The Nigerian Society of Engineers
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ISO 9001:2015 CERTIFIED

NOTICE OF THE 2026 ANNUAL GENERAL MEETING

Notice is hereby given that the 59th Annual General Meeting of the Nigerian Society of Engineers will hold on Thursday, December 3, 2026, at the International Conference Center, Maiduguri, Borno State, at 10:00.a.m prompt.

AGENDA

1. Opening Prayer
2. Safety Briefing
3. Adoption of the Agenda
4. President's Address
5. Adoption of the Minutes of Meeting of 2025
6. Report of the Council for 2026
7. Financial Statements and Audited Accounts for 2025/2026
8. Report of the Audit Committee
9. Appointment of Auditors for 2026/2027 year and authorization of the Council to fix their remuneration.
10. To Consider and, if thought fit, Pass the Requisite Special Resolution(s) on the Amendments to the Clauses and Articles of Association as Recommended by Council at its Emergency Meeting held on Wednesday, July 8, 2026 and its Meeting of Thursday, September 10, 2026, as Set Out Below:
11. Announcement of the Result of Election into the Executive Committee for the year 2027 and Election of Three members of the Audit Committee for the year 2026/2027.
12. Adjournment and Closing Prayer.

RESOLUTION NO. 1

Amendment of Clause 3 of the Memorandum of Association (Objects of the Society)

WHEREAS, Clause 3 of the Memorandum of Association sets out the objects for which the Nigerian Society of Engineers ("the Society") is established;

AND WHEREAS, Council has considered it necessary to expand the objects of the Society to reflect contemporary developments in engineering practice, particularly in the areas of Artificial Intelligence, emerging technologies, innovation, entrepreneurship and sustainable national development;

NOW THEREFORE BE IT RESOLVED THAT, pursuant to the provisions of the Companies and Allied Matters Act, 2020 and the Memorandum and Articles of Association of the Society, Clause 3 of the Memorandum of Association be and is hereby amended by inserting two new sub-clauses immediately after Clause 3(w), to be numbered Clauses 3(x) and 3(y) respectively, as follows:

PROPOSED AMENDMENT:

3(x) To establish, promote and support ethical standards, governance frameworks, policies and best practices for the responsible development, deployment and use of Artificial Intelligence and other emerging technologies in engineering practice.

3(y) To promote sustainable development in Nigeria by advancing engineering entrepreneurship, innovation and technology-driven solutions for wealth creation, economic growth and national development.

RESOLUTION NO. 2

Amendment of Article 3(p) – Interpretation of the Two Zones

WHEREAS, Article 3(p) presently defines the Northern and Southern Zones of the Federal Republic of Nigeria and the States comprised therein;

AND WHEREAS, it has become necessary to correct identified typographical errors and adopt the constitutionally recognised expression "Geopolitical Zones" in place of "Geographical Zones";

NOW THEREFORE BE IT RESOLVED THAT, Article 3(p) be and is hereby amended by deleting the existing provision and substituting it with a new Article defining the Two Zones and the six Geopolitical Zones, together with the States comprised in each Zone, including the correction of the spelling of Nasarawa State and Delta State, as contained in the proposed amended Memorandum and Articles of Association.

Existing Provision:

p) "Two Geographical Zones shall mean the Northern and Southern Zones of the Federal Republic of Nigeria each comprising of three (3) Geographical Zones thus:

Northern Zone: North-Central, North-East and North-West

Southern Zone: South-East, South-South and South-West.

The States in each of these Zones are as below:

i. **North-Central:** Benue, Kogi, Kwara, Nasrawa, Niger, Plateau and FCT.
ii. **North-East:** Adamawa, Bauchi, Borno, Gombe, Taraba and Yobe
iii. **North-West:** Jigawa, Kaduna, Kano, Katsina, Kebbi, Sokoto and Zamfara
iv. **South-East:** Abia, Anambra, Ebonyi, Enugu and Imo.
v. **South-South:** Akwa-Ibom, Bayelsa, Cross-River, Deta, Edo and Rivers.
vi. **South-West:** Ekiti, Lagos, Ogun, Ondo, Osun and Oyo.

The States in the Northern and Southern Zones are:

i. **Northern Zone:** Adamawa, Bauchi, Benue, Borno, Gombe, Jigawa, Kaduna, Kano, Katsina, Kebbi, Kogi, Kwara, Nasarawa, Niger, Plateau, Sokoto, Taraba, Yobe and FCT.
ii. **Southern Zone:** Abia, Akwa-Ibom, Anambra, Bayelsa, Cross-River, Delta, Edo, Ebonyi, Ekiti, Enugu, Imo, Lagos, Ogun, Ondo, Osun, Oyo and Rivers.

PROPOSED AMENDMENT:

p) "Two Zones shall mean the Northern and Southern Zone of the Federal Republic of Nigeria each comprising of three (3) geopolitical zones as follows:

Northern Zone: North-Central, North-East and North-West

Southern Zone: South-East, South-South and South-West.

The States in each of these Zones are as below:

i. **North-Central:** Benue, Kogi, Kwara, **Nasarawa**, Niger, Plateau and FCT.
ii. **North-East:** Adamawa, Bauchi, Borno, Gombe, Taraba and Yobe

iii. **North-West:** Jigawa, Kaduna, Kano, Katsina, Kebbi, Sokoto and Zamfara
iv. **South-East:** Abia, Anambra, Ebonyi, Enugu and Imo.
v. **South-South:** Akwa-Ibom, Bayelsa, Cross-River, **Delta**, Edo and Rivers.
vi. **South-West:** Ekiti, Lagos, Ogun, Ondo, Osun and Oyo.

The States in the Northern and Southern Zones are:

i. **Northern Zone:** Adamawa, Bauchi, Benue, Borno, Gombe, Jigawa, Kaduna, Kano, Katsina, Kebbi, Kogi, Kwara, Nasarawa, Niger, Plateau, Sokoto, Taraba, Yobe and FCT.
ii. **Southern Zone:** Abia, Akwa-Ibom, Anambra, Bayelsa, Cross-River, Delta, Edo, Ebonyi, Ekiti, Enugu, Imo, Lagos, Ogun, Ondo, Osun, Oyo and Rivers.

RESOLUTION NO. 3

Amendment of Articles 3(q), 3(r), 3(s) and 3(t)

WHEREAS, Articles 3(q), 3(r), 3(s) and 3(t) regulate the rotational principles governing elections into specified national offices of the Society;

AND WHEREAS, Council considers it necessary to harmonise the terminology used throughout the Articles by replacing the words "Geographical Zones" with "Geopolitical Zones", and to clarify the eligibility requirements for election to the office of Deputy President;

NOW THEREFORE BE IT RESOLVED THAT Articles 3(q), 3(r), 3(s) and 3(t) be and are hereby amended as follows:

The expression **"Geographical Zones"** wherever it appears in the said Articles shall be replaced with **"Geopolitical Zones."**

Article 3(r) shall be substituted to provide that only qualified members whose State of Origin falls within the Geopolitical Zone whose turn it is to produce the Deputy President shall be eligible to contest for the office.

All consequential amendments arising from the foregoing shall be deemed incorporated into the Memorandum and Articles of Association.

Existing Provision:

(q) Rotation shall mean for the purpose of election, the election of the Deputy President in such a manner that it shall alternate between the Northern and Southern Zones and while in the Northern or Southern Zone, it will in like manner rotate among the three Geographical Zones each as in Article 3 (p).

