

GRANTING LEGAL PERSONALITY TO ARTIFICIAL INTELLIGENCE IN NIGERIA: IMPLICATIONS AND CHALLENGES

Umar Usman Na'Ayya*

Abstract

The rapid and increasing deployment of artificial intelligence (AI) systems across critical sectors such as finance, healthcare, transportation, security, and public administration has intensified doctrinal and policy debates on liability for AI-caused harm. In Nigeria, where AI adoption is accelerating amid regulatory fragmentation, the question whether artificial intelligence should be accorded legal personality has assumed renewed urgency. This article interrogates the legal, constitutional, and jurisprudential feasibility of recognising AI as a legal person under Nigerian law. Anchored in Nigerian judicial authorities, statutory frameworks, and constitutional norms, and informed by contemporary AI liability theory, the article argues that Nigerian law neither recognises nor is normatively prepared to recognise artificial intelligence as a bearer of rights and obligations. It further contends that proposals for electronic personality are conceptually flawed and risk undermining accountability by displacing liability from human actors to autonomous systems lacking moral agency. Drawing on a human-centred and risk-based liability model consistent with emerging global best practices and the author's research on AI liability in Nigeria, the article advances a principled framework for attributing responsibility among developers, manufacturers, deployers, and users of AI systems. It concludes that Nigeria should reject

* Umar Usman Na'Ayya, LL.B, BL., LL.M, PhD (in view); Member of Institute of Chartered Mediators and Conciliators (ICMC Nigeria); Chief State Counsel, Plateau State Ministry of Justice, Jos. 08066120430, E-mail: umarnaayya@gmail.com.

electronic personality and instead pursue legislative clarification through a dedicated AI liability regime grounded in constitutional values, corrective justice, and effective victim compensation.

Keywords: Artificial Intelligence; Legal Personality; Liability; Nigerian Law; Electronic Personality

1.0 INTRODUCTION

Artificial intelligence has evolved from the realm of speculative fiction into a pervasive operational reality shaping contemporary economic, administrative, and social life. In Nigeria, AI-driven systems are increasingly deployed in the banking and financial services sector, recruitment and human-resource management, predictive analytics, surveillance technologies, and automated decision-making platforms within both the public and private sectors. These technologies promise efficiency, speed, and cost reduction; however, they simultaneously introduce novel risks and legal uncertainties, particularly with respect to liability for harm occasioned by AI systems operating with varying degrees of autonomy.

Traditional legal systems, including Nigeria’s, are fundamentally premised on human agency.¹ Civil and criminal liability presuppose the existence of an identifiable legal subject capable of intention, control, and responsibility. Artificial intelligence disrupts this paradigm by introducing decision-making systems that may operate independently of real-time human control and whose internal reasoning processes are often opaque even to their

¹ Victor N Enebeli and David Chibuikwe Njoku, ‘A Brief Overview of Non-Juristic Entities in Nigeria’ (2024) 12(2) Quest Journal: Journal of Research in Human and Social Science 153 <http://www.questjournals.org> accessed 2 February 2026.

creators. This disruption has prompted renewed scholarly and policy debates on whether existing legal concepts can adequately respond to AI-related harms or whether new conceptual tools, such as the recognition of AI as a form of “electronic person”, are required.

In comparative discourse, the European Parliament’s Resolution on Civil Law Rules on Robotics,² famously suggested the possibility of granting sophisticated autonomous robots a special legal status as electronic persons capable of bearing responsibility for damage caused by their actions. Although the proposal was tentative and has not crystallised into binding law, it has significantly influenced global debates on AI autonomy and legal personality. For Nigeria, where no comprehensive statutory framework on artificial intelligence currently exists, these debates are of particular importance.³

This article therefore interrogates whether Nigerian law can or should recognise artificial intelligence as a legal person. It examines the doctrinal foundations of legal personality within Nigerian jurisprudence, evaluates the conceptual coherence of electronic personality, and analyses the constitutional, doctrinal, and policy implications of such recognition for liability regimes. The central argument advanced is that Nigerian law—anchored in human agency, constitutional values, and statutory positivism—lacks both the normative justification and doctrinal foundation

² European Parliament, European Parliament Resolution of 16 February 2017 with Recommendations to the Commission on Civil Law Rules on Robotics (2015/2103(INL)).

³ Ibrahim Aliyu Shehu, Hamisu Ardo and Abubakar Sadiq Usman, ‘The Concept of Company: A Legal and Commercial Perspective on Nigeria’s Corporate Framework under CAMA 2020’ *International Journal of Law* <http://www.lawjournal.org> accessed 2 February 2026.

to accommodate AI legal personality. The article further argues that recognising AI as a legal person risks diffusing responsibility and creating accountability vacuums rather than enhancing victim compensation.

