

**IN THE CHIEF MAGISTRATE COURT OF RIVERS STATE, NIGERIA
IN THE RUMUODOMAYA MAGISTERIAL DISTRICT
HOLDEN AT RUMUODOMAYA**

**BEFORE HIS WORSHIP B.H. ABE (MRS), ESQ., SITTING AT THE CHIEF
MAGISTRATE COURT 1, RUMUODOMAYA ON MONDAY THE 28TH DAY OF
APRIL, 2025**

RMC/SCC/19/2024

BETWEEN

**CHIKA CHUKWUKA
(SUING THROUGH HER LAW ATTORNEY,
THANKGOD ORJI CONSULTING)** } **CLAIMANT/RESPONDENT**
VS.

MR. ITEKENA ALTRAIDE ZEPHANIAH - DEFENDANT/APPLICANT

Matter for Ruling

Facts

The defendant/applicant adopted a motion on notice dated 25th February, 2025, filed 26th February, 2025, praying the Court for an order of this Honourable Court dismissing this suit for lack of jurisdiction and awarding cost against Orji ThankGod, the Proprietor of ThankGod orji Consulting or Orji ThankGod Consulting.

Grounds for the application are as follows;

1. That the claimant suing through her attorney, as named, ThankGod Orji Consulting, is not a juristic person and as such the suit should be dismissed as the Court has no jurisdiction to entertain same.
2. That Orji ThankGod Consulting or ThankGod Orji Consulting being a business name cannot sustain this suit in its name, lacks competency to sue or be sued on the ground of lack of capacity – a matter that touches on the powers (jurisdiction) of the Court to hear the suit.
3. Only a legal person can either be a donor or donee of a power of attorney.
4. That the power of attorney being the foundation of the claimant's capacity and which was admitted in evidence as Exhibit A does not expressly confer on the attorney the power to sue on behalf of the donor.
5. The power of attorney being a registrable instrument and same not being registered and authenticated renders it inadmissible in a Court of law.

6. The claim in this suit belongs to Chukwuka Chika and there is nothing empowering ThankGod Orji Consulting or Orji ThankGod Consulting sue on behalf of Chukwuka Chika.

Attached also is an affidavit of 14 paras., Exhibit A; the letter of authorization to the attorney; and a written address wherein the applicant raised five issues for determination.

The deponent/applicant; Mr. Itekena Altraide averred as follows in his affidavit attached to the motion; In course of the trial of this suit, a person, Orji Thankgod claiming to be a proprietor of Thankgod Orji Consulting, gave evidence as CW1 and tendered a document, which purported to be a power of attorney, which purportedly gives the said ThankGod Orji Consulting the locus to institute this suit. The document was admitted in evidence and marked Exhibit A. The CTC of the said Exhibit A, is attached to this Affidavit and marked Exhibit A1.

The said Exhibit A/A1 was signed by one Mrs. Chukwuma Gertrude Chika. I do not understand why Thankgod Orji Consulting will rely on a purported Power of Attorney, given to it by Mrs. Chukwuma Gertrude Chika, to institute an action against me on behalf of Chukwuka Chika.

Upon my search at Corporate Affairs Commission portal, I saw a name registered as Orji ThankGod Consulting, registered as a business name, with Registration No. 3490227. Also, I saw that Orji ThankGod, CW1 is the sole proprietor.

I state that the claimant, sued me through her attorney, ThankGod Orji Consulting, which is not a juristic person as defined under the law.

I further state that the power of attorney relied upon, which is the foundation of the Claimant's capacity to sue, was admitted in evidence as Exhibit A. However, the said power of attorney does not confer upon the attorney the power to institute this suit on behalf of the donor, Chika Chukwuka.

I also state that the said Exhibit A was neither registered nor authenticated.

I have been informed by my Counsel Nnadum Nso Obulor on the 18th February, 2025 in his office at No. 11, Trans-Woji Road, Woji, Port Harcourt, Rivers State, at about 3:30pm and I believe him that:

This suit was instituted by a non-juristic person because it is business name.

That ThankGod Orji Consulting being a non-juristic person cannot be a donee of a power of attorney.