PROPOSED AMENDMENT:

*(q) Rotation shall mean for the purpose of election, the election of the Deputy President in such a manner that it shall alternate between the Northern and Southern Zones and while in the Northern or Southern Zone, it will in like manner rotate among the three **Geopolitical Zones** each as in Article 3 (p).*

Existing Provision:

(r) Election of the Deputy President, for the purpose of electing the Deputy President, qualified members shall be eligible to stand for election from any of the Six Geographical Zones, if that Zone falls within his State of Origin.

PROPOSED AMENDMENT:

(r) *For the purpose of electing the Deputy President, only qualified members whose **State of Origin falls within the geopolitical zone** **whose turn it is to produce the Deputy President, in accordance with Article 3(p) of the MemArt, shall be eligible to contest.***

Existing Provision:

(s) "Six Geographical Zones" shall mean the Six Geographical Zones of the Federal Republic of Nigeria comprising of the Zones listed as:

i. **North-Central:** Benue, Kogi, Kwara, Nasarawa, Niger, Plateau and FCT;

ii. **North-East:** Adamawa, Bauchi, Borno, Gombe, Taraba and Yobe;

iii. **North-West:** Jigawa, Kaduna, Kano, Katsina, Kebbi, Sokoto and Zamfara;

iv. **South-East:** Abia, Anambra, Ebonyi, Enugu and Imo;

v. **South-South:** Akwa-Ibom, Bayelsa, Cross-River, Delta, Edo and Rivers;

vi. **South-West:** Ekiti, Lagos, Ogun, Ondo, Osun and Oyo.

PROPOSED AMENDMENT:

*(s) "Six **Geopolitical Zones"** shall mean the Six **Geopolitical Zones** of the Federal Republic of Nigeria comprising of the Zones listed as:*

(i) North-Central: Benue, Kogi, Kwara, Nasarawa, Niger, Plateau and FCT;

(ii) North-East: Adamawa, Bauchi, Borno, Gombe, Taraba and Yobe;

(iii) North-West: Jigawa, Kaduna, Kano, Katsina, Kebbi, Sokoto and Zamfara;

(iv) South-East: Abia, Anambra, Ebonyi, Enugu and Imo;

(v) South-South: Akwa-Ibom, Bayelsa, Cross-River, Delta, Edo and Rivers;

(vi) South-West: Ekiti, Lagos, Ogun, Ondo, Osun and Oyo.

Existing Provision:

(t)"Election of the Vice Presidents and Executive Committee Members" For the purpose of electing the Vice Presidents and the Executive Committee Members, qualified members shall be eligible to stand for election from any of the Six Geographical Zones if his State of Origin falls within the States listed in that Zone in Article 3 (s).

PROPOSED AMENDMENT:

(t)*"Election of the Vice Presidents and Executive Committee Members" For the purpose of electing the Vice Presidents and the Executive Committee Members, qualified members shall be eligible to stand for election from any of the Six **Geopolitical Zones** if his State of Origin falls within the States listed in that Zone in Article 3 (s).*

RESOLUTION NO. 4

Substitution of Article 3 (Interpretation)

WHEREAS, Article 3 contains the interpretation provisions applicable to the Memorandum and Articles of Association;

AND WHEREAS, it has become necessary to modernise the interpretation provisions by introducing new definitions, rearranging existing definitions in alphabetical order, and incorporating additional governance structures established under the proposed amendments;

NOW THEREFORE BE IT RESOLVED THAT the existing Article 3 be and is hereby deleted in its entirety and replaced with a new Article.

Existing Provision:

1. In these Articles, unless the context requires otherwise:

a) 'The Companies Act' means the Companies and Allied Matters Act (No.1) of 2020 of Nigeria;

b) Words in the singular include the plural and vice versa;

c) Words importing the masculine gender include the feminine gender and vice versa;

d) The word "month" means calendar month;

e) "The office" means the registered office of the Society;

f) "Seal" means the common seal of the Society;

g) "The Society" means the Nigerian Society of Engineers;

h) "The Council" means the Members for the time being of the Council hereby constituted;

i) "In Writing" means written or printed, partly printed or electronic text that has been delivered.

j) "The Executive Secretary" means the full-time employee of the Society who shall be a corporate member of the Society and who is charged with the day-to-day management of the Society's National Secretariat;

k) "The Executive Committee" means members for the time being of the Committee hereby constituted;

l) "Division" means a Division of the Nigerian Society of Engineers and shall include any Institute, Institution, Society, Chapter or other entity however called which has been so recognized by the Council;

m) "NSE" means The Nigerian Society of Engineers.

n) "Electoral College" means a meeting of Council for electing Officers to fill vacant positions.

o) "Branches" means assembly of members of the Society at a location approved by Council.

p) "Two Geographical Zones shall mean the Northern and Southern Zones of the Federal Republic of Nigeria each comprising of three (3) Geographical Zones thus:

Northern Zone: North-Central, North-East and North-West

Southern Zone: South-East, South-South and South-West.

The States in each of these Zones are as below:

vii. **North-Central:** Benue, Kogi, Kwara, Nasrawa, Niger, Plateau and FCT.
viii. **North-East:** Adamawa, Bauchi, Borno, Gombe, Taraba and Yobe
ix. **North-West:** Jigawa, Kaduna, Kano, Katsina, Kebbi, Sokoto and Zamfara
x. **South-East:** Abia, Anambra, Ebonyi, Enugu and Imo.
xi. **South-South:** Akwa-Ibom, Bayelsa, Cross-River, Deta, Edo and Rivers.
xii. **South-West:** Ekiti, Lagos, Ogun, Ondo, Osun and Oyo.

The States in the Northern and Southern Zones are:

iii. **Northern Zone:** Adamawa, Bauchi, Benue, Borno, Gombe, Jigawa, Kaduna, Kano, Katsina, Kebbi, Kogi, Kwara, Nasarawa, Niger, Plateau, Sokoto, Taraba, Yobe and FCT.
iv. **Southern Zone:** Abia, Akwa-Ibom, Anambra, Bayelsa, Cross-River, Delta, Edo, Ebonyi, Ekiti, Enugu, Imo, Lagos, Ogun, Ondo, Osun, Oyo and Rivers.

(q) Rotation shall mean for the purpose of election, the election of the Deputy President in such a manner that it shall alternate between the Northern and Southern Zones and while in the Northern or Southern Zone, it will in like manner rotate among the three Geographical Zones each as in Article 3 (p).

(r) Election of the Deputy President, for the purpose of electing the Deputy President, qualified members shall be eligible to stand for election from any of the Six Geographical Zones, if that Zone falls within his State of Origin.

(s) "Six Geographical Zones" shall mean the Six Geographical Zones of the Federal Republic of Nigeria comprising of the Zones listed as:
vii. **North-Central:** Benue, Kogi, Kwara, Nasarawa, Niger, Plateau and FCT;
viii. **North-East:** Adamawa, Bauchi, Borno, Gombe, Taraba and Yobe;
ix. **North-West:** Jigawa, Kaduna, Kano, Katsina, Kebbi, Sokoto and Zamfara;
x. **South-East:** Abia, Anambra, Ebonyi, Enugu and Imo;
xi. **South-South:** Akwa-Ibom, Bayelsa, Cross-River, Delta, Edo and Rivers;
xii. **South-West:** Ekiti, Lagos, Ogun, Ondo, Osun and Oyo.

(t)"Election of the Vice Presidents and Executive Committee Members" For the purpose of electing the Vice Presidents and the Executive Committee Members, qualified members shall be eligible to stand for election from any of the Six Geographical Zones if his State of Origin falls within the States listed in that Zone in Article 3 (s).

