

**ACCESS TO JUSTICE UNDER THE NIGERIA TAX REGIME:
SECTIONS 35 AND 38 OF THE NIGERIA REVENUE SERVICE
(ESTABLISHMENT) ACT OF 2025 REVISITED**

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Abstract

One of the four Tax Acts enacted in 2025 is the Nigeria Revenue Service (Establishment) Act. The Nigeria Revenue Service (Establishment) Act, 2025 has an interesting innovation regarding the protection of revenue officers by way of statutory limitation of suit, and indemnity. The issue that this paper seeks to address is the increasing disjunction between public demands for accountability of officials and lawmakers' insulation of Service officers from liability under the law. The purpose of this study is to critically analyze Sections 35 and 38 of the Act in order to establish whether they fulfill the twin goals of administrative expediency on the one hand, and taxpayers' access to legal relief on the other. The study takes a doctrinal legal research method approach to the issue. The study advances the thesis that although the restriction of suits and indemnities are necessary to protect officers against unfounded claims, there is a corresponding danger of shielding wrongful acts if not circumscribed. The conclusion of the paper is that such provisions are needed, but it must be complemented with strong internal accountability mechanisms and juridical safeguards. Therefore, the study, recommends, among other things, the integration of better procedural rules to serve notice of suits, periodic review of limitation periods and bringing indemnity provisions in line with

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international practice for transparency in the public sector.

Keywords: Limitation of Suits, Indemnity, Revenue Officers, Accountability, Nigeria Revenue Service.

1.0. INTRODUCTION

The National Assembly passed the Nigeria Revenue Service (Establishment) Act, 2025 in an effort to provide a unified and impartial regime for the lodgment, assessment, and collection of revenue and income due to certain entities¹. The 2025 Act is gazetted in the Federal Republic of Nigeria Official Gazette and reflects a re-branding and legal restatement designed to enhance revenue mobilisation, compliance and institutional governance². The Act specifically repeals the Federal Inland Revenue Service (Establishment) Act, 2007 and introduces transitional and savings provisions, to safeguard actions undertaken under the repealed law. The law reform is embedded in a larger reform package of tax reforms introduced in 2024–2025 with the main aim to improve fiscal federalism, make leakages more difficult and harmonise tax administration. Law and policy commentators have described the change as both cosmetic (a re-naming) and substantive (a re-alignment of powers and duties) this mixed-bag calls for a doctrinal examination of what the new sections in the Act assert³. This study outlines the statutory basis and polity express reform interest, it places sections 35 and 38 (limitation of suits; indemnity) as aspects, separate yet legally salient in that vein.

1 Nigeria Revenue Service (Establishment) Act, 2025, Federal Republic of Nigeria Official Gazette No. 117 (26 June 2025), <https://tat.gov.ng/NIGERIA-REVENUE-SERVICE-%28ESTABLISHMENT%29-ACT-2025.pdf> (accessed 1 Oct. 2025).

2Federal Republic of Nigeria, Official Gazette, No. 117 (26 June 2025), “Nigeria Revenue Service (Establishment) Act, 2025,” <https://archive.gazettes.africa/archive/ng/2025/ng-government-gazette-dated-2025-06-26-no-117.pdf> (accessed 1 Oct. 2025).

3 Policy and Legal Advocacy Centre (PLAC), Analysis of the Nigerian Tax Reform Bills (PLAC, Jan. 2025), <https://placng.org/i/wp-content/uploads/2025/01/Analysis-of-the-Nigerian-Tax-Reform-Bills.pdf> (accessed 1 Oct. 2025).