That the failure to register the purported power of attorney renders it inadmissible in a court of law, therefore, there is nothing ThankGod Orji Consulting is standing on to institute this action on behalf of Chika Chukwuka.

That the purported power of attorney did not empower ThankGod Orji Consulting to institute this action on behalf of Chika Chukwuka. Therefore, there is nothing ThankGod Orji Consulting is standing on to institute this action on behalf of Chika Chukwuka.

That the failure to register the purported power of attorney renders it inadmissible in a court of law, therefore, there is nothing ThankGod Orji Consulting is standing on to institute this action on behalf of Chika Chukwuka.

I believe that ThankGod Orji Consulting or Orji ThankGod Consulting lacks the locus to institute this suit. I believe that this court lacks the jurisdiction to institute this suit.

Issues for determination as contained in the Applicant's final written address;

Issue One; Whether ThankGod Orji Consulting, the purported attorney in this suit is a legal/juristic person and whether this Honourable Court has the jurisdiction to hear this suit, the same having been commenced by a non-juristic person?

The applicant's counsel submitted thus;

Your Worship, we submit that the issue of juristic person is sacrosanct in determining whether a competent court can assume jurisdiction. Before we delve into the threshold of our submissions on this issue, may we respectfully crave the Honourable Court's gracious indulgence to take judicial notice of the Claimants' Power of Attorney admitted as exhibit A in this suit and attached and marked as Exhibit A1 to the Affidavit in support of this Application.

In the case of *The Executive Governor of Kwara State vs. Lawal* (2007) 13 NWLR (Pt.1051) 347 at P.379 Paras B-C, where the Court held thus:

"JURISTIC PERSONS CONSIST OF SEVERAL CATEGORIES AND THEY INCLUDE NATURAL PERSONS, INCORPORATED COMPANIES, CORPORATIONS WITH PERPETUAL SUCCESSION AND UNINCORPORATED ASSOCIATIONS GRANTED THE STATUS OF LEGAL PERSONS BY LAW. ONLY JURISTIC PERSONS CAN SUE AND BE SUED IN THEIR NAMES GENERALLY"

ThankGod Orji consulting is not a natural person. It is not an incorporated company. It is not a corporation with perpetual secession, it is not an incorporated association granted the status of a legal person by law. It is a business name, registered under Part B, of Companies and Allied Matters Act (CAMA) 1990, now Part E of CAMA 2020.

Your Worship, it is trite law that the naming of a non-juristic person as a claimant in a suit makes the suit out-rightly incompetent as held in *Access Bank vs. Agage Local Govt. & Anor* (2016) LPELR-13014 (CA)-Undoubtedly, for an action to be properly constituted so as to vest jurisdiction in the court to adjudicate on it, there must be a competent plaintiff and a competent defendant. As a general principle, only natural

persons, that is, human beings and juristic or artificial persons such as body corporate are competent to sue or be sued, Consequently, where either of the parties is not a legal person, the action is liable to be dismissed as being incompetent: see *Shitta vs. Ligali* (1941) 16 NLR 23.

No action can be brought by or against any party other than a natural person or persons unless such party has been given by statute, expressly or impliedly, or by the common law, a legal persona under the name by which it is sued or sued. A right to sue or be sued.

The law is that a registered business name is not a legal person. Therefore, ThankGod Orji Consulting is not a legal person. See the case of PRINCIPAL GOVERNMENT SECONDARY SCHOOL, IKACHI vs. IGBUDU (2005) 12 NWLR Pt. 940543 at Pp.566-567. NBN LTD. vs. KORBAN BROTHERS NIGERIA (1975) 1 FNR 11.

IN SHELL PETROLEUM DEVELOPMENT COMPANY & ANOR vs. DANIEL PESSU (2014) LPELR - 23325 (CA), THE COURT STATED THAT:

"THE LAW IS THAT FOR A SUIT TO BE COMPETENT FOR ADJUDICATION BY A COURT OF LAW, THERE MUST BE AT LEAST A COMPETENT PLAINTIFF AND & COMPETENT DEFENDANT, IN THE SENSE THAT BOTH ARE JURISTIC PERSONS WHO CAN SUE AND BE SUED. WHERE THE EXISTING PLAINTIFF OR DEFENDANT LACKS COMPETENCE IT WILL RENDER THE ACTION INCOMPETENT THEREBY ROBBING THE COURT OF THE REQUISITE JURISDICTION TO ENTERTAIN THE ACTION".