In the event that new State(s) are created in the future by the Federal Government of Nigeria, such State(s) shall be recognised and classified under such geographical zone(s) as may be determined and approved by Council.

PROPOSED AMENDMENT:

In these Articles, unless the context otherwise requires:

"Board of Fellows" means the Board established under these Articles to administer matters relating to the Fellowship and Honorary Fellowship of the Society.

"Branches" means assemblies of members of the Society established at locations approved by Council.

"College of Fellows" means the body comprising all persons admitted into the Fellowship of the Society.

"Companies Act" means the Companies and Allied Matters Act, 2020, and includes any statutory amendment, modification or re-enactment thereof for the time being in force.

"Council" means the members for the time being of the Council constituted under these Articles.

"Division" means a Division of the Nigerian Society of Engineers and shall include any Institute, Institution, Society, Chapter or other entity however called which has been so recognised by the Council, and which may, subject to these Articles and Regulations approved by Council, administer Divisional Fellowship and such other professional activities as may be assigned by Council.

"Divisional Fellow" means a person admitted into Divisional Fellowship in accordance with these Articles and any Regulations approved by Council.

"Divisional Fellowship" means a Fellowship conferred by a Division of the Society upon a qualified member in recognition of outstanding technical competence, professional achievement, leadership and contribution to a specific engineering discipline, subject to the approval of Council.

"Divisional Fellowship Committee" means the committee established by a Division for the administration of Divisional Fellowship in accordance with these Articles and any Regulations approved by Council.

"Electoral College" means a meeting of Council convened for the purpose of electing Officers to fill vacant positions.

"Executive Committee" means the members for the time being of the Executive Committee constituted under these Articles.

"Executive Secretary" means the full-time employee of the Society, who shall be a Corporate Member of the Society and who shall be responsible for the day-to-day administration of the National Secretariat.

"In Writing" includes written, printed, partly printed or electronic text that has been duly delivered.

"Month" means a calendar month.

"NSE" means the Nigerian Society of Engineers.

"Office" means the registered office of the Society.

“Regulations” means regulations, guidelines, policies, procedures, standards, codes, manuals or other instruments made or approved by Council pursuant to these Articles.

"Seal" means the Common Seal of the Society.

"Six Geopolitical Zones" means the six geopolitical zones of the Federal Republic of Nigeria comprising:

(a) North Central: Benue, Federal Capital Territory, Kogi, Kwara, Nasarawa, Niger and Plateau States;

(b) North East: Adamawa, Bauchi, Borno, Gombe, Taraba and Yobe States;

(c) North West: Jigawa, Kaduna, Kano, Katsina, Kebbi, Sokoto and Zamfara States;

(d) South East: Abia, Anambra, Ebonyi, Enugu and Imo States;

(e) South South: Akwa Ibom, Bayelsa, Cross River, Delta, Edo and Rivers States; and

(f) South West: Ekiti, Lagos, Ogun, Ondo, Osun and Oyo States.

"Society" means the Nigerian Society of Engineers.

"Two Zones" means the Northern Zone and the Southern Zone of the Federal Republic of Nigeria, each comprising three (3) Geopolitical Zones, as follows:

Northern Zone

- North Central
- North East
- North West

Southern Zone

- South East
- South South
- South West

The States comprised in each Geopolitical Zone are:

(a) North Central: Benue, Federal Capital Territory, Kogi, Kwara, Nasarawa, Niger and Plateau States;

(b) North East: Adamawa, Bauchi, Borno, Gombe, Taraba and Yobe States;

(c) North West: Jigawa, Kaduna, Kano, Katsina, Kebbi, Sokoto and Zamfara States;

(d) South East: Abia, Anambra, Ebonyi, Enugu and Imo States;

(e) South South: Akwa Ibom, Bayelsa, Cross River, Delta, Edo and Rivers States; and

(f) South West: Ekiti, Lagos, Ogun, Ondo, Osun and Oyo States.

For the purposes of these Articles, the States comprised in the Northern Zone are Adamawa, Bauchi, Benue, Borno, Federal Capital Territory, Gombe, Jigawa, Kaduna, Kano, Katsina, Kebbi, Kogi, Kwara, Nasarawa, Niger, Plateau, Sokoto, Taraba, Yobe and Zamfara States.

The States comprised in the Southern Zone are Abia, Akwa Ibom, Anambra, Bayelsa, Cross River, Delta, Ebonyi, Edo, Ekiti, Enugu, Imo, Lagos, Ogun, Ondo, Osun, Oyo and Rivers States.

Words importing the singular include the plural and vice versa.

Words importing the masculine gender include the feminine gender and vice versa.

RESOLUTION NO. 5

AMENDMENT OF ARTICLE 7(1) – HONORARY FELLOWS

WHEREAS the existing Article 7(1) provides:

HONORARY FELLOWS

The Council may exercise its discretion to elect any persons to be Honorary Fellows of the society. Honorary Fellows shall comprise every person who has been elected into the grade of Honorary Fellowship so long as his name is on the Register as such. They shall be either distinguished persons, who from their positions have been or are enabled to render assistance in the prospection of public works, or persons eminent in science and experienced in pursuits connected with the profession of Engineering. Any person so elected shall receive a plaque and certificate denoting this honour. An Honorary Fellow shall enjoy such privileges as the Council may from time to time approve and shall be exempted from the payment of enrolment fees or annual subscription. The total number of Honorary Fellows of the Society at any time shall be fixed by the Council.

PROPOSED AMENDMENT:

IT IS HEREBY RESOLVED THAT Article 7(1) be deleted in its entirety and replaced with a new Article 7(1) as follows:

7(1) **HONORARY FELLOWSHIP:**

a. The Council may, in its discretion, elect any person to the grade of Honorary Fellow of the Society.
b. Honorary Fellows shall comprise every person who has been elected into the grade of Honorary Fellowship for so long as his or her name remains on the Register of the Society as an Honorary Fellow.
c. Honorary Fellowship shall be reserved for persons who have:

i. made exceptional, distinguished or strategic contributions to engineering, science, technology or national development;
ii. demonstrated outstanding support for engineering education, research and professional development; and
iii. maintained a high standard of integrity and ethical conduct.

d. Without prejudice to the foregoing, persons eligible for election as Honorary Fellows shall ordinarily be distinguished persons who, by virtue of their position or influence, have rendered or are capable of rendering significant support towards the promotion of engineering and public works, or persons eminent in science and experienced in pursuits connected with the engineering profession.
e. A serving holder of an elective political office shall not be eligible for election as an Honorary Fellow of the Society.
f. Every person elected as an Honorary Fellow shall receive a plaque and a certificate signifying the honour.
g. An Honorary Fellow shall enjoy such rights and privileges as the Council may, from time to time, determine and shall be exempted from the payment of enrolment fees, annual subscriptions and other membership dues as may be prescribed by Council.

h. The Council may prescribe limits on the number of Honorary Fellows that may be admitted in any year in order to preserve the exceptional nature, prestige and integrity of the distinction.

RESOLUTION NO. 6

RESOLUTION FOR THE AMENDMENT OF ARTICLE 8(2) (a), (b) and (c) OF THE MEMORANDUM AND ARTICLES OF ASSOCIATION

RESOLUTION ON FELLOWSHIP OF THE SOCIETY.