Since the NRS system is substituted for the regime under the Federal Inland Revenue Service (Establishment) Act, 2007 (otherwise called the “FIRS Act, 2007”), it is a statutory discontinuity that begs an interrogation into institutional instruments and safeguards contained in each legislation. The 2007 Act, which laid down the statutory framework for the FIRS its board, powers, mechanisms for enforcement and administrative procedures also controlled tax administration for almost two decades⁴. The 2025 Act maintains several administrative features of the FIRS but adds new language on: governance federal collection responsibilities and removes old law including certain ‘savings and transition’ clauses to protect rights/liabilities accrued under the former legislation. Political economy accounts of the reform stress both continuity (transfer of staff and functions) and change (new nomenclature, centralisation and some fresh powers)⁵. Observers have noted that, although many provisions are repeated in substance, some specific provisions on the protection of officers (limitation/POPA-style rules) and indemnity deserve greater scrutiny because they go to the question of access to justice and administrative accountability⁶. The present analysis thus locates the legal issue of officer protection against this legislative backdrop and questions whether the protective devices implemented by law are consistent with a new institution structure.

The systemic issue involves the normative trade-off between two fundamental public-law values: institutional immunity for revenue

⁴ Federal Inland Revenue Service (Establishment) Act, No. 13, 2007, https://old.firs.gov.ng/wp-content/uploads/2021/01/FIRS_ESTABLISHMENT_ACT.pdf (accessed 1 Oct. 2025).

⁵ Nigeria Revenue Service (Establishment) Bill, HB-1757 (2024), FiscalReforms.ng, <https://fiscalreforms.ng/wp-content/uploads/2024/12/HB.-1757-The-Nigeria-Revenue-Service-Establishment-Bill-2024.pdf> (accessed 1 Oct. 2025).

⁶ KPMG Nigeria, The Nigeria Revenue Service (Establishment) Act, 2025 (KPMG, 17 July 2025), <https://assets.kpmg.com/content/dam/kpmg/ng/pdf/2025/07/Nigeria%20Revenue%20Service.pdf> (accessed 1 Oct. 2025).

officials and officers (to ensure the effective administration of public fiscal power and protect revenue-workers from harassment) versus citizen's constitutional and common law right to obtain a legal remedy quickly if governmental action or inaction causes legal harm. Section 36 of the 1999 Constitution protects the right to fair hearing and judicial power of courts⁷, however, statutory mechanisms (such as pre-action notice requirements, short limitation periods and indemnities) may serve as procedural hurdles which limit practical access to justice. Academic and judicial opinion in Nigeria, as is discussed in this article elsewhere, point to repeated misuse of the POPA (and other limitation statutes) to defeat what objectively deserved claims⁸. Critics allege that a "dual protection" (statutory cap + institutional immunity/indemnity) may be a case of form over substance and create situations where victims cannot seek redress⁹. By contrast, supporters of POPA-type rules argue that online limitation periods combat fishing expeditions and allow public officials to carry out their duties without the constant threat of litigation¹⁰. It is, therefore, with the following normative question in mind that the study has orientated its enquiry: whether or not s 35 and 38 of the 2025 Act strike a defensible balance between administrative efficiency and the rule of law or do they rather weigh too heavily on immunity at a cost to accountability?

The main purpose of this study is to provide a narrow doctrinal and comparative examination of ss 35 and 38 of the NRS Act (2025), extending not so much to their statutory text or relationship with the

⁷ Constitution of the Federal Republic of Nigeria 1999 (as amended), s.36 (right to fair hearing) and s.6 (judicial powers), <https://nigeriarights.gov.ng/files/constitution.pdf> (accessed 1 Oct. 2025).

⁸ C O Agu & C F Ude, "Application and Scope of the Public Officers Protection Act in Nigeria: A Critique," *AJCAL* 3 (2019), <https://journals.ezenwaohaetorc.org/index.php/AJCAL/article/download/852/844> (accessed 1 Oct. 2025).

⁹ *Ibid.*

¹⁰ Nigerian Institute of Advanced Legal Studies (NIALS), *Judicial Construction of the Public Officers' Protection Act of Nigeria: The Poverty of the Declaratory Theory*, NCLR9 (NIALS), <https://nials-nigeria.org/pub/NCLR9.pdf> (accessed 1 Oct. 2025).