ISSUE 2

Whether a Power of Attorney can be donated to a non-Juristic person and whether a court can assume jurisdiction over a suit instituted by a non-juristic person on the basis of a power of attorney donated to a non-juristic person?

We submit that a power of attorney can only be donated to a legal person. A power of attorney donated to a non-juristic person is invalid. Like in this case where Exhibit A1 Reads as follows: "I hereby authorize your firm to undertake the letting and management of my properties at the under listed locations.

The power in the Exhibit A1 was expressly donated to a non-juristic person.

Sylvester O. Imhnobe, in his book, *Legal Drafting and Conveyancing (With Precedents)* at page 508 opined that:

In National Bank of Nigeria Ltd v Korban Brothers (Nig) & Ors, (1976) F.N.LR, learned counsel for one of the defendants raised the objection that the power of attorney in that case was invalid in that the donee was "The Manager National Bank of Nigeria (Ilorin Branch) who is not a juristic person. Ekundayo, J upheld the objection on the ground that:

“since an attorney is an agent who acts under a written authority given to him by the person for whom he acts, it followed that a post cannot be called upon to act as a person; and since any agent, including an attorney, can be sued, a non-juristic person who cannot be sued cannot therefore be appointed an agent or attorney”.

"Flowing from the above, John & Co or John & Sons cannot be appointed attorney because registration under Part B of the CAMA 1999 (now Part E of CAMA 2020) does not confer legal personality. It is advisable to appoint the individuals by their names as attorney."

Flowing from the above it is our submission that ThankGod Orji Consulting is not a juristic person. Therefore, it cannot be a receiver of a power donated to it as an attorney. Every action taken by it consequent on that power is void, including this suit.

In WittBusch Ltd. vs. Goodwill & Trust Inv. Ltd. (2004) 8 NWLR (Pt. 874) 179 it was held thus:

"Where a plaintiff is a non-juristic person, he has no capacity to sue. Consequently, the court has no jurisdiction to entertain the suit. In the instant case, there was no admissible evidence that the 1st respondent who entered the contract with the appellant is a juristic person. In the circumstance, it does not have the capacity to maintain the suit before the trial Court. And like issue of jurisdiction, it can be raised at any stage of the proceedings; as such the trial court should have determined it timeously. [Ogunsanya v. Dada (1990) 6 NWLR (Pt. 156) 347; Western Steel Works Ltd. vs. Iron & Steel Workers Union of Nigeria (19...) 6 SC 3; Adesanya vs. President (1981) 1 NCLR 236; Egbe vs. Adefarasin (1987) 1 NWLR (Pt. 47) 1 referred to.] (P. 197, paras. B-D)".

Your Worship, it is trite law that a power of attorney can only be donated by a juristic person to another juristic person to do acts, which the donor can lawfully do. Both the donor and the donee must be legal persons. See AGBONMAGBE BANK vs. GENERAL MANAGER, GB OLLIVANT & ANOR (1961) ALL NLR (Pt.1) 116

Issue 3

Whether this Honourable Court has jurisdiction to hear this suit when there is nothing in the purported power of attorney donated to the attorney that gives him the power to institute this suit?

A cursory look at the Claimant's Power of Attorney admitted as Exhibit A in this suit shows that the donor never authorized the firm "ThankGod Orji Consulting" to sue on her behalf.

Your Worship the purported Power of Attorney in question here issued by Chika Chukwuka to the firm of "ThankGod Orji Consulting" bears nothing on the face of it

indicating that the supposed donee could institute an action on her behalf. Your Worship, if the donor had intended to donate power to the firm for the firm to institute matters and claims on her behalf, the power of attorney would have contained a clause that reads or is similar to the below:

"To sue third parties in all matters relating to the Said Properties, defend actions of any type or any form connected with the property."

My lord we respectfully submit that the consequence of a Power of Attorney not clearly and specifically conferring the donee the power to institute claims on behalf of the donor in court is that the donee has no such powers to do so. The power/authority created should be set out expressly and exhaustively.