WHEREAS the existing Article 8(2)((a), b)(i), (ii) and (c) provides as follows:

(2) FELLOW

a. Election to fellowship of the Society shall be either by invitation of the Council of the Society or by direct application by a member.

b. A person to be invited to Fellowship of the Society shall have been a Corporate Member of the Society, registered by COREN or other regulatory bodies approved by Council and shall normally have had not less than twenty (20) years' experience in the practice of engineering science and shall have satisfied the requirements of Articles 7(2) and 8(1). In addition, he shall have met one or all of the following conditions:

i. Have rendered valuable and selfless service to the Society over a period of time.
ii. Have been outstanding in his field of engineering. By outstanding, it is meant that such a person must be a widely acknowledged authority in his field.

c. A person seeking Fellowship of the Society by application shall have been a Corporate Member for a minimum of ten years (10 years), registered by COREN and other regulatory bodies approved by Council and shall have satisfied the requirements of Articles 7(2) and 8(1). In addition, he shall meet one or all of the following conditions:

i. Submit a dissertation containing valuable statistics on engineering practice in this country;
ii. Submit a dissertation or thesis on original solution to a particular engineering problem in Nigeria;
iii. Submit a dissertation adjudged by Council to be a worthwhile contribution to engineering knowledge in the Country.

AND WHEREAS it has become necessary to reform the Fellowship structure to strengthen standards, eliminate invitation-based admissions, provide for Divisional Fellowship, and align with global best practices.

PROPOSED AMENDMENT:

IT IS HEREBY RESOLVED AS A SPECIAL RESOLUTION THAT:

Article 8(2) (a), (b) (i) and (ii) and (c) be and is hereby deleted in its entirety and replaced with new Articles 8(2) to 8(15) as follows:

8 (1) Fellowship of The Society:

i. Fellowship shall be the highest grade of professional membership of the Society.
ii. Admission into Fellowship of the Society by application shall be subject to the approval of Council upon the recommendation of the Board of Fellows.
iii. No person shall be admitted into Fellowship of the Society unless he or she satisfies the requirements prescribed by these Articles and such Regulations as may be approved by Council.

8(2) Eligibility for Fellowship:

A candidate for Fellowship of the Society shall:

i. have been a Member of the Society for a period of not less than fifteen (15) years;
ii. have been registered by the Council for the Regulation of Engineering in Nigeria (COREN) for a period of not less than ten (10) years;
iii. have made significant contributions to engineering practice, development, innovation, research, management or technological advancement;
iv. have actively participated in the activities of the Society at Branch, Division and National levels;
v. have demonstrated leadership, professional excellence and ethical conduct; and
vi. satisfy such additional requirements as may be prescribed by Council.

8(3) Assessment:

The detailed assessment criteria, scoring methodology and procedures for admission into Fellowship shall be prescribed by Regulations approved by Council.

8(4) Admission Limits:

Council may, from time to time, prescribe limits on the number of persons who may be admitted into Fellowship of the Society in any year, having regard to the need to preserve the prestige, integrity and standards of Fellowship.

8(5) Continued Good Standing:

i. Every Fellow shall maintain good professional standing and continue to uphold the objects, value and ethical standards of the Society.
ii. A Fellow shall continue to participate in the activities of the Society and the College of Fellows in accordance with these Articles and Regulations approved by Council.
iii. Council may prescribe requirements for demonstrating continued good standing as a Fellow.

8(6) Admission of Fellowship Through the Aging Pathway:

i. An applicant under the Aging Pathway shall:
a. Be a Corporate Member of the Society and a financial member in good standing;
b. Be at least fifty (50) years of age;
c. Have a minimum of twenty (20) years of post-qualification professional experience;
d. Demonstrate sustained professional excellence and leadership in engineering or related fields;
e. Have made significant and verifiable contributions to engineering practice, research, innovation, industry, academia, public service or national development; and
f. Possess an unblemished record of professional ethics, integrity and good character, with no pending disciplinary proceedings or subsisting disciplinary sanctions by the Society, COREN or another recognised professional regulatory body.

ii. An applicant may be considered notwithstanding failure to satisfy specified conventional procedural or administrative requirements relating to the duration of Corporate Membership, continuous membership, previous service on Council, Boards or Committees, and attendance at the Society's meetings and programmes, provided that the applicant demonstrates outstanding professional distinction and verifiable contributions to the engineering profession.

iii. Every application shall be supported by at least five (5) Fellows of the Society in good standing, each having held Fellowship for a minimum of five (5) years.
iv. The Board of Fellows shall submit its recommendations to Council, which shall have the authority to approve, defer or reject an application, or request further information or documentation.
v. An approved applicant shall pay a non-refundable Fellowship Conferment Fee as may from time to time be determined by the Board of Fellows and approved by Council, provided that payment shall not substitute for professional merit or the prescribed assessment process.
vi. The Aging Pathway shall be administered in accordance with guidelines approved by Council, subject to the provisions of the Memorandum and Articles of Association of the Society.
vii. The conferment of Fellowship under the Aging Pathway shall remain strictly merit-based and shall not diminish or compromise the prestige, integrity or professional standing of the Fellowship of the Society.

8(7) Suspension and Withdrawal of Fellowship:

i. Council may, upon the recommendation of the Board of Fellows and after affording the affected Fellow a fair hearing in accordance with the principles of natural justice, suspend or withdraw the Fellowship of a Fellow who:
a. Is found guilty of gross professional misconduct;
b. Commits engineering malpractice or professional negligence;
c. Falsifies documents or makes material misrepresentations;
d. Breaches the Code of Ethics of the Society;
e. Is convicted of a criminal offence involving dishonesty or moral turpitude;
f. Loses registration with the Council for the Regulation of Engineering in Nigeria (COREN);
g. Ceases to satisfy the requirements for continued good standing prescribed by these Articles or the Regulations approved by Council.

h. A decision of Council to suspend or withdraw Fellowship shall take effect from such date as Council may determine.

8(8) Divisional Fellowship:

i. The Society may confer Divisional Fellowship upon qualified members in recognition of outstanding technical competence, professional achievement, leadership and contribution to a specific engineering discipline or Division of the Society.
ii. Divisional Fellowship shall be distinct from Fellowship of the Society and shall not confer the right to use the designation "FNSE" unless the holder has separately been admitted into Fellowship of the Society.

8(9) Divisional Fellowship Committee:

i. Each Division shall establish a Divisional Fellowship Committee for the administration of Divisional Fellowship.
ii. The composition, qualifications, tenure, powers and functions of the Divisional Fellowship Committee shall be prescribed by Regulations approved by Council.

8(10) Council's Approval:

i. No recommendation for Divisional Fellowship made by a Division shall take effect unless and until it has been approved by Council.
ii. Council shall retain the final authority for the conferment of all Divisional Fellowships.

8(11) Regulations:

Council may make, amend and publish Regulations governing Divisional Fellowship, including matters relating to:

a. eligibility;
b. assessment procedures;
c. admission processes;
d. renewal requirements;
e. rights and privileges;
f. suspension or revocation; and
g. such other matters as Council may consider necessary for the effective administration of Divisional Fellowship

8(12) Review of Divisional Fellowship Status:

i. Divisional Fellowship shall be subject to periodic review and renewal in accordance with Regulations approved by Council.
ii. Council may prescribe conditions for maintaining Divisional Fellowship status.

8(13) Revocation of Divisional Fellowship:

Council may suspend or revoke a Divisional Fellowship where the holder:

a. is found guilty of professional misconduct;
b. violates the Code of Ethics of the Society;
c. obtained the Divisional Fellowship through fraud, misrepresentation or concealment of a material fact;

d. fails to satisfy any prescribed renewal requirement; or
e. fails to comply with any condition prescribed by Council.