POPA, nor prior law, but rather what is at stake in legal terms for taxpayer claims' relief and administrative accountability. Subsidiary objectives will be (a) to locate the genealogy of limitation/indemnity clauses within Nigerian revenue statutes; (b) to contrast the NRS model with analogous common-law and regional practices; and (c) offer reform proposals that while protecting systemic administrative interests, also ward off impediments to litigants' access to justice. The scope of the research presents an intersection between procedural dimensions and fiscal governance in Nigeria, one where a *laissez-faire* application of such bars will help to ossify power and desensitise oversight on the one hand, but excessive exposure of officers to legal actions may undermine effective tax administration as well. Under the microscope, by focusing on two under-examined provisions limitation of suits and indemnity this paper speaks to broader debates around institutional design, rule-of-law protections and anti-corruption governance". The study will appeal to policymakers, tax administrators, and public law scholars and practitioners interested in balanced reforms in accordance with constitutional norms and comparative best practice.

At the level of doctrine, the specific research questions are: (1) what do Sections 35 and 38 assert in precise terms (textual/operative analysis); (2) how does that content relate to the Public Officers Protection Act and corresponding provision in repealed FIRS Act 2007; and (3) what legal and policy implications follow for access to remedies, oversight and fiscal administration. 24 Section 35 (limitation/notice rules) raises the issue of whether the time frames for bringing claims are reasonable and fair, and are correspondingly, if appropriate; the pre-action notice formula is plainly set out while Section 38 (indemnity) gives rise to similar consideration with respect to indemnities in general whether there is -such a duty, who can do so? are they absolute or conditional how does this inter-relate with potential fiscal and ethical restraints on indemnifying such person. Comparative materials (such as, selected Commonwealth and African revenue statutes and comment) will be employed to illuminate such alternatives for example classifying

limitation regimes according to categories of negligence bad faith or fraud and to learn from the history of exercise of judicial discretion where statutory bars collide with allegations of mala fides. The introduction thus lays down the analytical path: statutory exegesis; doctrinal synthesis of case law and commentary; selective comparison with other jurisdictions; and normative recommendations to bring a law into line with constitutional duties and international best practice.

2.0. CONCEPTS INVOLVED

2.1 *Limitation of Suits*

Limitation of suits means those implements by which an aggrieved person cannot institute any suit against public authorities and their officer after the prescribed period¹¹. Such provisions are typically adopted to shield the public from endless attacks through litigation and to prompt claimants in their pursuit of relief¹². Under Nigerian law, limitation sections in enactment establishing revenue authorities frequently prohibit suits from being instituted whenever the cause of action arises, usually within three months¹³. This design of law is aimed at weighing the requirement for effective administration with the citizen's entitlement to procedural redress, though it has been argued that it heavily favours state bodies.¹⁴ Judgments of the Nigerian courts have continued to interpret limitation statutes as rules of jurisdiction such that an action instituted outside the specified period is incompetent and should be struck out¹⁵. Therefore, the maxim of limitation of suits

11 T A Aguda, *Practice and Procedure in Civil Actions in the High Courts of Nigeria*, 2nd ed. (London: Sweet & Maxwell, 1980), 221.

12 B O Nwabueze, *Constitutional Law in Nigeria* (London: C. Hurst & Co., 1982), 325.

13 Nigerian Revenue Service (Establishment) Act, 2025, s. 38.

14 C C Nweze, "The Jurisprudence of Limitation of Actions in Nigerian Law," *Nigerian Law Journal* 12, no. 1 (1995): 44–45

15 See *Egbe v. Adefarasin* (1987) 1 NWLR (Pt. 47) 1.

assumes an important doctrine in administrative law and functioning of statutory authorities such as revenue authority¹⁶.