The power to sue, being a power that affects the rights and liabilities of third parties cannot be read into a power of attorney. It must be expressly stated.

The donee of the power of attorney, or his solicitor, should peruse it carefully before execution to see that it, in fact, confers on him the necessary powers required to achieve the intended objects and that the power of attorney is drawn in a form that will cause no difficulty when dealing with third parties.

Issue 4

Whether this suit is valid having been commenced by an unauthenticated power of Attorney is valid?

We submit that an unauthenticated power of attorney is void; and any action commenced and based on it is also void.

In *Olaogun Ent. Ltd v. S.J.M* (1992) 4 NWLR (Pt. 235) 361, "A power of attorney should not only be executed, it should also be authenticated. This is a requirement of Section 118 of the Evidence Act, Cap. 112, Laws of the Federation 1990." (P.394, Paras. F-G).

The section 118 of the Evidence Act Cap.112, Laws of the Federation 1990, cited by the court in the above decision is the same thing as section 150 of the Evidence Act 2011 and it provides thus:

"The Court shall presume that every document purporting to be a power of attorney, and to have been executed before and authenticated by a notary public or any court, judge, magistrate, consul or representative of Nigeria or, as the case may be, of the President, was so executed and authenticated."

The authentication of the power of attorney would have dispense with the need of proving its validity. But having not been authenticated the Claimant cannot enjoy that presumption of law of its validity. Therefore, having not proved the validity of Exhibit B, same is void and cannot be relied on to commence this suit. This suit is invalid and should be dismissed with cost.

A business name on the other hand has no distinct legal personality from the owner and can sue or be sued only in the name of the owner(s) of such a business.

Issue 5

Whether this suit is valid having been commenced by an unregistered power of attorney?

Section 20 of the Land Instruments (Preparation and Registration) Law, cap 74, Laws of Rivers State, 1999 which provides that: No instrument shall be pleaded or given in evidence in any court without have been registered:

“No instrument shall be pleaded or given in evidence in any court as affecting any land unless same shall be registered.”

Non-registration of a power of attorney renders it inadmissible in a court of law, see the case of Ojugbele vs. Olasoji (1982) SC 71.

The respondent/claimant filed a counter affidavit of 16 paras, filed 26th March, 2025.

ThankGod Orji averred therein as follows; That I am the Attorney and property manager of the Claimant and very conversant with the facts of this case.

That paragraph 3 of the Applicant's Affidavit is false and misleading. That I gave evidence as the property manager on behalf of the Claimant and tendered a document authorizing me to manage the property and give evidence. That the document admitted as Exhibit A1 is not a Power of Attorney.

That paragraph 4 is incorrect. That Exhibit A/A1 was signed by Mrs. Chukwuma Gertrude Chika and when I gave evidence, I informed this Court that Chukwuka Chika is that same person as Mrs. Chukwuma Gertrude Chika. That the Defendant is not deceived or misled by the names.

That paragraph 7 and 8 are misleading. That Orji ThankGod Consulting is a corporate entity that can sue and be sued. That in this case it is not Orji ThankGod Consulting that sued the Defendant. That it is Chika Chukwuka who sued the Defendant through Orji ThankGod Consulting.

That Orji ThankGod Consulting was not given or donated Power of Attorney, rather a document of authority to manage the property.

That paragraph 9 is incorrect. That Orji ThankGod Consulting was not given a Power of Attorney, rather an authority letter. That what is given to Orji ThankGod Consulting to represent the Claimant in this case is not a power of Attorney. That assuming without conceding that Orji ThankGod consulting is not a juristic person, that this suit cannot be struck out because the name of the Claimant; Chika Chukwuka can sustain the suit.

That paragraph 11-13 are incorrect and misleading. That the Defendant is misconceived about my authority letter. That. I was never donated a power of Attorney. That the laws and Rules of Power of Attorney cannot apply to my authority letter. That I do not need to register my authority letter issued to my business name.

That this court has the jurisdiction to hear and determine this matter.

That assuming without conceding that Orji ThankGod lacks the competence to represent the Claimant herein. That this suit cannot be struck out as the name of the Claimant can sustain the suit.

Also attached is a written address in support of the counter affidavit dated 25th March, 2025, filed 26th March, 2025, Exhibit A is also attached; the certificate of registration of Orji ThankGod Consulting.