8(14) Prohibition of Honorary Divisional Fellowship:

i. No Division shall confer Honorary Fellowship.
ii. Honorary Fellowship shall be conferred only by the Society through Council in accordance with these Articles.\

8(15) Oversight:

Council shall exercise overall supervision and oversight over all matters relating to Divisional Fellowship and may issue directives, standards and guidelines for its uniform administration throughout the Society.

AND THAT the subsequent sub-sections under Article 8 be renumbered accordingly.

RESOLUTION NO. 7

AMENDMENT OF ARTICLE 12(1)(c)

WHEREAS the existing Article 12(1)(c) provides as follows:

Six Vice Presidents who shall be elected, one from each of the six Geographical Zones as set out in this Articles of Association in consonance with the provisions of the electoral guidelines approved by Council.

AND WHEREAS the term "Geographical Zones" does not reflect the constitutionally recognized administrative nomenclature in Nigeria and it has become necessary to adopt the appropriate term "Geopolitical Zones" for clarity, consistency and national uniformity.

PROPOSED AMENDMENT:

IT IS HEREBY RESOLVED AS A SPECIAL RESOLUTION THAT:

Article 12(1)(c) of the Memorandum and Articles of Association be and is hereby amended by deleting the words "Geographical Zones" and replacing same with "Geopolitical Zones" so that the Article shall now read as follows:

Six Vice Presidents who shall be elected, one from each of the six Geopolitical Zones as set out in this Articles of Association in consonance with the provisions of the electoral guidelines approved by Council.

RESOLUTION NO. 8

AMENDMENT OF ARTICLE 12(1)(d)

WHEREAS the existing Article 12(1)(d) provides as follows:

Six EXCO Members who shall be elected, one from each of the six Geographical Zone as set out in this Articles of Association in consonance with the provisions of the electoral guidelines approved by Council.

AND WHEREAS it has become necessary to amend the nomenclature from "Geographical Zone" to "Geopolitical Zone" to align with standard national usage, ensure uniformity within the Articles, and avoid ambiguity.

PROPOSED AMENDMENT:

IT IS HEREBY RESOLVED AS A SPECIAL RESOLUTION THAT:

Article 12(1)(d) of the Memorandum and Articles of Association be and is hereby amended by deleting the words "Geographical Zone" and replacing same with "Geopolitical Zone" so that the Article shall now read as follows:

Six EXCO Members who shall be elected, one from each of the six Geopolitical Zone as set out in this Articles of Association in consonance with the provisions of the electoral guidelines approved by Council.

RESOLUTION NO. 9

RESOLUTION FOR THE INSERTION OF A NEW ARTICLE 15(5) INTO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

WHEREAS Article 15 of the Memorandum and Articles of Association presently provides for the powers of Council.

AND WHEREAS it has become necessary to expressly provide for and clarify the powers of Council with respect to Fellowship, Honorary Fellowship and Divisional Fellowship to ensure proper governance, uniformity and finality of decisions.

AND WHEREAS it is proposed to insert a new sub-section Article 15(5) to provide for the said powers.

PROPOSED AMENDMENT:

IT IS HEREBY RESOLVED AS A SPECIAL RESOLUTION THAT:

Without prejudice to the generality of its powers under these Articles, the Council shall:

a. approve Regulations, standards, policies and guidelines relating to Fellowship of the Society, Honorary Fellowship and Divisional Fellowship;
b. exercise final authority over all recommendations submitted by the Board of Fellows relating to Fellowship and Honorary Fellowship; and
c. exercise final authority over all recommendations submitted by Divisions relating to Divisional Fellowship.

RESOLUTION NO. 10

RESOLUTION FOR THE AMENDMENT OF ARTICLE 18(7)

WHEREAS the existing Article 18(7) provides as follows:

The Deputy President shall be elected alternating between the Northern and Southern Zones of the country, and while in Northern or Southern Zone, it will in like manner rotate among the three Geographical Zones in each as in Article 3 (p) in accordance with the Electoral Guidelines approved by Council.

AND WHEREAS it has become necessary to correct the nomenclature from "Geographical Zones" to "Geopolitical Zones" for consistency, accuracy and uniformity with national administrative terminology.

PROPOSED AMENDMENT:

IT IS HEREBY RESOLVED AS A SPECIAL RESOLUTION THAT:

Article 18(7) of the Memorandum and Articles of Association be and is hereby amended by deleting the words **"Geographical Zones"** and replacing same with **"Geopolitical Zones"** so that the Article shall now read as follows:

The Deputy President shall be elected alternating between the Northern and Southern Zones of the country, and while in Northern or Southern Zone, it will in like manner rotate among the three Geopolitical Zones in each as in Article 3 (p) in accordance with the Electoral Guidelines approved by Council.

RESOLUTION NO. 11

RESOLUTION FOR THE AMENDMENT OF ARTICLE 18(11)

WHEREAS the existing Article 18(11) provides as follows:

Candidates for the post of Vice President shall be elected from each of the Six Geographical Zones of the country in consonance with the electoral guidelines approved by Council.

AND WHEREAS it has become necessary to amend the terminology from "Geographical Zones" to "Geopolitical Zones" to ensure consistency and alignment with constitutionally recognized nomenclature.

PROPOSED AMENDMENT:

IT IS HEREBY RESOLVED AS A SPECIAL RESOLUTION THAT:

Article 18(11) of the Memorandum and Articles of Association be and is hereby amended by deleting the words **"Geographical Zones"** and replacing same with **"Geopolitical Zones"** so that the Article shall now read as follows:

Candidates for the post of Vice President shall be elected from each of the Six Geopolitical Zones of the country in consonance with the electoral guidelines approved by Council.

RESOLUTION NO. 12

RESOLUTION FOR THE AMENDMENT OF ARTICLE 18(12)

WHEREAS the existing Article 18(12) provides as follows:

The six other Members of the Executive Committee shall be elected from each of the Six Geographical zones from among members who should have been Corporate Members of the Society for at least 10 years, who are Nigerians and whose subscriptions, dues and levies are not in arrears.

AND WHEREAS it has become necessary to amend the terminology from "Geographical zones" to "Geopolitical zones" for uniformity, accuracy and consistency with national usage.

PROPOSED AMENDMENT:

IT IS HEREBY RESOLVED AS A SPECIAL RESOLUTION THAT:

Article 18(12) of the Memorandum and Articles of Association be and is hereby amended by deleting the words **"Geographical zones"** and replacing same with **"Geopolitical zones"** so that the Article shall now read as follows:

The six other Members of the Executive Committee shall be elected from each of the Six Geopolitical zones from among members who should have been Corporate Members of the Society for at least 10 years, who are Nigerians and whose subscriptions, dues and levies are not in arrears.

RESOLUTION NO. 13

RESOLUTION FOR THE AMENDMENT OF ARTICLE 19(4)

WHEREAS the existing Article 19(4) provides as follows:

All members of Council except the President and Deputy President shall have a tenure of one year but shall be eligible for re-election provided that no member may serve as Vice President for more than three consecutive terms.

AND WHEREAS it has become necessary to clarify the tenure limitation to apply not only to Vice Presidents but also to elected members of the Executive Committee, and to provide that such limitation shall apply per respective office.