Limitations provisions have received much judicial commentary because they commonly place statutory immunity in potential opposition to constitutional rights of access to court¹⁷. It has been interpreted by the courts that, as a basis for such statutes, the legislature proceeds under its authority to make laws consistent with public policy and administrative convenience¹⁸. Yet, academics and lawyers argue that while limitation clauses do not excessively shorten the period for bringing claims against public officials, they would contravene to accountability and equality before law if people cannot bring them¹⁹. The strictest criminal jurisprudence doctrine that comes to mind is the Nigerian Supreme Court pronouncement that “courts have no jurisdiction whatsoever; irrespective of the grounds and merit or demerit in a matter once it was filed beyond its statutory limitation period²⁰”. Thus, the restriction on suits reflects a tension between state operational needs and the citizen’s access to judicial relief²¹. This doctrinal friction points to the importance of a balanced solution that respects both administrative necessities and basic justice²².

2.2 Indemnity of Revenue Officers

Indemnity provisions in revenue statutes are intended to protect the officers of the revenue from personal liability for acts done by them

¹⁶ K O Ayua, “The Doctrine of Limitation of Actions and Access to Justice,” *Journal of African Law* 34, no. 2 (1990): 117–19.

¹⁷ B Nwabueze, *Judicialism in Commonwealth Africa* (London: C. Hurst & Co., 1977), 154–55.

¹⁸ G Akinseye-George, *Fundamental Rights Enforcement in Nigeria* (Lagos: Sweet & Maxwell, 1999), 93

¹⁹ O O Fagbohun, “Constitutionality of Limitation of Action Clauses in Nigerian Statutes,” *LASU Journal of Law* 6, no. 2 (2000): 37.

²⁰ *Egbe v. Alhaji* (1990) 1 NWLR (Pt. 128) 546.

²¹ O A Ojo, *Nigerian Administrative Law* (Ibadan: Spectrum, 2005), 202.

²² J Akande, *Introduction to the Nigerian Legal System* (London: Sweet & Maxwell, 1982), 89

while discharging their official duties²³. Such clauses commonly stipulate that no officer shall be personally responsible for acts done in good faith under statutory authority²⁴. The moral underpinning is that indemnification broadens the effective immunity already granted to revenue officers whose duties (i.e., assessment and collection of taxes) would be chilled if confronted by litigation at all times²⁵. But immunity granted under indemnity clauses is not absolute, and such clauses are generally limited to situations where the officer was acting within his statutory authority²⁶. Nigerian courts have held that indemnity is not applicable to acts in bad faith or committed in gross violation of the law²⁷. Above all, indemnity provisions provide a safeguard while maintaining judicial supervision against abuse of power²⁸.

The debate over the nature of the indemnity provisions has been vigorous in academic circles, with criticism that they conflict with the principle of equality before the law²⁹. Critics contend that while indemnity may provide police officers with protection from frivolous lawsuits, it can also encourage impunity in environments where there is weak oversight³⁰. Courts, nonetheless, have stressed that indemnity statutes to not look to protect those officials who act in excess of their authority or abuse that authority³¹. The Nigerian Supreme Court has affirmed this that indemnity is only available if officers act bona fide

²³ E Ekpo, *The Law of Taxation in Nigeria* (Calabar: University of Calabar Press, 2007), 141.

²⁴ Nigerian Revenue Service (Establishment) Act, 2025, s. 35.

²⁵ A B Kasunmu, "Immunity and Indemnity in Administrative Law," *Nigerian Current Legal Problems* 3 (1979): 64–65.

²⁶ O N Oke-Samuel, *Administrative Law in Nigeria* (Ibadan: Evans Brothers, 1996), 217.

²⁷ *Ibrahim v. JSC, Kaduna State* (1998) 14 NWLR (Pt. 584) 1.

²⁸ B O Nwabueze, *Judicialism in Commonwealth Africa*, 162.

²⁹ O O Fagbohun, "Accountability and Immunity of Public Officers in Nigeria," *LASU Journal of Law* 5, no. 1 (1999): 21.