In the written address the counsel submitted as follows;

ISSUES FOR DETERMINATION

Whether by constitution of the parties in this case, this court has jurisdiction to hear and determine this suit.

Whether by constitution of the parties in this case, this court has jurisdiction to hear and determine this suit.

We submit that this suit as constituted clothes this court with jurisdiction. Your Worship, the law as established in Madukolu vs. Nkemdilim (1962) 2 SCNLR, 341, the Supreme Court outlined the conditions which must be present for a court to be clothed with jurisdiction to hear and determine a case, they are:

- 1. Is the case properly initiated by due process of law**
- 2. Is the proper parties before the Court**
- 3. The subject matter**
- 4. Is the Court properly constituted as to its number and qualification**

Your Worship, a look at this case, from the originating process, it is abundantly clear that these conditions aforementioned have been properly complied with. This case is properly initiated with due process, the proper parties are before this Court, the subject matter is within this court jurisdiction and this court is properly constituted as to its number. We submit that this court is clothed with jurisdiction to entertain this matter.

Your Worship, the Defendant/Applicant has strenuously argued that what was donated to the Attorney of the Claimant is a 'power of Attorney' and because the document does not meet up legal requirements for validity of a power of attorney. He submitted that Orji ThankGod is not a juristic person that can sue and be sued, that Orji ThankGod cannot be donated power off attorney, that

the power of attorney is not registered and not admissible. The Defendant cited so many authorities.

We submit that the whole arguments of the Defendant is misconceived and based on Power of Attorney. It is imperative we remind this Court that what the Orji ThankGod Consulting is using to represent the Claimant in this suit is not a Power of Attorney strictly speaking. Exhibit A *“Authorization to let and manage my properties situate at the under listed locations within Port Harcourt”, dated 10th April 2021 is not a power of Attorney in law.* It is an authority letter to manage the Claimant's properties, which includes representing the Claimants in all affairs of the property. We therefore submit that since it is not a power of attorney, the laws governing power of attorney cannot apply herein.

Your Worship, the Defendant argued that Orji ThankGod Consulting is not a juristic person. We submit that the argument is misconceived. The Supreme Court in *Bayelsa State vs. Odok (2024) LPELR-63035(SC)*, *held that a business name is a juristic person that can contract, sue and be sued.* However, the argument of the Defendant is all centered on a power of attorney which is not what is before this court and relied on by the Claimant's attorney to represent the claimant in court.

The Defendant has argued that a power of attorney must be registered, cited section 20 of Land Instruments (Preparation and Registration) Law, Laws of Rivers State, 1999. We submit that this section of the law has been struck down by the Supreme Court in *Benjamin vs. Kalio (2018) 15 NWLR (1641) 38.* However, we reinstate our position that this whole argument on power of attorney is misconceived and does not apply in this case. We so submit.

We submit that the application of the Defendant/Applicant is misconceived and we urge this Court to dismiss this application.

The applicant's counsel orally submitted his points of law on the 26th March, 2025.

A. Amadi, Esq. appeared for the respondent, N.N. Obulor, Esq. appeared for the applicant.

Issues for determination by this Court

1. Whether this Court has jurisdiction to entertain this suit?
2. Whether the claimant can sue in the attorney's name?
3. Whether the Claimant's attorney is a juristic person?

COURT

The name of the claimant's attorney; Orji ThankGod Consulting is a business name, not a legal entity that can sue and be sued, it is not a juristic person, not a registered company. The certificate of registration shows that it is a registration of a business

name with registration no: 3490227; albeit clearly stated therein; ORJI THANKGOD CONSULTING is this day duly registered as a business name under the Companies and Allied Matters Act, 2020, see Exhibit A attached to the counter affidavit. The general nature of business is Estate Surveying and valuation.

The business can only sue in the name of the owner of the business and not in the name of the attorney, as submitted by the defence, Orji ThankGod Consulting in the eyes of the law is not a corporate entity as rightly submitted by the applicant/claimant, it is a business name, lacks the capacity to sue and be sued, used for business of Estate Surveying and Valuation as seen on Exhibit A, the certificate of registration.

