

**The Battle for the Collective Management Organization Seat:  
Retracing the Historical Crises between MCSN V. COSON and  
the Need to Demonopolize CMO License**



**By**

**Samuel Olalekan Olufowose, Esq.**

## INTRODUCTION

Recently, Nigeria's long-standing copyright tensions spilled into a new and highly publicised legal battle involving the Record Label Proprietors' Initiative (ReLPI) and the Nigerian Copyright Commission (NCC). ReLPI, an umbrella body representing major record labels in Nigeria, challenged the NCC's unilateral decision to payout approximately N1.2 billion of the statutory copyright levy meant for right holders in the music industry, under the recently-activated provisions of the Copyright Act 2022 to the Musical Copyright Society of Nigeria (MCSN).

ReLPI's central argument is that the Copyright Act legitimises payment of levies to legitimate representatives of rights owners, not exclusively to a single CMO. Specifically, it contends that while MCSN is recognised by the NCC for musical works, it does not legally represent producers of sound recordings, who hold distinct neighbouring rights under the statute.

The silent rift between ReLPI and NCC could no longer be made an indoor affair, and the internet recently witnessed the fierce spill onto the bigger battle stage -a battle which has now advanced to the courtroom for legal fireworks.

To adequately carve a perspective in the recent ReLPI, MCSN and NCC quagmire, one ought to do a historical trace to the decade-long impasse between the Musical Copyright Society of Nigeria (MCSN) and the Copyright Society of Nigeria (COSON). A very defining dispute which has dealt a big blow on the regulatory and administrative realities of the business of collecting management/services in Nigeria.

**N.B.: The aim of this article is not to delve into the dispute but rather an informative piece to trace the origin of this battle for the seat and crown of CMO in the music industry and to introduce the major players all in this net.**

## THE EMERGENCE OF CMOS IN NIGERIA AND THE MCSN V. COSON CRISES.

The roots of the conflict lie in the mid-1980s. MCSN was established in 1984, long before the Nigerian Copyright Commission (NCC) even existed in its current form. (The Nigeria Copyright Commission was first established in 1989 as the Nigerian Copyright Council under the Copyright Act (Decree No. 47) of 1988. It was administratively elevated to the status of a Commission in April 1996 and this change in status and expanded enforcement powers were formally confirmed by the Copyright (Amendment) Decree 1999.

Musical Copyright Society of Nigeria (MCSN) could be said to be Nigeria's first indigenous music collective management organisation (CMO). MCSN was formed in 1984 by Alhaji

Giwa the Proprietor of a law firm, Giwa and Atilade and Co which was then an agent of the Performing Rights Society (PRS), the approved performance right CMO in the United Kingdom.<sup>1</sup> The law firm's responsibility was to control collective administration of copyright and related rights in Nigeria on behalf of PRS. The law firm was to ensure that Nigerian composers joined PRS and to license songs to users. This task was not a complete success as it was perceived that most users would not pay for licence and would prefer to patronize an indigenous institution.

In a bid to satisfy the aspiration of users who would rather deal with a Nigerian Institution, Alhaji Giwa set up the Musical Copyright Society of Nigeria (MCSN), a company limited by guarantee, to administer the public performance right of musicians in Nigeria.

Notably, the concept of Collective Management Organization "CMO" was first introduced to the Nigerian Copyright regime in 1992 via the 1992 amendment of the old Nigerian Copyright Act of 1988.<sup>2</sup> In the 1990s Chief Tony Okoroji who was then on MCSN's board, split off with colleagues and a group of right owners consisting of performers, composers of music, and phonogram producers to create a rival society, the Performing & Mechanical Rights Society (PMRS).

In 1994, the Nigerian Copyright Commission called for application from interested societies, to apply as CMO. MCSN's application to be approved as CMO was denied based on the refusal of MCSN to provide the documents requested by the Nigerian Copyright Commission and the fact that Commission was not convinced that the organization would cater for the interest of National creators due to the dominant presence and influence of the United Kingdom CMOs (PRS and MCPS) in the organization.<sup>3</sup>

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<sup>1</sup>Ubani Monday Onyekachi & Adeyemi Oluwadamilare, "Collective Administration of Copyright in Nigeria", 2013 Cavendish University Law Journal Vol. 2

<sup>2</sup> Key Historical Developments of the Nigeria Copyright Act

- Colonial Era (1911–1970): The English Copyright Act 1911 applied to Nigeria via an Order-in-Council.
- Post-Independence (1970): The Copyright Act of 1970 replaced the British Act.
- 1988 Act & Amendments: The 1988 Act modernized the law, created the NCC (inaugurated 1989), and introduced harsher penalties. Amendments in 1992 and 1999 enhanced enforcement powers, such as allowing Copyright Inspectors to search premises without a warrant.
- 2004 Recodification: The Act was codified as Cap C28, Laws of the Federation of Nigeria 2004.
- Copyright Act 2022: This modern legislation (109 sections) replaced all previous acts to better protect digital content, address online infringement, and align with international treaties.