³⁰ G Akinseye-George, *Administrative Law in Nigeria*, 225

³¹ *Offoboche v. Ogoja LGA* (2001) 16 NWLR (Pt. 739) 458.

pursuant to the provisions of a Law³². This maintains the balance of satisfaction consistent with the rule of law by insuring honest official action while deterring malfeasance³³. Such indemnity is not only to protect state officials; it also is a measure of constitutional loyalty in the administration of revenue Act.³⁴

2.3 Accountability

According to public law, accountability is the answerability of government, other officials and public servants for their actions within the area of competence or authority³⁵. “Accountability” in revenue administration makes tax officers to work transparently under required statutory power and they are accountable before internal machinery and also the court³⁶. Legal academics stressed that accountability is a fundamental democratic concept aimed to avoid arbitrary governance³⁷. Unlike indemnity to protect officers, accountability serves as a correcting balance to demand that public power is used responsibly³⁸. Nigerian Jurisprudence has consistently emphasized the need for accountability especially in the handling of public finances and revenue raising³⁹. It is, therefore, clear that accountability is a central legal and ethical framework to ensure revenue officers remain the dutiful stewards of statutory power they ought to be⁴⁰.

³² *Fawehinmi v. IGP* (2000) 7 NWLR (Pt. 665) 481.

³³ J O Orojo, *Company Law and Practice in Nigeria*, 4th ed. (Lagos: Mbeyi & Associates, 1992), 311.

³⁴ C C Nweze, “Judicial Review and Official Immunity,” *Nigerian Law Journal* 14, no. 2 (1996): 99.

³⁵ B Nwabueze, *Constitutionalism in the Emergent States* (London: C. Hurst & Co., 1973), 228.

³⁶ Nigerian Constitution 1999 (as amended), ss. 15(5), 172.

³⁷ O O Fagbohun, “Law, Governance and Accountability in Nigeria,” *LASU Journal of Law* 4, no. 1 (1998): 41.

³⁸ Y Omorogbe, *The Rule of Law and Good Governance in Nigeria* (Ibadan: Spectrum, 2002), 116.

³⁹ *Attorney-General of Ondo State v. Attorney-General of the Federation* (2002) 9 NWLR (Pt. 772) 222.

⁴⁰ O J Nnamani, “Accountability in Revenue Administration,” *Nigerian Current Legal Problems* 8 (2005): 74.

Accountability, in the rule of law, is not just normative, but also sanctionable by adjudicatory power. On the issue of jurisdiction, Nigerian courts have been consistent in holding that public officers were not immune from judicial review where they act ultra vires or fail to discharge their statutory functions⁴¹. This shows that the use of public power must be exercised according to law and in view of a control. Liability also includes fiscal integrity, under which tax administrators are responsible for amounts collected on behalf of the state. Additionally, accountability promotes public trust in tax administration necessary for voluntary compliance and the legitimacy of the system. Accountability also serves as an indispensable balance to indemnity and limitation provisions in the governance of revenue administration⁴².

3.0 LIMITATION OF SUITS UNDER SECTION 35

A textual analysis of Section 35 of the Nigeria Revenue Service (Establishment) Act, 2025 and in-depth textual scrutiny of the preamble and sections that follow reveals an all-encompassing statutory immunity put in place to cover the Service, its Board; the Executive Chairman etc. from law suits⁴³. Subsection (1) provides that the provisions of the Public Officers Protection Act (POPA), Cap. P41 LFN 2004 will operate in respect of actions commenced against the Service and its officers, and that period for action shall be three months under the said Act. Subsection (2) also provides that no action shall lie against the Service unless brought within three months of the alleged act, or within six months in cases of continuing injury⁴⁴. A further delay is brought about by Subsection (3), which requires a pre-action notice of one month before any action may be commenced against the Service or its

41 *Governor of Ekiti State v. Fakiyesi* (2009) 1 NWLR (Pt. 1124) 409.