In general:

If your business is just a trading name (like a sole trader or partnership operating under a business name), you personally (or the partners) must sue or be sued.

Example: If “Sunshine Cakes” is just a trading name for Jane Smith, Jane Smith would have to sue (trading as Sunshine Cakes).

If your business is a limited company (like “Sunshine Cakes Ltd”), then the company itself is a separate legal entity, that can sue or be sued, in that case, the company sues or is sued in its own name not you personally.

For a Sole trader/Partnership (using business name), the individual(s), trading as the business name sues for a limited company (Ltd); the company itself, sues.

A consulting business as in the instant attorney, can be set up in a few ways, so it depends a little more on the legal structure:

If your consulting business is just you operating under a business name (for example, “Vision Consulting” but you’re registered as a sole trader), then you personally would sue (trading as “Vision Consulting”).

If your consulting business is registered as a limited company (e.g., “Vision Consulting Ltd”), then the company itself can sue or be sued, not you personally.

If you are a Sole Trader; (Example: your consulting business is NOT a limited company:

No, “Orji Consulting” (by itself) is not automatically a “juristic person” unless it is properly incorporated.

A juristic person (or legal person) means an entity (like a company) that has legal rights, it can sue, be sued, enter contracts, own property, etc., separately from a real human.

To be a juristic person, Orji Consulting must be legally registered as something like:

- A limited company (e.g., Orji Consulting Ltd)

- A corporation
- Or sometimes a registered partnership (depending on jurisdiction)

If Orji Consulting is just a business name used by a person (like “John Orji trading as Orji Consulting”), then John Orji is the real party — not the business name.

Scenario, is Orji Consulting a Juristic Person?

Orji Consulting Ltd (registered company) - Yes

Orji Consulting (trading name only) - No (the individual is the legal person)

Hitherto,

- If it's registered as a company: YES, it's a juristic/legal person.
- If it's just a trading name: NO, it's not — it's the individual behind it.

The letter authorizing the attorney to let and manage the properties of the claimant creates an agency relationship with the attorney. I agree it is not a power of attorney.

Even if the name sounds “official” (like “Ventures,” “Consulting,” “Enterprises,” etc.), what matters legally is whether it's formally registered as a company.

A Power of Attorney (POA) is a legal document that allows someone to act on behalf of another person, typically in matters such as financial, legal, or medical decisions

No, a Power of Attorney cannot be donated to a non-juristic person (meaning a person or entity that is not a legal entity or juristic person). A juristic person refers to a legal entity such as a corporation, limited company, or other formally recognized legal entity, while a non-juristic person is simply an individual or entity that has no legal recognition as a separate entity.

However:

A POA can be granted to an individual (a natural person), who can be anyone you trust, even if they aren't a “legal entity.”

A POA cannot be granted to just any entity or thing that is not legally recognized (like a business name or a group without legal status).

In essence:

You can grant POA to any individual (natural person), but not to a non-juristic entity (such as a business name, an unregistered organization, etc.)

When is Registration Necessary?

Real Estate Transactions: If the POA grants the agent authority to deal with real estate (like buying or selling property), many jurisdictions will require the POA to be notarized and sometimes registered to be accepted by a court or property authorities.

Special Power of Attorney (e.g., for specific legal transactions or certain countries' legal requirements): Some places may require certain types of POA to be recorded for validity.

The question then is why did the claimant sue through the lawful attorney, Orji ThankGod Consulting?

The claimant could have sued through ThankGod Orji as her attorney, who is recognized in law as a natural person who can sue and be sued, he is a juristic person who can sue and be sued.

This makes this suit incompetent and robs the Court of jurisdiction to entertain same as rightly submitted by the defence/applicant.

As a human being, Orji ThankGod could have been the right person in the eyes of the law to sue the defendant as attorney to the claimant, with a proper power of attorney donated to him by the claimant.

The power to sue on behalf of the claimant was given to a non-juristic person; Orji ThankGod Consulting, who lacks the legal personality as rightly submitted by the applicant/defence. If Orji ThankGod Consulting was registered as a limited company or incorporated as a registered company and not a business name, it would have possessed the legal capacity to sue and be sued.

Orji ThankGod Consulting has no separate legal identity or liability protection from the owner.