<sup>3</sup> Ibid

PMRS was subsequently approved by NCC as CMO. The combined effect of the denial of the application by MCSN for approval to function as a collecting society and the subsequent approval of PMRS was that the approval gave PMRS a legal backing to operate as a collecting society, whilst the denial to MCSN did remove the legality behind a thriving structure already built by MCSN which already had more than two million members. But the reality was that PMRS neither had the infrastructure nor the needed foreign co-operation to enable it to negotiate reciprocal representation agreements. Despite this shortcoming, the PMRS made efforts at issuing licenses locally<sup>4</sup>, but continued to struggle with regard to the licensing of international repertoire, because MCSN had already signed a reciprocal agreement with PRS which allowed MCSN the right to use PRS' repertoire in Nigeria.

In the year 2009, PMRS metamorphosed into Copyright Society of Nigeria (COSON)<sup>5</sup>. In 2009, MCSN, COSON and Wireless Application Service Providers Association of Nigeria Ltd (WASP) all applied to be CMOs for music. However the NCC approved only COSON's application as being the only entity which complied with statutory requirements. That year COSON was granted the sole music CMO licence, while MCSN remained unlicensed. Over the next decade COSON collected royalties (albeit at very low levels) and sued infringers, while MCSN continued to litigate as best it could,<sup>6</sup> suing on behalf of its members despite not having CMO status. Two remarkable cases stand out in MCSN's legal battles to protect its members' interests at this time:

1. In *MCSN v. Adeokin Records* [2007] 13 NWLR (Pt. 1052), 616, MCSN instituted an action against the Defendants for copyright infringement of the song "Ojumo Re", which MCSN claimed it was the owner, assignee and exclusive licensee on behalf of its member. However, the case was dismissed on grounds that MCSN was not a CMO and thus lacked the locus standi. In this case, The Federal High Court held that MCSN's failure to obtain approval from the NCC to act as a CMO, incapacitates MCSN from commencing an action for infringement
2. However, in the landmark decision of *MCSN v. Compact Disc Technology Ltd & 2 Ors.* 30 (2018) LPELR-46353(SC), the Supreme Court (SC) had to decide whether MCSN had the locus standi, and if it required a license to operate as a CMO. The

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<sup>4</sup> T. Okoroji, *Copyright, Neighboring Rights and the New Millionaires* (2018) (n, 8) 156

<sup>5</sup>Kunle Ola & Faith O. Majekolagbe, "Reimagining Copyright Collective Management for Nigerian Creators: Learning from International Models" 2024, *JOAL* Vol 12. No. 1

<sup>6</sup>Ubani Monday Onyekachi & Adeyemi Oluwadamilare, *Op Cit.*

SC in reversing the decision of the Court of Appeal(CA), held that by virtue of MCSN being the owner, assignee and absolute licensee of the copyright in the works in issue, it had been vested with the requisite locus standi to institute the action.

Hence, NCC's approval of COSON as the sole collecting society for musical works, sound recordings and the rights of performers. MCSN severally instituted court actions to challenge the provisions of the Copyright Act preventing it from instituting an action for infringement of the intellectual property rights of the repertoire of songs which it holds as owner, assignee and exclusive licensee. This and more were the issues in *Musical Copyright Society of Nigeria Ltd/GTE & ors v. Nigerian Copyright Commission 7 ors Suit No: FHC/L/CS/478/2008* which delivered against MCSN up till the Court of Appeal, although both courts failed to address substantial matters raised in the suit.