PROPOSED AMENDMENT:

IT IS HEREBY RESOLVED AS A SPECIAL RESOLUTION THAT:

Article 19(4) of the Memorandum and Articles of Association be and is hereby amended by deleting the words **"no member may serve as Vice President for more than three consecutive terms"** and substituting therefor the words **"no person shall serve as Vice President or as an elected member of the Executive Committee for more than three (3) terms in the respective office"** so that the Article shall now read as follows:

All members of Council, except the President and the Deputy President, shall hold office for a term of one (1) year and shall be eligible for re-election; provided that no person shall serve as a

Vice President or as an elected member of the Executive Committee for more than three (3) terms in the respective office.

RESOLUTION NO. 14

RESOLUTION FOR THE AMENDMENT OF ARTICLE 21(1)

WHEREAS the existing Article 21(1) provides as follows:

The first General Meeting shall be held at such time not being less than one month nor more than three months after the incorporation of the Society and thereafter an Annual General Meeting shall be held in each Calendar year at such time and place as may be determined by the Council. All other meetings shall be called Extra-Ordinary General Meetings. All Meetings shall be held at a place to be determined from time to time by the Council.

AND WHEREAS it has become necessary to modernize the provision to allow for physical, virtual or hybrid meetings in line with contemporary corporate governance practice and technological advancement.

PROPOSED AMENDMENT:

IT IS HEREBY RESOLVED AS A SPECIAL RESOLUTION THAT:

Article 21(1) of the Memorandum and Articles of Association be and is hereby amended by deleting the last sentence **"All Meetings shall be held at a place to be determined from time to time by the Council"** and substituting therefor a new sentence so that the Article shall now read as follows:

The first General Meeting shall be held at such time not being less than one month nor more than three months after the incorporation of the Society and thereafter an Annual General Meeting shall be held in each Calendar year at such time and place as may be determined by the Council. **All other meetings shall be called Extra-Ordinary General Meetings. All meetings shall be held at such physical venue or by such electronic or virtual platform, or by a combination of both (hybrid meeting), as may be determined by the Council.**

RESOLUTION NO. 15

RESOLUTION FOR THE INSERTION OF A NEW ARTICLE 21(3)

WHEREAS Article 21 presently provides for General Meetings.

AND WHEREAS it has become necessary to expressly provide for the holding of meetings by physical, virtual and hybrid means for all organs of the Society, and to clarify the legal effect of virtual participation.

PROPOSED AMENDMENT:

IT IS HEREBY RESOLVED AS A SPECIAL RESOLUTION THAT:

A new sub-section be and is hereby inserted immediately after Article 21(2) as Article 21(3) of the Memorandum and Articles of Association as follows:

Virtual and Hybrid Meetings

Notwithstanding anything contained in these Articles, any General Meeting, Annual General Meeting, Extra-Ordinary General Meeting, Council Meeting, Executive Committee Meeting, Board Meeting or Committee Meeting of the Society may be held:

a. physically at a designated venue;
b. wholly by electronic or virtual means; or
c. simultaneously by physical and electronic participation (hybrid meeting), using such technology or electronic platform as may be approved by the Council.

Participation through such electronic or virtual means shall constitute attendance in person for the purposes of quorum, voting and all other matters relating to the conduct of the meeting.

RESOLUTION NO. 16

RESOLUTION FOR THE AMENDMENT OF ARTICLE 22(1)

WHEREAS the existing Article 22(1) provides as follows:

The Society shall hold its Annual General Meeting once in a year at any place in Nigeria the Council may prescribe. The purpose shall be to transact the business of the Society, the election of the Deputy President, the Vice Presidents and other elected members of the Executive Committee, the appointment of one or two Auditors and authorizing Council to fix their remuneration, and for receiving and adopting the accounts of the Society and the Auditor's report and the report of the Council on the past year's transactions and for discussing any matters incidental to the profession.

AND WHEREAS it has become necessary to amend the provision to allow for Annual General Meetings to be held physically, virtually or as a hybrid meeting.

PROPOSED AMENDMENT:

IT IS HEREBY RESOLVED AS A SPECIAL RESOLUTION THAT:

Article 22(1) of the Memorandum and Articles of Association be and is hereby amended by deleting the words **"at any place in Nigeria the Council may prescribe"** and substituting therefor the words **"at any place in Nigeria or through electronic or virtual means, or by a combination of physical and electronic participation (hybrid meeting), as the Council may prescribe"** so that the Article shall now read as follows:

The Society shall hold its Annual General Meeting once in a year at any place in Nigeria or through electronic or virtual means, or by a combination of physical and electronic participation (hybrid meeting), as the Council may prescribe. The purpose shall be to transact the business of the Society, the election of the Deputy President, the Vice Presidents and other elected members of the Executive Committee, the appointment of one or two Auditors and authorizing Council to fix their remuneration, and for receiving and adopting the accounts of the Society and the Auditor's report and the report of the Council on the past year's transactions and for discussing any matters incidental to the profession.

RESOLUTION NO. 17

RESOLUTION FOR THE AMENDMENT OF ARTICLE 23(4)

WHEREAS the existing Article 23(4) provides as follows:

All Extra-Ordinary General Meetings shall be held at the National Secretariat except where the Council shall decide otherwise.

AND WHEREAS it has become necessary to provide flexibility for Extra-Ordinary General Meetings to be held at other venues, virtually or in hybrid form as may be determined by the Council.

PROPOSED AMENDMENT:

IT IS HEREBY RESOLVED AS A SPECIAL RESOLUTION THAT:

Article 23(4) of the Memorandum and Articles of Association be and is hereby amended by deleting the said Article 23(4) in its entirety and substituting therefore a new Article 23(4) as follows:

All Extra-Ordinary General Meetings shall be held at the National Secretariat, or at such other place, or by electronic or virtual means, or in hybrid form, as the Council may determine.

RESOLUTION NO. 18

RESOLUTION FOR THE AMENDMENT OF ARTICLE 24(1)

WHEREAS Article 24(1)(a) presently provides for quorum for General Meetings.

AND WHEREAS it has become necessary to expressly provide that participation by electronic or virtual means shall constitute presence for the purposes of quorum.

IT IS HEREBY RESOLVED AS A SPECIAL RESOLUTION THAT:

Article 24(1) of the Memorandum and Articles of Association be and is hereby amended by inserting immediately after Article 24(1)(a) a new proviso as follows:

For the purposes of this Article, members participating through electronic or virtual means approved by the Council shall be deemed to be present in person and shall be counted for the purpose of quorum.

RESOLUTION NO. 19

RESOLUTION FOR THE AMENDMENT OF ARTICLE 24(2)(i), (ii) AND (iv) OF THE MEMORANDUM AND ARTICLES OF ASSOCIATION.

WHEREAS the existing Article 24(2)(i) provides as follows:

The quorum for a regular meeting of Council shall be 20 at the commencement of business.

AND WHEREAS Article 24(2)(ii) and (iv) provide for quorum for purposes of Articles 11(3)(d) and 20(6).

AND WHEREAS it has become necessary to review upward the quorum for regular Council meetings and for purposes of Articles 11(3)(d) and 20(6) to strengthen corporate governance and participation.

PROPOSED AMENDMENT:

IT IS HEREBY RESOLVED AS A SPECIAL RESOLUTION THAT:

Article 24(2)(i) of the Memorandum and Articles of Association be and is hereby amended by deleting the figure **"20"** and substituting therefore the figure **"40"** so that the Article shall now read as follows:

The quorum for a regular meeting of Council shall be 40 at the commencement of business.

Article 24(2)(ii) of the Memorandum and Articles of Association be and is hereby consequentially amended to read as follows:

For the purpose of Articles 11(3)(d) and 20(6) the quorum shall be 40.