42 O F Akanbi, *Principles of Administrative Law in Nigeria* (Ilorin: Integrity Press, 2010), 192.

43 Nigeria Revenue Service (Establishment) Act, 2025, s.35(1).

44 Nigeria Revenue Service (Establishment) Act, 2025, s.35(2).

officers⁴⁵. This intricate edifice proves that intentional layering of defenses surrounds revenue officers, erected to shield them from ubiquitous lawsuits.

That connection between s 35 and the Public Officers Protection Act⁴⁶ are of great guidance in this regard. The Act does not create a new statutory provision. The Act expressly includes the provisions of POPA which generally provides that no action can lie against a public officer for any act done under color of his official duty unless brought within three months. In recognizing POPA's use, Section 35 embodies the legislature's wish to normalize fiscal law practice with well-established standards of public law protection⁴⁷. This thread demonstrates that the public policy inclination for relieving officials of concern over long drawn-out litigation is alive and well. But the explicit duplication of limitation and notice provisions does call a question concerning undue depletion of taxpayers' remedies⁴⁸.

The judicial construction of limitation statutes in Nigeria also reflects a narrowed meaning and effect of such provisions. In the case involving *Ibrahim v. Judicial Service Commission*⁴⁹ the Supreme Court held that limitation laws protect officers from stale claims and unreasonable harassment. The Court determined that upon the expiration of the limitation period, a valid claim then becomes an extinguished right regardless of its merits. As applied to s. 35, it means that a taxpayer who fails to meet the stringent deadline forfeits their legal rights to address perceived wrongdoing by the Executive board⁵⁰. Nigerian courts have, however, on some occasions made exceptions (as in cases of continuing injury) where the limitation period starts running after the cessation of

⁴⁵ Nigeria Revenue Service (Establishment) Act, 2025, s.35(3).

⁴⁶ Public Officers Protection Act, Cap. P41, Laws of the Federation of Nigeria, 2004, s.2(a).

⁴⁷ Nigeria Revenue Service (Establishment) Act, 2025, s.35(1).

⁴⁸ E Malemi, *Administrative Law*, 4th ed. (Lagos: Princeton Publishing, 2019), 245.

⁴⁹ *Ibrahim v. Judicial Service Commission* (1998) 14 NWLR (Pt. 584) 1.

⁵⁰ Nigeria Revenue Service (Establishment) Act, 2025, s.35(2)(b).

such injury. It is thus the decision of judicial power that the scope Section 35 is as broad as a potentially long conservative tradition in interpretation of suits against public officers.

At the core of s. 35 is this balancing of administrative efficiency with justice for the have-nots. On the other hand, the Service, as the primary revenue-collecting agency, cannot be subject to endless litigation that might hamper fiscal administration and the collection of revenues. On the other hand, the taxpayer stands to experience gross unfairness when he becomes a helpless victim of such revenue officer abuses simply because time barriers and peremptory notices stand in his way. This tension is the classic struggle of administrative law between efficiency and equity. It is a delicate balance: while the restrictions in section 35 save administrative resources, they need to be appropriately mediated by strong accountability measures or else turn into constitutional breaches against access to justice. Nigerian judicial process is fast growing in the demand for such safeguards, for fair play vis-à-vis fiscal administration⁵¹.

4.0. INDEMNITY UNDER SECTION 38

The text of Section 38 of the Nigeria Revenue Service (Establishment) Act, 2025 reveals that its provisions confers a wide cloak of indemnity on the Executive Chairman, Executive Directors, members and all staff of the Service⁵². It provides that they shall be indemnified out of the funds of the Service in respect of any liability or expense (including costs and expenses of defending legal proceedings) incurred or added to the Commission until their discharge from personal liability. The indemnity is mandatory, not subject to further approval and funded from Service resources. This provision is intended to keep officers from being out of pocket for defending their official actions so they can carry out those responsibilities without worry about their personal financial ruin.