MCSN had a glimpse of hope in *Musical Copyright Society of Nigeria Ltd/GTE & ors v. Nigerian Copyright Commission 7 ors Suit No: FHC/L/CS/35/2008* wherein the trial court held the provisions of Section 17 and 39 of the old Copyright Act which prevented MCSN from enforcing rights as unconstitutional, null and void. In fact, the then Attorney-General and Minister of Justice, Mr. Mohammed Bello Adoke, SAN, who had earlier advised a WIPO arbitration on the war between MCSN and COSON later directed NCC to recognize and approve MCSN as a CMO on the strength of the judgement of the Federal High Court in *Musical Copyright Society of Nigeria Ltd/GTE & ors v. Nigerian Copyright Commission 7 ors Suit No: FHC/L/CS/35/2008*. This relief for MCSN was short-lived as the judgment was reversed at the Court of Appeal in 2017.<sup>7</sup>

In the year 2017, courtesy of a petition by the MCSN, the Attorney-General of the Federation (AGF) and Minister for Justice, Abubakar Malami (SAN), issued a directive mandating the approval of MCSN as a CMO, having met all the criteria under Article 2 Copyright (Collective Management Organisations) Regulations 2007 (CMO Regulation). Contending with this development, COSON filed an action COSON v. MCSN & NCC Suit No: FHC/L/CS/1259/2017 praying the FHC to withdraw the approval. The suit was dismissed and MCSN's appointment was validated.<sup>8</sup>

At the material time, COSON was already mired in internal management turbulence. COSON's management board convened and resolved to remove its chairman. That decision was later reversed at a general meeting, where the removed chairman was

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<sup>7</sup>*AGF halts WIPO arbitration ...As NCC DG recognises MCSN status as owner, licensee*  
<https://www.vanguardngr.com/2011/08/agf-halts-wipo-arbitration-as-ncc-dg-recognises-mcsn-status-as-owner-licencee/>

<sup>8</sup>*Frank Okeke & Titilade Adekun Ilesanmi, COSON v. MCSN: let the music pay who exactly?*  
<https://businessday.ng/news/legal-business/article/coson-v-mcsn-let-the-music-pay-who-exactly-2/>

reinstated. The process by which the meeting was conducted, and the resolutions purportedly passed, triggered dissatisfaction among several members, who alleged procedural impropriety and irregularity. These aggrieved members subsequently petitioned the Nigerian Copyright Commission (NCC), drawing attention to the perceived defects in the conduct of the meeting.

In response, the NCC issued a directive restraining COSON from implementing the resolutions arising from the disputed meeting and instructed the society to convene a fresh meeting for the election of new directors in strict compliance with COSON's articles of association. Following persistent allegations of mismanagement, financial impropriety, and COSON's failure to adhere to regulatory directives, the NCC, acting pursuant to Regulation 20(2), issued a formal notice suspending COSON's approval to operate.<sup>9</sup>

In March 2020 a watershed judgment finally struck at COSON's legal existence. In Suit No. FHC/L/CS/274/2010, Judge Saliu Saidu ruled that COSON's name and registration were "misnomer" and unlawful. The court found that MCSN had earlier reserved the name "Copyright Society of Nigeria" with the Corporate Affairs Commission (CAC), yet CAC improperly allowed PMRS to rename itself as COSON while that reservation was still in force. In effect, CAC and the Attorney-General had illegally approved COSON's registration. The court therefore "struck down COSON as a company" and enjoined the CAC and AGF to rescind its name change. COSON (the 1st defendant) was ordered to cease using the name "Copyright Society of Nigeria Ltd/Gte" immediately.<sup>10</sup>

After 2020, the focus shifted to COSON's licence. The NCC and courts confirmed that COSON's authorisation had in fact lapsed. Although COSON had applied for renewal in 2019, it refused to submit to a required forensic audit. On 1 December 2021, the Federal High Court (Lagos) ruled in Suit No. FHC/L/CS/425/2020 that COSON was not entitled to injunctive relief because its licence had already lapsed (effective 19 May 2019) and COSON had no valid licence to protect.<sup>11</sup> In September 2022, the NCC publicly announced that COSON is no longer the approved music CMO, its 2019 licence was not

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<sup>9</sup> Idorenyin Ekpenyong, An Overview Of Collective Management Organisations In Nigeria,

<sup>10</sup> Bertram Nwannekanma, MCSN gets relief as court strikes down COSON as corporate entity <https://guardian.ng/art/mcsn-gets-relief-as-court-strikes-down-coson-as-corporate-entity/#:~:text=According%20to%20the%20court%2C%20the.on%20behalf%20of%20the%20plaintiff>

<sup>11</sup> NCC Faults COSON's Claims on Music, Sound Recordings in Nigeria, <https://www.thisdaylive.com/2022/09/11/ncc-faults-cosons-claims-on-music-sound-recordings-in-nigeria/#:~:text=The%20director%20explained%20that%20the.it%20has%20not%20been%20renewed>

renewed, and that *only* MCSN holds legal approval for musical works and sound recordings<sup>12</sup>

## **EXISTING CMOs**

The provision of Section 88 of the Nigerian Copyright Act 2022 is instructive to the effect that a Collective Management Organisation “formed by rights owners may apply to the Commission for approval to operate in respect of any one or more categories of works.” By implication, the discourse on CMOs is not confined to the music industry alone. By virtue of Section 2 of the Nigerian Copyright Act, 2022, six categories of works are recognised, namely:

- i. literary works
- ii. musical works
- iii. artistic works
- iv. audiovisual works
- v. sound recordings
- vi. broadcasts

Each of these categories constitutes a distinct creative sector whose rights holders are entitled to establish independent CMOs for the collective administration of their proprietary interests.