The article is structured into eight parts. Following this introduction, Part Two examines the concept of legal personality under Nigerian law. Part Three analyses artificial intelligence and the arguments advanced in support of electronic personality. Part Four critiques the applicability of electronic personality within the Nigerian constitutional framework. Part Five examines Nigerian judicial approaches to liability attribution and their relevance to AI-related harm. Part Six adopts a comparative perspective. Part Seven proposes a human-centred liability framework for Nigeria, while Part Eight concludes with recommendations for law reform.

2.0 LEGAL PERSONALITY UNDER NIGERIAN LAW

2.1 Meaning and Scope of Legal Personality

Legal personality refers to the capacity of an entity to possess rights and obligations enforceable by law. In jurisprudential terms, a legal person is any entity recognised by law as capable of suing and being sued, owning property, entering into legally binding transactions, and bearing legal responsibility. Nigerian law recognises two principal categories of legal persons: natural persons and artificial (juristic) persons.⁴

Natural persons are human beings who acquire legal capacity at birth, subject to limitations arising from age, mental capacity, or status. Artificial persons, by contrast, are entities created or recognised by law, such as

⁴ See *Onvekwusi v R.T.C.M.Z.C.* (2011) 6 NWLR (Pt 1243) 341

corporations, statutory bodies, and incorporated associations, which acquire legal personality through statutory or judicial conferment.⁵

The Nigerian Supreme Court has consistently affirmed that legal personality is a matter of law rather than fact. In *Fawehinmi v Nigerian Bar Association (No 2)*⁶, the Court held that an entity can only be regarded as a juristic person if such status is expressly or impliedly conferred by statute or recognised by law. This decision underscores the positivist orientation of Nigerian jurisprudence: legal personality is not inherent but conferred for defined legal purposes.

2.2 Corporate Personality and Legal Fiction

The recognition of corporations as legal persons is grounded in the doctrine of legal fiction. Although a corporation lacks physical existence, the law treats it as a person distinct from its members for purposes of rights and liabilities. This doctrine was famously articulated in *Salomon v Salomon & Co Ltd*⁷, a decision that continues to exert profound influence on Nigerian company law.

However, corporate personality is not absolute. Nigerian courts have demonstrated willingness to lift the corporate veil where the fiction is abused to perpetrate fraud or evade legal obligations.⁸ This illustrates that legal personality is instrumental rather than metaphysical; it is granted to serve social and economic objectives, not to obscure accountability.

⁵ Shehu, Ardo and Usman, 'The Concept of Company: A Legal and Commercial Perspective on Nigeria's Corporate Framework under CAMA 2020' (n 4)

⁶ (1989) 2 NWLR (Pt 105558)

⁷ [1897] AC 22

⁸ *Oyebanji v State* (2015) 14 NWLR (Pt 1479) 270

Nigerian courts have consistently applied this principle. In *Southbeach Co. Ltd v Williams*⁹ ; *Halliburton West Africa Ltd v F.B.I.R.*¹⁰ the Supreme Court reaffirmed that upon incorporation, a company becomes a separate legal entity distinct from its shareholders and directors. However, Nigerian jurisprudence also recognises that corporate personality is not absolute. Courts may pierce or lift the corporate veil where the corporate form is abused to perpetrate fraud, evade legal obligations, or defeat public policy, as illustrated in *Oyebanji v State*¹¹ (supra) and *Adeyemi v Lan & Baker (Nig) Ltd.*¹²

This judicial readiness to lift the veil demonstrates that legal personality is instrumental rather than metaphysical. It is conferred to serve social and economic objectives, not to shield wrongdoers from accountability. This instrumental understanding is crucial when assessing proposals to extend legal personality to artificial intelligence.

2.3 Statutory Basis of Juristic Personality in Nigeria

In Nigeria, juristic personality is primarily conferred by statute. The Companies and Allied Matters Act 2020 provides under section 42 that upon incorporation, a company becomes a body corporate with perpetual succession and the capacity to sue and be sued in its corporate name. Similarly, statutory bodies derive their legal personality from their enabling statutes.

⁹ (2022) 8 NWLR (Pt 1831) 147

¹⁰ (2025) 10 NWLR (Pt 1997) 597

¹¹ (2015) 14 NWLR (Pt 1479) 270

¹² (2000) 7 NWLR (Pt 663) 33

Outside statutory authorisation, Nigerian law does not recognise non-human entities as legal persons.¹³ Animals, natural objects, and technological artefacts—despite their capacity to cause harm—lack legal personality. Liability for harm caused by such entities is invariably traced to identifiable human or corporate actors. This statutory and anthropocentric orientation raises a fundamental question: “in the absence of express legislative provision, can artificial intelligence be recognised as a legal person under the Nigerian law?” As argued in this article, the answer must be in the negative.

