (not necessarily members of the Council as may be 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 appointment
  - Be presided over by a member of the Council.
3. The quorum of any committee set up by the Board shall be determined by the Board.
  4. The decision of any committee of the Council shall constitute a recommendation to the Council.

#### **Miscellaneous**

1. The affixing of the seal of the Secretariat shall be authenticated by the signature of the Chairman or any other person generally or specifically authorized by the Council to act for that purpose and that of the Chairman of the Secretariat.
2. Any contract or instrument which if made by a person not being a body corporate, and not required to be under seal, may be made or executed on behalf of the Council by the Chairman of the Secretariat or any other person generally or specifically authorized by the Council to act for that purpose.
3. Any document purporting to be a contract, instrument or document duly signed or sealed on behalf of the Secretariat shall be received in evidence and shall unless the contrary is proved, be presumed without further proof to have been signed or sealed.
4. The validity of any proceedings of the Council or any of its committees shall not be affected by
  - Any vacancy in the membership of the Council, or committee
  - The reason that any person not entitled to do so took part in the proceedings of the Council or committee.
5. A member of the Council or of a committee who has a personal interest in any contract or arrangement entered into or proposed to be considered by the Council or committee shall disclose his or her interest to the Council or committee and shall not vote on any question relating to the contract or arrangement.
6. A member of the Council shall not be personally liable for any act or omission done or made in good faith while engaged in the business of the Council.

#### **EXPLANATORY MEMORANDUM**

This Act provides a legal and institutional framework for the development of startups in Akwa Ibom State to provide an enabling environment for the establishment, development and operation of startups in Akwa Ibom State, provide for the development and growth of technology related talents, and position Akwa Ibom State's startup ecosystem as the leading digital technology Centre in Nigeria, having excellent innovators with cutting edge skills and exportable capacity.

This Law may be established as Akwa Ibom State Start Up Bill- 2023, and shall come into force on the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_\_