Accordingly, beyond the music sector, there are other approved CMOs in Nigeria operating within their respective domains. At present, the following organisations, in addition to the MCSN, have received approval from the Nigerian Copyright Commission:

### **a. Reproduction Rights Society of Nigeria (REPRONIG)**

The Reproduction Rights Society of Nigeria (REPRONIG) was established in 2000 as a non-profit collective management organisation responsible for administering reproduction rights in literary works. Its mandate primarily covers books, journals, and other printed or published materials. REPRONIG licenses the copying and reprographic use of such works and ensures that authors, publishers, and other rights holders receive remuneration for secondary uses of their content.

Beyond licensing and royalty collection, REPRONIG also engages in awareness initiatives aimed at strengthening compliance within the publishing ecosystem. It undertakes advocacy, sensitisation, and capacity-building programmes to educate authors,

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<sup>12</sup> Yejide Gbenga-Ogundare, *COSON not approved to operate as CMO — NCC*, <https://tribuneonline.ng/coson-not-approved-to-operate-as-cmo-%E2%80%95-ncc/#:~:text=NCC%20further%20stated%20that%20the,MCSN>

publishers, academic institutions, and corporate users on the contours of copyright law and the importance of lawful reproduction practices.<sup>13</sup>

#### **b. Audiovisual Rights Society of Nigeria (AVRS)**

The Audiovisual Rights Society of Nigeria (AVRS) was incorporated in 2014 as a non-profit collective management organisation dedicated to the administration of rights in audiovisual works. Its establishment responded to the rapid expansion of Nigeria's film and television industries and the corresponding need for structured rights management in cinematograph works.

AVRS manages and licenses rights relating to the performance, reproduction, communication, and distribution of audiovisual content, including films, television programmes, and music videos. Acting on behalf of producers and other rights holders, it negotiates usage licences and facilitates royalty collection and distribution. In addition to its licensing functions, AVRS supports industry development through stakeholder engagement and initiatives designed to strengthen awareness of audiovisual copyright protection.

Collectively, these organisations illustrate that Nigeria's collective management landscape extends beyond music and reflects the broader statutory recognition of multiple categories of protected works under the Copyright Act 2022.<sup>14</sup>

#### **c. Musical Copyright Society Nigeria (MCSN)**

Already exhaustively examined. The Musical Copyright Society Nigeria (MCSN) was founded in 1984 as a non-profit entity established to safeguard the interests of composers, songwriters, and music publishers. Its core function is the administration of rights and royalties in both musical works and sound recordings. Through blanket and transactional licensing frameworks, it collects royalties from users and distributes same to its registered members. MCSN's license to operate as a CMO was renewed by NCC in January 2025.<sup>15</sup>

One of the pitfalls of the Nigerian Copyright Act 2020 is its conditioning of CMO approval to be based on categories of works and not categories of rights. In other words, the Act provides that CMOs can be created and approved for operation according to various categories of works recognized in the Act. Section 88 of the Act provides thus:

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<sup>13</sup> Kunle Ola & Faith O. Majekolagbe, Op Cit. p, 8.

<sup>14</sup> Ibid

<sup>15</sup> Guardian Nigeria, NCC Renews Operational License for MCSN, <https://guardian.ng/art/ncc-renews-operational-licence-for-mcsn/>

*“A Collective Management Organisation (in this Act referred to as “CMO”) formed by rights owners may apply to the Commission for approval to operate in respect of any one or more categories of works.”*

This means that NCC is expected to license CMOs according to categories of works they represent, whether literary, musical or artistic work etc. and not according to categories of rights that exist (performance, synch, adaptation, mechanical etc.) in each category of work. Section 88(3) further provides that NCC shall not approve another CMO in respect of any category of copyright works, if it is satisfied that an existing approved CMO adequately protects the interests of copyright owners in that categories of works.

This provision has engendered a long-term monopoly and somewhat contributed to the inefficient royalty collection regime in Nigeria. The Commission has hesitated to grant multiple licenses to multiple CMOs in one category of work.

