



The Nigerian Society of Engineers

NOTICE OF THE 2023 ANNUAL GENERAL MEETING

Notice is hereby given that the 56th Annual General Meeting of The Nigerian Society of Engineers will hold at the International Conference Centre (ICC), Abuja, at 10:00 a.m prompt on **Thursday, November 30, 2023.**

AGENDA

1. Opening Prayer
2. Adoption of the Agenda
3. President's Address
4. Adoption of the Minutes of Meeting of 2022
5. Report of the Council for 2023
6. To consider and if thought fit to pass the underlisted as Special Resolutions:
7. Financial Statements and Audited Accounts for 2022/2023
8. Report of the Audit Committee
9. Appointment of Auditors for 2023/2024 year and authorization of the Council to fix their remuneration.
10. Announcement of the Result of Election into the Executive Committee for the year 2024 and Election of three members of the Audit Committee for the year 2023 /2024
11. Adjournment and Closing Prayer.

PLEASE KINDLY NOTE THE FOLLOWING:

1. **ONLY FINANCIALLY UP TO DATE MEMBERS ARE ALLOWED INTO THE AGM VENUE TO PARTICIPATE IN THE PROCEEDINGS.**
2. **1000 FINANCIAL MEMBERS WILL FORM QUORUM FOR THE AGM AS PROVIDED IN THE MEMORANDUM & ARTICLES OF ASSOCIATION (REVISED MARCH, 2020).**
3. **75% VOTES OF MEMBERS PRESENT WILL BE REQUIRED TO PASS THE RESOLUTIONS AS STATED IN ITEM 6 OF THE AGENDA AS SPECIAL RESOLUTIONS AS PROVIDED IN S. 258 (2) OF THE COMPANIES AND ALLIED MATTERS ACT (2020).**
4. **THE OUTCOME OF THE RESOLUTIONS PASSED BY THE AGM SHALL BE BINDING ON ALL MEMBERS.**

By Order of the Council

Engr. Joshua Egube, FNSE
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ATTACHMENT

The Executive Secretary to the Council, Nigerian Society of Engineers, Headquarters, Abuja.

Engr. Dr. F.A. Shonubi
30 Sura Mogaji St.
Ilujeju Estate
Lagos

23 August 2023

Dear Sir,

NOTICE OF SPECIAL RESOLUTION

In compliance with Article 51 of the Articles of Association of the Nigerian Society of Engineers, notice is hereby given that at the Annual General Meeting of the Society on 30th November 2023, a Special Resolution will, D.V., be moved as stated below .

SPECIAL RESOLUTION :

WHEREAS, The right to demand a poll at a general meeting of the Society is a necessary safeguard against arbitrary conduct by a presiding officer ,

WHEREAS, The right to demand a poll is protected by law as evidenced in Sections 248 & 249 of CAMA 2020 thus:
"248(1) At any general meeting, a resolution shall be decided on a show of hands, unless a poll is (before or on the declaration of a show of hands) demanded by:
(a) the chairman, where he is a shareholder or a proxy,
(b) at least three members present or by proxy
(c)
(d)"

249(1) Any provision in a company's articles is void if it would have the effect of -
(a), excluding the right to demand a poll at a general meeting on any question other than the election of the chairman of the meeting or the adjournment of the meeting; or
(b) making ineffective a demand for a poll on any such question which is made by any of the persons mentioned in section 248 of this Act " .

WHEREAS, A provision for the exercise of the right to demand a poll was explicitly included in the original 1967 version of the Articles of Association of the NSE and subsequent amended versions as articles 54 & 55 up till 2008 when it disappeared ,

AND WHEREAS It is desirable to restore an explicit statement of this right to demand a poll to the Articles of Association of the Nigerian Society of Engineers for the benefit of members ,

NOW , THEREFORE

Resolution
Be it resolved, and it is hereby resolved that:
Article 27 of the Articles of Association of the Nigerian Society of Engineers be amended by inserting a new subsection 27 (1) and renumbering the existing subsections (2) & (3) as follows:
27. VOTING ON ISSUES AT GENERAL MEETING
(1) (a) At any general meeting, a resolution shall be decided on a show of hands , unless a poll is (before or on the declaration of a show of hands) demanded by :
i. The Chairman or
ii. At least three members present
(b). On a poll being duly demanded , it shall be taken within seven days, of all members in attendance at the meeting, in such manner as the Chairman directs and the result of the poll is deemed to be the resolution of the meeting on the question upon which a poll was demanded.

(c) A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately.

2.

(d) Any business other than that upon which a poll has been demanded may be proceeded pending the taking of the poll .
(e) There shall be no right to demand a poll on the election of members of the Audit Committee under section 404 of CAMA 2020 .

Moved by : Engr. Dr. F.A. Shonubi. (Membership no. 00195).

Seconded by: Engr. F.A.O. Osin (Membership no. 00195)

Yours faithfully ,
Engr. Dr. F.A. Shonubi
F.A. Shonubi PhD, FNIMechE, FNSE, FAEng.