In Nigerian law, a business name (without registration as a legal entity like a limited company or corporation) does not have the legal status to sue or be sued in its own name. This principle has been upheld in several Nigerian cases, highlighting that a business name alone does not constitute a juristic person.

Here are some key Nigerian cases that discuss this issue:

1. Olamide Adekoya vs. J. O. Akinola & Sons (1977) 5 SC 85

In this case, the Nigerian Supreme Court held that a business name, without being registered as a corporation or partnership, does not have the legal capacity to sue or be sued. The case clarified that a business name is merely a name under which a person carries on business and has no legal personality on its own.

2. Amaechi vs. Ihekwoaba (2008) 6 NWLR (Pt. 1083) 148

In this case, the court reiterated that a business name alone does not have the legal capacity to take legal action (sue) or defend itself (be sued). The case confirmed that the person(s) behind the business are the ones with legal capacity in such situations.

3. Dantata & Sawoe Construction Co. Ltd vs. Olowu (1991) 2 NWLR (Pt. 174) 659

In this case, the Court of Appeal held that where a business name is not incorporated as a legal entity, it does not possess legal standing to sue or be sued in its own name. The case further reinforced the idea that the owner of the business would be the party capable of initiating or defending legal actions.

4. Fadiora vs. Gbadebo (1978) 3 SC 219

The Supreme Court in this case emphasized that a business name under which a person carries on business is not a legal entity. The business name is merely a trading name and does not have the capacity to sue or be sued.

Legal Implications:

In Nigeria, a business name is simply a trade name used by an individual or partnership and does not have the legal personality to operate independently in legal proceedings. The person(s) behind the business (whether a sole trader or partnership) are the ones who have the legal standing to bring an action or defend a case.

If you want a business to have the legal ability to sue and be sued, it must be registered as a legal entity, such as:

- A limited liability company (Ltd, Plc)
- A corporation
- A partnership (registered under the appropriate business laws)

I align with the submission of the defence that the letter of authority from the claimant was donated to a non -juristic person; Orji ThankGod Consulting.

Part E of CAMA 2020 does not confer legal personality on Orji ThankGod Consulting.

I will like to reiterate that cw1 should have sued in his name as attorney to the claimant.

This robs the Court of jurisdiction to continue with this matter, jurisdiction can be challenged any time before judgment is given. See Adeyemi vs. Opeyori (1976) LPELR – 171 (Supreme Court) and Barclay’s Bank (Nig.) Ltd. vs. CBN (1976) LLJR – SC; All NLR 326. It was determined that the Court’s jurisdiction is determined by the nature of the claim of the claimant.

See Ohakim vs. Agbaso (2010) 19 NWLR (pt. 1226) pg. 172, the Court held;

Jurisdiction is a fundamental issue without which any Court proceeding is invalidated, the res of the case must be within the Court's jurisdiction.

It is Trite law, that a power of attorney can only be donated by a juristic person to another juristic person, rightly submitted by the defence, as espoused in our jurisprudence.

Though it is the argument of the respondent that the rules of a power of attorney cannot apply to the letter of authority, Exhibit A before me, given by the claimant to the attorney; Orji ThankGod Consulting.

The name of the claimant can only sustain this suit if sued in her name alone and not suing through ThankGod Orji Consulting. The respondent/claimant should take note.

The claimant/respondent relied on AG Bayelsa State vs. Odok (2024) (PELR) 63035 (SC), submitted that a business name is a juristic person that can contract sue and be sued.

In a groundbreaking decision, the Supreme Court of Nigeria has ruled that law firms registered as business names have the capacity to enter into contracts. This landmark judgment, delivered in the case of A.G. BAYELSA STATE vs. ODOK (2024) LPELR-63035(SC), has far-reaching implications for the legal profession, business community, and regulatory bodies in Nigeria.

In the said case, it is evident that the dispute centered on the capacity of a law firm registered as a business name to enter into contracts. The Supreme Court's decision has provided clarity on this critical issue, which has significant implications for the legal profession and business community in Nigeria. This case must be distinguished from the rule on signing of Court processes.

In delivering the judgment, Justice John Inyang Okoro, JSC, relied on the definition of a "business name" under section 868 (1) of the Companies and Allied Matters Act (CAMA) 2020. The court held that a business name is the name under which any business is carried on, either by an individual, firm, or corporation.