The provision falls short of the standards obtainable in other jurisdictions. For instance, in the United States, there is no single "statutory CMO" that covers all music rights. Instead, the U.S. uses a fragmented system of Performing Rights Organizations (PROs) and Mechanical Rights Organizations (MROs).

However, the most significant statutory body created by law for its music industry is the Mechanical Licensing Collective (The MLC) which was established by the Music Modernization Act (MMA) of 2018, the MLC is the only non-profit entity designated by the U.S. Copyright Office to administer the blanket compulsory license for digital mechanical royalties (streaming and downloads).

Other key organizations are allowed to perform CMO-like functions in the U. S. These CMOs operate majorly according to categories or rights rather than categories of work.

For Performance Rights (Musical Works) Organizations like ASCAP, BMI, SESAC, GMR collect royalties when music is played publicly (radio, TV, live venues, streaming); For Digital Performance Rights (Sound Recordings) SoundExchange is the only organization authorized by the U.S. government to collect royalties for the digital performance of sound recordings on non-interactive platforms; while for Mechanical Rights (Reproduction) Harry Fox Agency(HFA) is a private agency that handles mechanical licensing for physical media and downloads.

However, the Nigerian Copyright Commission recognizing the statutory inconvenience of the provision of Section 88(1) sought to correct this through its Collective Management Organizations Regulations 2025, wherein it recognized that CMOs may be approved according to categories of rights.

Regulation 8 of the CMO Regulation 2025 provides:

8.- (1) Where a right owner authorises a CMO to manage his rights, he shall give a written consent for each right, category of rights or type of works and any other subject matter that he authorises the CMO to manage.

(2) A right owner shall be free to grant his rights to one or more CMOs provided that there is no grant of the same rights within the same territory to more than one CMO.

(3) A CMO shall not impose any condition which requires a member to constitute the CMO as his sole collecting agent or as agent for any other purpose otherwise than to manage the rights of the member within the scope of the CMO's approval under these Regulations.

Reg. 3 further includes that as part of the requirement to be approved as a CMO, the company applying must provide a statement which indicates the class of rights or the category of right owners in respect of which the company intends to function.

By the foregoing provision, the NCC appears to have assumed power to license multiple CMOs based on categories of rights that exist in each copyright work category.

However, it is only envisaged that the Commission will develop the will to recognize other players, or groups for the CMO role based on categories of rights. Until the play-out of this industry change, the current model for CMO license is monopolistic and anti-competitive. NCC Letter NCC/ADM./364/T/256, dated January 16, 2025, communicating the renewal of MCSN's license stated that "the NCC has approved renewal of the licence of MCSN to operate as a Collective Management Organization in respect of rights in musical works and sound recording. This renewal is with effect from January 1, 2025."<sup>16</sup>

Conferring on one single entity the administration of rights in two different categories of work (musical and sound recording) gives credence to the monopolistic nature of the approval model. The grievance of the ReLPI would be a counter-effect of this monopolistic arrangement. Record Label Proprietors Initiative Ltd/Gte (ReLPI) is a non-profit organisation that protects the interests of owners of sound recordings in Nigeria. ReLPI boasts membership among Nigeria's leading labels and has been recognised by the IFPI, the global leader in copyright protection for sound recordings.

The members of ReLPI are:

- Mavin Records
- Chocolate City
- Davido Music Worldwide (DMW)
- Premier Records
- Universal Music Group (UMG)

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<sup>16</sup> Ibid.

- Sony Music Entertainment (SME)
- Warner Music Group (WMG)
- Digital Music Commerce & Exchange (DMCE)
- Hypertek Digital

In their letter to the Copyright Commission, ReLPI argued that none of the existing music CMOs represent the interests of its members and thus lack the mandate to collect licence fees, including the copyright levy on their behalf.

ReLPI has refused to recognise MCSN, whose mode of operation they consider inequitable to their rights, interests, and substantial investment in Nigerian music.

This again brings to light the decision of the court in *MCSN v. Compact Disc Technology Ltd & 2 Ors.*, against the provision of section 88 of the Act. In this instance, even though ReLPI does not enjoy the status of statutory CMO, should it be able to show that it is the owner, assignee and absolute licensee of the copyright in the works of its members, then the Association is clothed with the authority to legally enforce the rights of its members.

## **CONCLUSION**

Conclusively, there might therefore be an urgent need to demonopolize the CMO approval model to allow for distinct representation according to rights rather than according to categories of work. Worthy to reemphasize Reg. 3 of the CMO regulation 2025 stating that *A right owner shall be free to grant his rights to one or more CMOs provided that there is no grant of the same rights within the same territory to more than one CMO.*