Article 24(2)(iv) of the Memorandum and Articles of Association be and is hereby consequentially amended to read as follows:

For the purpose of Articles 11(3)(d) and 20(6) the subject may be re-scheduled twice after which a quorum of 40 shall apply.

RESOLUTION NO. 20

RESOLUTION FOR THE AMENDMENT OF ARTICLE 24(2) OF THE MEMORANDUM AND ARTICLES OF ASSOCIATION

WHEREAS Article 24(2) presently provides for quorum for Council Meetings.

AND WHEREAS it has become necessary to expressly provide that participation through approved electronic or virtual means shall constitute presence for the purposes of determining quorum at Council Meetings.

PROPOSED AMENDMENT:

IT IS HEREBY RESOLVED AS A SPECIAL RESOLUTION THAT:

Article 24(2) of the Memorandum and Articles of Association be and is hereby amended by inserting immediately after Article 24(2)(iv) a new provision as follows:

Members participating in Council meetings through approved electronic or virtual means shall be deemed to be present and shall be counted in determining the quorum.

RESOLUTION NO. 21

RESOLUTION FOR THE AMENDMENT OF ARTICLE 26 OF THE MEMORANDUM AND ARTICLES OF ASSOCIATION

WHEREAS the existing Article 26 provides as follows:

VOTING –

Every question shall be decided by a simple majority of the corporate members present personally or by proxy voting by show of hands except such matters as are required by the Act and these Articles to be decided in any other manner. In case of equality of votes the chairman shall have a casting vote in addition to his vote as a member.

AND WHEREAS it has become necessary to update the voting procedure to accommodate physical, electronic and proxy participation and to allow voting by electronic voting systems.

PROPOSED AMENDMENT:

IT IS HEREBY RESOLVED AS A SPECIAL RESOLUTION THAT:

Article 26 of the Memorandum and Articles of Association be and is hereby amended by deleting the said Article 26 in its entirety and substituting therefore a new Article 26 as follows:

Every question shall be decided by a simple majority of the Corporate Members present physically, electronically or by proxy, where proxy is permitted under these Articles, voting by show of hands or by any electronic voting system approved for the meeting, except where the Act or these Articles require otherwise. In case of equality of votes the chairman shall have a casting vote in addition to his vote as a member.

RESOLUTION NO. 22

SPECIAL RESOLUTION FOR THE INSERTION OF A NEW ARTICLE 29(4) OF THE MEMORANDUM AND ARTICLES OF ASSOCIATION

WHEREAS Article 29(3) presently provides for meetings of the Council and other bodies of the Society.

AND WHEREAS it has become necessary to expressly provide for physical, electronic, virtual and hybrid meetings and for full participation including voting by members participating virtually.

PROPOSED AMENDMENT:

IT IS HEREBY RESOLVED AS A SPECIAL RESOLUTION THAT:

Article 29 of the Memorandum and Articles of Association be and is hereby amended by inserting immediately after Article 29(3) a new Article 29(4) as follows:

Meetings of the Council, Executive Committee, Boards and Committees may be conducted physically, electronically, virtually or in hybrid form. Any member participating through approved electronic or virtual means shall be deemed to be present and shall be entitled to participate fully in the proceedings, including voting.

RESOLUTION NO. 23

SPECIAL RESOLUTION FOR THE AMENDMENT OF ARTICLE 33(1) OF THE MEMORANDUM AND ARTICLES OF ASSOCIATION

WHEREAS Article 33(1) presently provides for the composition and appointment of the Board of Trustees.

AND WHEREAS it has become necessary to provide for the circumstance where there are insufficient eligible Past Presidents willing or available to fill vacancies in the Past Presidents category on the Board of Trustees.

PROPOSED AMENDMENT:

IT IS HEREBY RESOLVED AS A SPECIAL RESOLUTION THAT:

Article 33(1) of the Memorandum and Articles of Association be and is hereby amended by adding the following proviso at the end thereof:

Provided that where the Council is unable to fill a vacancy in the category of Past Presidents on the Board of Trustees because there are insufficient eligible Past Presidents willing or available to accept appointment, the Council may appoint a Past President who has previously completed his or her tenure as a member of the Board of Trustees to serve for one additional term not exceeding three (3) years.

RESOLUTION NO. 24

SPECIAL RESOLUTION FOR THE AMENDMENT OF ARTICLE 34 OF THE MEMORANDUM AND ARTICLES OF ASSOCIATION

WHEREAS the existing Article 34 provides as follows:

1. There shall be established a Board of Fellows of the Society which shall be appointed by the President and ratified by Council from various disciplines of Engineering including the Chairman who shall be of at least ten years standing and must have served on the Board for at least five years. Other members of the Board shall have been Fellows of the Society for at least five years.
2. It shall be the duty of the Board to recommend to Council names of members who have satisfied the criteria approved by Council for the conferment of the Fellowship Honours and Honourary Fellow of the Society.
3. There shall be a body known as College of Fellows, which shall be a central forum for distinguished Engineers admitted as Fellows of the Society. The Board of Fellows in accordance with the rules and guidelines approved by Council shall coordinate the

activities of the College of Fellows. The Chairman of the Board of Fellows shall double as the Chairman of the College of Fellows.

4. The tenure of members of the Board shall be one year, but may however be re-appointed subject to the discretion of Council.

AND WHEREAS it has become necessary to comprehensively reform the provisions relating to the Board of Fellows to provide for its establishment, composition, qualifications, functions, tenure and relationship with the College of Fellows.

PROPOSED AMENDMENT:

IT IS HEREBY RESOLVED AS A SPECIAL RESOLUTION THAT:

Article 34 of the Memorandum and Articles of Association be and is hereby deleted in its entirety and substituted with a new Article 34 as follows:

BOARD OF FELLOWS

1. Establishment: There shall be established a Board of Fellows of the Society.
2. Composition:

a. The Board shall consist of not more than fifteen (15) members drawn from the various engineering disciplines recognised by the Society, who shall be recommended by the President and appointed subject to the approval of Council.
b. The Chairman of the Board shall be a Fellow of the Society of not less than ten (10) years' standing.
c. In constituting the Board, due regard shall be had, as far as practicable, to the major engineering disciplines recognised by the Society and the broad geographical spread of the Society.

3. Qualifications: A person shall not be eligible for appointment to the Board unless he or she:

a. has been a Fellow of the Society for at least ten (10) years;
b. is a person of proven integrity and good conduct;

c. has demonstrated active participation in the activities of the Society at Branch, Division and National levels;
d. is actively engaged in engineering practice, engineering administration, engineering education, engineering research or such other engineering-related endeavour as may be approved by Council; and
e. is financially up to date with all subscriptions, dues and levies payable to the Society.
4. Functions: The Board shall:
a. recommend standards, criteria and policies for admission into Fellowship of the Society;
b. receive, process and assess applications for Fellowship of the Society;
c. recommend qualified candidates to Council for admission into Fellowship of the Society;
d. advise the President and Council on matters relating to Fellowship of the Society, Honorary Fellowship and the College of Fellows;
e. recommend suitable persons to Council for the conferment of Honorary Fellowship;
f. monitor and promote Fellowship standards, professional excellence and ethical conduct;
g. recommend measures relating to the continued good standing, suspension or withdrawal of Fellowship, where appropriate;

h. liaise with Divisional Fellowship Committees on matters relating to Fellowship standards and policies;
i. oversee the administration of Fellowship of the Society, Honorary Fellowship and Divisional Fellowship in accordance with these Articles and the Regulations approved by Council;
j. maintain and periodically review the standards, criteria and assessment framework for Fellowship and make recommendations to Council for their revision where necessary;
k. submit an annual report on its activities to Council; and
l. perform such other functions as may be assigned to it by Council under these Articles or under Regulations approved by Council.
5. Tenure: Members of the Board shall hold office for a term of three (3) years and shall be eligible for reappointment for one further term.
6. College of Fellows:
a. There shall be a body to be known as the College of Fellows comprising all Fellows of the Society.
b. The Board of Fellows shall coordinate the activities of the College of Fellows in accordance with these Articles and the Regulations approved by Council.
c. The Chairman of the Board of Fellows shall serve as the Chairman of the College of Fellows.
7. Regulations: Council may make, amend and publish Regulations governing the composition, appointment, meetings, quorum, procedures, administration and all other matters relating to the Board of Fellows and the College of Fellows.
8. Delegation of Functions: The Board may establish such committees, sub-committees, panels or working groups as it may consider necessary for the efficient discharge of its functions; provided that every recommendation or decision of any such committee, sub-committee, panel or working group shall be subject to the consideration and approval of the Board before being submitted to Council.