3.0 ARTIFICIAL INTELLIGENCE AND THE EMERGENCE OF ELECTRONIC PERSONALITY

3.1 Defining Artificial Intelligence

Artificial intelligence refers broadly to computational systems capable of performing tasks that ordinarily require human intelligence, including learning, reasoning, pattern recognition, prediction, and decision-making. Contemporary AI systems range from narrow or weak AI, designed for specific tasks, to more advanced systems exhibiting adaptive and autonomous behaviour.¹⁴

Autonomy, in this context, denotes the capacity of a system to make decisions without direct human intervention at the point of action. It is this perceived autonomy, coupled with the opacity of algorithmic decision-

¹³ Shehu, Ardo and Usman, ‘The Concept of Company: A Legal and Commercial Perspective on Nigeria’s Corporate Framework under CAMA 2020’ (n 4)

¹⁴ Reagan N Robinson, ‘Artificial Intelligence: Its Importance, Challenges and Applications in Nigeria’ (2018) *Direct Research Journal of Engineering and Information Technology* <https://directresearchpublisher.org/journal/drjeit/files/2018/12/Robinson.pdf> accessed 30 April 2023.

making, that has fuelled arguments for recognising AI as an independent legal actor.

3.2 Arguments for Electronic Personality

Proponents of electronic personality advance several arguments. First, they contend that highly autonomous AI systems operate beyond the effective control of any single human actor, rendering traditional fault-based liability models inadequate. Second, they argue that granting AI legal personality would facilitate direct liability and simplify compensation mechanisms for victims. Third, it is suggested that electronic personality merely extends the corporate fiction and can be similarly instrumentalised.

The European Parliament’s 2017 Resolution suggested that electronic personality could be considered for the most sophisticated autonomous robots, particularly where existing liability frameworks proved insufficient. Although the proposal was cautious and conditional, it has been interpreted by some commentators as a potential blueprint for future AI regulation.

3.3 Critiques of Electronic Personality

Notwithstanding these arguments, electronic personality has attracted sustained criticism. The criticism are that AI systems lack consciousness, intentionality, and moral agency—attributes traditionally associated with legal responsibility. Furthermore, attributing legal personality to AI, will likely risks enabling manufacturers, developers, and deployers to externalise liability by shifting blame to artificial entities incapable of meaningful accountability or moral blameworthiness.

For jurisdictions such as Nigeria, where regulatory capacity and enforcement mechanisms remain fragile, these risks are particularly acute.

The creation of artificial legal persons without commensurate enforcement structures may undermine, rather than enhance, access to justice.

Furthermore, by the increasing autonomy of AI systems, and the corresponding reduction in the roles of humans in the actions of those systems, it is likely to raise challenges in attributing liability and holding someone responsible where harm is caused. However, while liability can be imposed on natural or legal persons, AI system is not a legal person on which responsibility could be placed directly. Furthermore, the ultimate decision to act in a particular way by an AI system passes through a chain of decision-making, distributed among many actors (the manufacturers, developers, and deployers) which makes it difficult to identify the actual blameworthy actor. Therefore, granting personhood to AI will make it easy for the manufacturers, developers, and deployers to evade liability by shifting it to AI system.¹⁵

4.0 ELECTRONIC PERSONALITY AND NIGERIAN CONSTITUTIONAL LAW

4.1 Constitutional Foundations of Legal Responsibility

The Constitution of the Federal Republic of Nigeria 1999 (as amended) is fundamentally anthropocentric. Rights, duties, and liabilities are framed around the human person and, derivatively, juridical persons created by law. Chapter IV guarantees fundamental rights to “every person”, a phrase consistently interpreted by Nigerian courts to mean natural persons and, in limited contexts, corporate entities.

¹⁵ Singapore Academy of Law, ‘Academic Law Reform Committee’
<https://www.sal.org.sg/Resources-Tool/Law-Reform/Law-Reform-e-Archive> accessed 30 April 2023.

In *Ransome-Kuti v Attorney-General of the Federation*¹⁶, the Supreme Court emphasised that constitutional rights are primarily designed to protect human dignity, liberty, and autonomy. While corporate bodies have been permitted to enforce certain constitutional rights, such recognition is instrumental and contingent upon statutory personality. Artificial intelligence systems, lacking both human attributes and statutory recognition, fall entirely outside this constitutional framework.