⁵¹ E Malemi, *The Nigerian Constitutional Law*, 2nd ed. (Lagos: Princeton Publishing, 2012), 334.

⁵² Nigeria Revenue Service (Establishment) Act, 2025, s.38.

In this respect, Section 38 acts as a corollary and not only procedurally but also financially protects officers to the exclusion of Section 35.

In light of comparative analysis, it is discovered that there are indemnity clauses in other regulatory institutions not only the Revenue Service. For instance, Section 52 of the Central Bank of Nigeria Act, 2007 indemnifies officers of the Bank in respect of acts or omissions done in good faith while carrying out their duties⁵³. All the same, Section 46 Economic and Financial Crimes Commission (Establishment) Act, 2004 provides that Commission members and staff shall be indemnified for actions taken in performance of their official duties⁵⁴. These parallel provisions exemplify a trend in the Nigerian legislative framework for protecting regulatory officials from personal liability to foster confidence in taking bold decisions on controversial policy issues. Unlike the Central Bank and EFCC, though, the Revenue Service is charged with interacting directly with taxpayers on daily basis to fulfill its obligations. This makes the provisions of indemnity such as this as always important in ensuring that administrative power is not disproportionate compared to public accountability.

The ramifications of Section 38 on fiscal responsibility are significant, especially in that it may shield officers from consequences for their misconduct⁵⁵. On the other hand, indemnity means that when public-spirited officials do their job efficiently, they are shielded from frivolous law suits. Conversely, such a generous interpretation might invite recklessness or the abuse of official power--when officers are immune from personal financial responsibility and can shift these costs onto citizens as taxpayers. This leads to the risk of moral hazard which is that officers might function with relatively little concern for taxpayers'

⁵³ Central Bank of Nigeria Act, Cap. C4, Laws of the Federation of Nigeria, 2007, s.52.

⁵⁴ Economic and Financial Crimes Commission (Establishment) Act, Cap. E1, Laws of the Federation of Nigeria, 2004, s.46.

⁵⁵ Nigeria Revenue Service (Establishment) Act, 2025, s.38.

rights. Thus, the indemnity provision highlights the need for strict internal controls and disciplinary measures that must remain in place within the Service to maintain “fiscal accountability.

Theories based on public confidence and fiduciary obligation can also help in interpreting an indemnity clause such as section 3856. Under the public trust doctrine government officials are trustees of those resources on behalf of the people and must exercise their powers in an accountable manner. Fiduciary duty similarly stresses loyalty, prudence, and the avoidance of conflicts of interest all essential when public officials wield financial authority. Indemnification, therefore, is not to be viewed as a blanket coverage and “as a contingent protection of its fiduciaries provided that they had observed certain fiduciary standards⁵⁷”. Applied to Section 38, that means indemnity can only be justified if officers are acting in good faith and are furthering public duty rather than their own or a selfish or party's interests.

5.0 SIGNIFICANCE OF INDEMNITY FOR THE CHAIRMAN AND DIRECTORS

i. Protection from personal liability

Indemnity protects the chair and executive members from being personally sued for actions taken in their official capacity as part of their statutory duty. Since they themselves take some unprecedented decisions at high levels related with tax administration, enforcement and revenue collection, which might result in due to enormity from affected taxpayer(s) or institution. Indemnifying them serves the purpose that they may do their legitimate duties without distraction or intimidation due to personal risks. This immunity empowers them to take tough, unpopular but necessary steps in the public interest.

ii. Promotion of institutional stability

⁵⁶ Ibid. s.38.

⁵⁷ H E Smith, “Fiduciary Relationships: A Normative Framework,” *Yale Law Journal* 120, no. 6 (2011): 1770–1834.