RESOLUTION NO. 25

SPECIAL RESOLUTION FOR THE AMENDMENT OF ARTICLE 43 OF THE MEMORANDUM AND ARTICLES OF ASSOCIATION

WHEREAS the existing Article 43 provides as follows:

THE SEAL –

The Society shall have a common seal which shall be affixed on the authority of the Council to such approved documents only in the presence of the President and the Executive Secretary or such other persons as the Council may appoint for that purpose, and the President or the Executive Secretary or such other persons so appointed by Council shall sign every document or instrument to which the Seal of the Society has been affixed in their presence. The impression of the Society's Seal may be used on official Society stationery, badges, banners, placards and publications of the Society and shall not be used by members for any other purpose.

AND WHEREAS it has become necessary to restructure the said Article into numbered paragraphs and to provide for execution of documents by electronic means and electronic signatures in accordance with extant law.

PROPOSED AMENDMENT:

IT IS HEREBY RESOLVED AS A SPECIAL RESOLUTION THAT:

Article 43 of the Memorandum and Articles of Association be and is hereby deleted in its entirety and substituted with a new Article 43 as follows:

1. The Society shall have a common Seal which shall be affixed, on the authority of the Council, only to documents approved by the Council and in the presence of the President and the Executive Secretary or such other person or persons as the Council may appoint for that purpose.
2. The President and the Executive Secretary, or such other person or persons appointed by the Council, shall sign every document or instrument to which the common Seal of the Society has been affixed in their presence.
3. Where permitted by law, any document required to be executed by the Society may be executed by electronic means, including the use of electronic signatures or digital authentication, in accordance with the Companies and Allied Matters Act, 2020, and any Regulations or policies approved by the Council.
4. The impression of the common Seal of the Society may be used on official Society stationery, badges, banners, placards and publications of the Society and shall not be used by members for any other purpose.

RESOLUTION NO. 26

RESOLUTION FOR THE AMENDMENT OF ARTICLE 45(1) OF THE MEMORANDUM AND ARTICLES OF ASSOCIATION

WHEREAS the existing Article 45(1) provides as follows:

CODE OF ENGINEERING CONDUCT –

Every member is expected in his general conduct to uphold and enhance the honour and dignity of the Engineering profession and the reputation of the Nigerian Society of Engineers and to act always in the public interest:

AND WHEREAS it has become necessary to make a consequential amendment to capitalise the "T" in "the" before "Nigerian Society of Engineers".

PROPOSED AMENDMENT:

IT IS HEREBY RESOLVED AS A SPECIAL RESOLUTION THAT:

Article 45(1) of the Memorandum and Articles of Association be and is hereby amended by deleting the said Article 45(1) in its entirety and substituting therefore a new Article 45(1) as follows:

Every member is expected in his general conduct to uphold and enhance the honour and dignity of the Engineering profession and the reputation of The Nigerian Society of Engineers and to act always in the public interest.

RESOLUTION NO. 27

SPECIAL RESOLUTION FOR THE AMENDMENT OF ARTICLE 45(1)(e) OF THE MEMORANDUM AND ARTICLES OF ASSOCIATION

WHEREAS the existing Article 45(1)(e) provides as follows:

A member shall not take part in competition involving the submission of proposals and designs for engineering work unless an assessor which shall be an Engineer of acknowledged standing has been appointed to whom all such proposals and designs are to be submitted for adjudication.

AND WHEREAS it has become necessary to amend the said provision to introduce the requirement of prior knowledge of, or access to, confidential information.

PROPOSED AMENDMENT:

IT IS HEREBY RESOLVED AS A SPECIAL RESOLUTION THAT:

Article 45(1)(e) of the Memorandum and Articles of Association be and is hereby deleted in its entirety and substituted with a new Article 45(1)(e) as follows:

A member who has prior knowledge of, or access to, confidential information relating to a competition involving the submission of proposals and designs for engineering work shall not take part in such competition unless an assessor, who shall be an Engineer of acknowledged standing, has been appointed to whom all such proposals and designs shall be submitted for adjudication.

RESOLUTION NO. 28

RESOLUTION FOR THE AMENDMENT OF ARTICLE 50(2) OF THE MEMORANDUM AND ARTICLES OF ASSOCIATION

WHEREAS the existing Article 50(2) provides as follows:

PROCEDURE FOR THE REMOVAL FROM OFFICE OF ELECTED OFFICERS - Notwithstanding the provision of Article 13 (1) (a) (i), the Board of Trustees shall have the powers to adjudicate on issues set out in Article 51 (1) (a), (b) & (c) which relates to the removal from office of elected officers of the National Executive Committee of the Society.

AND WHEREAS it has become necessary to effect a consequential amendment to correct the cross-reference therein.

PROPOSED AMENDMENT:

IT IS HEREBY RESOLVED AS A SPECIAL RESOLUTION THAT:

Article 50(2) of the Memorandum and Articles of Association be and is hereby deleted in its entirety and substituted with a new Article 50(2) as follows:

Notwithstanding the provisions of Article 13 (1) (a) (i), the Board of Trustees shall have the power to adjudicate on the issues set out in Article 50 (1) (a), (b) and (c), which relate to the removal from office of elected officers of the National Executive Committee of the Society.

RESOLUTION NO. 29

RESOLUTION FOR THE AMENDMENT OF ARTICLE 51(1) OF THE MEMORANDUM AND ARTICLES OF ASSOCIATION

WHEREAS the existing Article 51(1) provides as follows:

ALTERATION OF ARTICLES –

These Articles may not be altered or amended save by a special resolution passed at a General Meeting of the Society convened in accordance with these Articles and any member proposing such amendment or alteration shall give three months' notice of same to the Executive Secretary who shall circularize the notice to all members of the society and in accordance with the Companies and Allied Matters Act 1990.

AND WHEREAS it has become necessary to effect a consequential amendment to update the reference to the Companies and Allied Matters Act.

PROPOSED AMENDMENT:

IT IS HEREBY RESOLVED AS A SPECIAL RESOLUTION THAT:

Article 51(1) of the Memorandum and Articles of Association be and is hereby deleted in its entirety and substituted with a new Article 51(1) as follows:These Articles may not be altered or amended save by a Special Resolution passed at a General Meeting of the Society convened in accordance with these Articles and any member proposing such amendment or alteration shall give three months' notice of same to the Executive Secretary who shall circularize the notice to all members of the Society and in accordance with the Companies and Allied Matters Act, 2020.

By Order of the Council



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