The Supreme Court's decision in A.G. BAYELSA STATE vs. ODOK (2024) has significant implications for law firms registered as business names in Nigeria. The judgment confirms that such firms have the capacity to enter into contracts and engage in commercial activities. The court, relying on Section 868(1) of CAMA 2020, held that a business name is the name under which a business is carried on by an individual, firm, or corporation. It reasoned that business activities inherently involve contracts, whether in the form of agreements with clients, vendors, or other stakeholders.

While the judgment is transformative, it raises certain questions. For instance, does this recognition of contractual capacity extend to the ability of the law chambers to

sue and be sued? If so, what procedural adjustments would be required to reflect this capacity in litigation? Additionally, there remains the issue of ensuring that this expanded capacity does not create avenues for regulatory evasion or abuse.

The decision in the Supreme Court's landmark judgment in *A.G. Bayelsa State vs. Odok* (2024) LPELR-63035 (SC), does not alter the fundamental legal principle that a business name, under Nigerian law, is not a separate legal entity from its owner.

The Supreme Court's judgment in *A.G. Bayelsa State v. Odok* (2024) is a landmark decision with extensive implications for the legal profession, the business community, and regulatory bodies in Nigeria. While it confirms the contractual capacity of law firms registered as business names, it does not confer separate legal personality on such entities. As such, proprietors of business names must remain mindful of their personal liability for the obligations of their businesses.

The respondent/claimant in his counter affidavit averred that he is the attorney and the property manager, why did he not sue in his name as attorney? He is a juristic person being a natural person who can sue and be sued.

He should have sued as attorney and tendered his power of attorney in evidence, if Exhibit A is a mere letter of authority from the claimant to Orji ThankGod Consulting.

The defence made reference to the case of *Kalio vs. Benjamin*.

The Court relying on the case of *Kalio vs. Benjamin* (2018) 15 NWLR (pt. 1641) 38 after perusing via that case, holds that section 20 of the Land Instruments (Preparation and Registration Law) cap 74, 1999 of Rivers State of the Laws of Rivers State House of Assembly as a legislative, trespassed into the exclusive legislature terrain of the National Assembly. The Supreme Court has held that, an unregistered registrable land instrument is admissible in evidence to prove payment and receipt of the purchase price, and also the equitable interest of the purchaser in the subject land. See also,


1. *Okoye vs. Dumez (Nig.) Ltd.* (1995) 1 NWLR (pt. 4) 783
2. *Obijuru vs. Ozims* (1985) 2 NWLR (pt. 6) 167
3. *Olusoga vs. Adetola* (2018) 12 NWLR (pt. 1634) 500, where the Court held that, a document conveying interest in land is a registrable instrument and where it has not been registered, it can neither be pleaded nor admitted in evidence. However, where the document is tendered to show or establish that there was a transaction in respect of the land and that purchase price was paid by the purchaser, then such an unregistered registrable instrument will be admissible in evidence.

Following the above ruling from the Supreme Court in 2018, reversing the decades rule on non-admitting of unregistered land instruments, the Supreme Court reversed the rule on non-admitting of unregistered land documents as seen in the case above, this does not apply to the instant case which bothers on the legal personality of the claimant/respondent.

In conclusion, the Court accordingly hereby grants the application of the applicant/defendant and orders:

1. That this suit be dismissed for lack of jurisdiction.
2. That the claimant cannot sue the defendant in the name of Orji ThankGod Consulting; being a non-juristic person.
3. That the claimant can only sue in her name, the name of cw1; ThankGod Orji who submitted he is the attorney and property manager or in the name of a registered company with juristic personality, that is a company that can sue and be sued.
4. That the application for cost against the proprietor of ThankGod Orji Consulting is hereby dismissed.
5. Issues have been joined with the name of ThankGod Orji Consulting wherefore, the said name cannot be struck out for the suit to survive, that should have been done before the motion was filed and issues joined.
6. The Court finally holds that it lacks jurisdiction to determine this suit, consequently this suit is hereby dismissed without any cost.

This is the Court's ruling.



MRS BARIYAAH .H. ABE
Chief Magistrate
28th April, 2025.