At a basic level of governance, indemnity is about stability making sure that senior officials can function with no fear being personally sued and paralyzed through the judicial system. The president and members of the cabinet must deal with controversial reforms and policies that can trigger opposition, and without indemnity in place, needed reform might be hampered or allowed to fall by the wayside. By no means do they wish to be dragged into a court room every waking moment of the day, legal immunity allows them this freedom so that they can actually spend time effectively carrying out strategic operations. Such a system preserves administrative efficiency and institutional effectiveness.

iii. Enhancement of leadership confidence

Indemnity is expected to give chairman and executive members of the Service confidence, assuring them that their lawful directives will not lead to personal reprisal. Leaders who feel assured of their legal immunity can “give bold orders that others may follow” without fear. This kind of guarantee promotes good governance conducive to compliance and revenue collection innovation. Therefore, indemnity establishes a relationship of trust between leadership and workers, reinforcing Service authority.

iv. Balance between authority and accountability

Indemnity shields leaders, but does not excuse wrongdoing or bad faith conduct. The statute also maintains accountability by providing that immunity attaches only when officials act pursuant to their authority and in the absence of malice. This balance enables the chairman and executive members to act freely but also makes them accountable in case of abuse. In practice, indemnity serves to promote the effectiveness of governance as well as to reinforce justice and preservation.

6.0 CONCLUSION

This study has analysed the access-to-justice restrictions of suits under Section 35 and indemnity clauses under Section 38 of the Nigeria Revenue Service (Establishment) Act, 2025 in the larger context of

administrative law, fiscal responsibility and social contract between state and citizen. The doctrinal analysis reveals that such provisions aim to provide a shield to revenue officers against excessive harassment and unnecessary litigation, thereby promoting the cause of administrative convenience. But as juxtaposed against the judicial approaches demonstrated in *Ibrahim v JSC*, and theoretical explorations raised by Susskind as well as Mashaw and Fuller this protection cannot be absolute without eroding the rights of citizens to legal redress. Plaintiffs may take some of its cues from these decisions, which held the shields constitutional in light of the trade-off it struck: Shields make sense to avoid unneeded constant interruption of official government business (particularly at the executive-level), even though they sacrifice some level of accountability and compensability for wrongful acts. Hence, the study validates its argument that such provisions are inevitable, but it needs to be bound by principles of fairness, accountability and public confidence in fiscal management.

Furthermore, the significance of Sections 35 and 38 are best appreciated, perhaps, from a point of view such as that of executive officials of the Revenue Service who every day exert vast powers in maintaining and enforcing tax laws on which rests our fiscal system. The provisions serve to free officers from the wearisome demand of litigation while also protecting them from personal liability and provide officers with discretion so that they can perform their statutory duties. Their importance, however, should be emphasized in light of the fact that immunity provisions are a policy decision in favor of convenience and against unlimited access to courts. And the argument that we make here protection without accountability is not enough is especially strong for fiscal institutions, which rely on the trust of citizens. Therefore, these provisions do not function as blank checks, but structured shields so long as earnestness and legality and consideration of taxpayer rights remain an issue.

7.0. RECOMMENDATIONS

From this thesis, some recommendations can be derived. First, the Act should have clarified statutory templates for how and when pre-action notices must be served that appropriately balances concern with over technicality frustrating otherwise good (in my terms strong) causes of action. Second, the indemnity conferred by Section 38 should be held accountable independently a kind of proprietary oversight perhaps along the model of an internal accountability committee or a parliamentary review, to ensure no misuse of public funds occurs for defending officers while they acted with malice. Thirdly, judicial discretion to extend limitation periods in cases of fraud, corruption or ongoing harm should be explicitly acknowledged. Fourth, there should be periodic review of these provisions through legislation to achieve congruence with the Nigerian anti-corruption programme and international best practices in public sector transparency. And lastly, sanctioned by these reforms, the statutory guarantees of sections 35 and 38 can be reconciled as tools both of administrative good management and constitutional responsibility. If these recommendations are accepted and applied, they would surely improve access to justice for the tax payer.