4.2 Human Dignity and the Limits of Legal Fiction

Section 34 of the Constitution guarantees the dignity of the human person. Nigerian courts have repeatedly described dignity as a foundational constitutional value. In *Uzoukwu v Ezeonu II*¹⁷, the Court of Appeal characterised human dignity as the essence of humanity and the moral foundation of fundamental rights.

Extending legal personality to artificial intelligence risks diluting this value by equating human moral agency with algorithmic processes. Unlike corporations, which are aggregates of human interests and will, AI systems are tools created and deployed by humans. Granting them legal personality carries symbolic and normative implications that sit uneasily with Nigeria’s constitutional philosophy.

4.3 Separation of Powers and Legislative Competence

The creation of new categories of legal persons is a legislative function, not a judicial function. In *Attorney-General of Abia State v Attorney-General of the Federation*¹⁸, the Supreme Court reaffirmed that courts must not

¹⁶ (1985) 2 NWLR (Pt 6) 211

¹⁷ (1991) 6 NWLR (Pt 200) 708

¹⁸ (2002) 6 NWLR (Pt 763) 264

assume legislative powers under the guise of interpretation. Consequently, even if electronic personality were considered desirable, its recognition would require express constitutional or statutory amendment. Until such reform occurs, Nigerian courts are bound by existing conceptions of personhood.

5.0 JUDICIAL AUTHORITIES AND ATTRIBUTION OF LIABILITY IN NIGERIAN LAW

5.1 Liability without Legal Personality

Nigerian law has long addressed harm caused by non-persons without conferring legal personality on them. Liability for harm caused by animals, dangerous objects, or defective products is attributed to owners, keepers, manufacturers, or controllers.

In *Iyere v Bendel Feed and Flour Mill Ltd*¹⁹, the Supreme Court held that liability follows control and benefit. This principle is directly applicable to artificial intelligence: where an AI system causes harm, liability should attach to the human or corporate actor who controls, deploys, or benefits from its operation.

5.2 Vicarious and Strict Liability

The doctrine of vicarious liability has been expansively interpreted by Nigerian courts to prevent victims from being left without remedy. In *Management Enterprises Ltd v Otusanya*²⁰, the Supreme Court emphasised that liability attaches where there is a sufficient relationship of control.

¹⁹ (2008) 7 NWLR (Pt 1086) 118

²⁰ (1987) 2 NWLR (Pt 55) 179

Similarly, strict liability principles, derived from *Rylands v Fletcher*²¹ and applied in Nigerian jurisprudence, offer a viable framework for addressing harm caused by high-risk AI systems. These doctrines demonstrate that Nigerian law already possesses robust tools for addressing AI-related harm without resorting to electronic personality.

5.3 Judicial Aversion to Accountability Gaps

Nigerian courts have consistently resisted legal arrangements that create accountability vacuums. In *Amao v Attorney-General of Ogun State*²², the Supreme Court cautioned against legal technicalities that defeat substantive justice. Recognising AI as a separate legal person may produce precisely such an outcome by insulating human actors from liability.

6.0 COMPARATIVE PERSPECTIVES

Comparative developments reveal a global retreat from electronic personality. The European Union’s proposed Artificial Intelligence Act²³ adopts a human-centred regulatory model, imposing obligations on providers and users rather than AI systems. The United Kingdom, South Africa, and India similarly reject AI legal personality, preferring regulatory oversight and human accountability²⁴.

²¹ (1868) LR 3 HL 330

²² (2002) 18 NWLR (Pt 798) 1

²³ European Union, Regulation (EU) 2024/1689 of the European Parliament and of the Council of 13 June 2024 laying down harmonised rules on artificial intelligence (Artificial Intelligence Act) [2024] OJ L 1689.

²⁴ Abiodun Amuda-Kannike SAN and others, ‘Artificial Intelligence in Legal Practice: Threat or Tool for the Future Lawyer in Nigeria?’ (2025) 4(1) KWASU Law Journal 18–36.

7.0 TOWARDS A HUMAN-CENTRED LIABILITY FRAMEWORK FOR NIGERIA

Nigeria should adopt a layered attribution model assigning responsibility to developers, deployers, and users based on fault, control, and benefit. Sector-specific regulation of high-risk AI systems, supported by compulsory insurance schemes, would ensure victim compensation without distorting foundational legal concepts. Legislative clarification through a dedicated AI Liability Act is strongly recommended.

8. CONCLUSION

This article has demonstrated that granting legal personality to artificial intelligence is incompatible with Nigerian constitutional principles, jurisprudential doctrine, and policy realities. Legal personality in Nigerian law is a deliberate and instrumental construct reserved for entities capable of meaningful accountability. Artificial intelligence does not meet this threshold. Nigeria should therefore resist premature recognition of electronic personality and instead strengthen human-centred liability and regulatory frameworks.