

**THE FEDERAL REPUBLIC OF NIGERIA  
COMPANIES AND ALLIED MATTERS ACT, 2020**

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**COMPANY LIMITED BY GUARANTY**  
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**ALTERED/AMENDED**

**MEMORANDUM**

**AND**

**ARTICLES OF ASSOCIATION**

**OF**



**THE NIGERIAN SOCIETY OF ENGINEERS  
LTD/GTE**



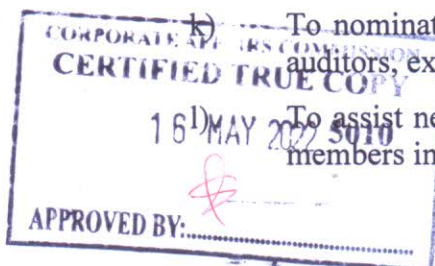
**DATED-----DAY OF-----20**

COMPANIES AND ALLIED MATTERS ACT, 2020  
COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF  
THE NIGERIAN SOCIETY OF ENGINEERS

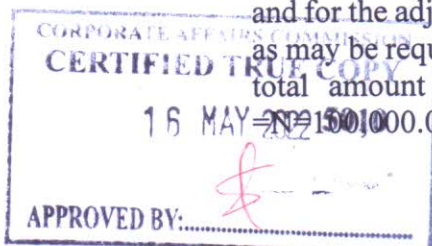
1. The name of the Company shall be 'The Nigerian Society of Engineers' (Limited by Guarantee) hereinafter referred to as 'The Society'.
2. The Registered Office of the Society will be situate in Nigeria.
3. The objects for which the Society is established are:
  - a) To provide a central organization for Engineers in Nigeria and generally to do such things as may from time to time be necessary to maintain a strict standard of professional ethics amongst its members and to advance the interests of the engineering profession in Nigeria.
  - b) To promote, protect, encourage and maintain a high standard of engineering study and practice and to encourage greater efficiency therein.
  - c) To represent to the Government in Nigeria the views of the Society on any subject of concern or interest to Engineers in Nigeria and if considered advisable to join with any other bodies in submitting such representation.
  - d) To represent to any other individual or bodies or organization the views of the Society on any subject of concern or interest to Engineers in Nigeria on any appropriate subject on which the views of the Society may be invited.
  - e) To provide a body to which the Government or other official authority or organization in Nigeria can have recourse for advice, assistance or the expression of views on any subject of concern or interest to Engineers in Nigeria.
  - f) To facilitate the development and acquisition of technology by conducting visits to places of Engineering interest, reading technical papers, holding meetings, conferences, publishing books, journals, and periodicals on engineering matters.
  - g) To subscribe to or guarantee or otherwise use monies of the Society for charitable or benevolent objects or scholarships or bursaries or for any exhibitions for any public, general or useful objects.
  - h) To provide for the training and examination of students in engineering as well as the continuing professional update and development of its members.
  - i) To promote and pursue research in engineering science and practice with particular reference to local conditions.
  - j) To study and resolve the professional/welfare problems confronting its members and promote their professional development.
  - k) To nominate any member or members as arbitrators, panelists, investigators, auditors, expert witnesses or specialist advisers; when called upon to do so.
  - l) To assist necessitous members and any of the dependent kindred of deceased members including the widows or widowers of members as the case may be.



- m) To purchase, hold, lease, let, mortgage, sell, improve, or otherwise acquire and dispose of movable or immovable property and any rights or privileges, which may be necessary or convenient for the advancement of any of the objects of the Society.
- n) To invest and deal with the monies and assets of the Society.
- o) To borrow money where necessary to promote any of the objects set out herein upon such securities as may be determined.
- p) To apply or petition for any legislation, parliamentary or otherwise that would further any of the objects of the Society.
- q) To do all or any such lawful things as are incidental or conducive to the attainment of the object and generally to further the profession of engineering in Nigeria as well as enhance the status of Engineers in Nigeria.
- r) To maintain and enhance links with national, international and multinational organizations and bodies to promote any of the objects of the Society.
- s) To collaborate with Industry, Commerce, Academia and other such national bodies as may be necessary or convenient for the advancement of any of the objects of the Society.
- t) To promote and enforce a high standard of performance and professional ethics among its members.
- u) To watch over, promote and protect the mutual interests of its members and to give advice to members.
- v) To collaborate and cooperate with national and multinational bodies for mitigation of natural and man-made disasters in Nigeria.
- w) To promote consumption and patronage of made-in Nigeria goods and services.

PROVIDED that the Society shall not support with its funds and objects nor endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Society, would make it a Trade Union.

4. The income and assets of the Society whencesoever derived shall be applied solely towards the promotion of the objects of the Society as set forth herein and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, or bonus otherwise howsoever, by way of profit to the members of the Society provided that nothing herein contained shall prevent the payment in good faith of remuneration to any person or servants of the Society, or other persons in return for any services rendered to the Society.
5. The liability of members is **limited by guarantee**.
6. Every member of the Society undertakes to contribute to the assets of the Society in the event of the same being wound up while he is a member or within one year after he ceases to be a member for payment of the debts and liabilities of the Society contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributor amongst themselves, such amount as may be required not exceeding ₦2,000.00 (Two thousand Naira) so however that the total amount to be so contributed by all the members shall not be less than ~~₦150,000.00~~ ₦100,000.00 (One Hundred Thousand Naira).



7. NAMES AND OFFICES	ADDRESSES	DESCRIPTIONS
JOSEPH CHUKWUMA EGBUNA President	49, Nnamdi Azikiwe Drive, Railway Compound, E.B.	Civil Engineer and General Manager Nigerian Railway Corporation
SAMUEL OLATUNDE FADAHUNSI 1 <sup>st</sup> Vice President	3, Bourdillon Road, Ikoyi Lagos	Civil Engineer and Chief Executive Officer, L.E.D.B., Lagos
OBIMAKINDE OBEMBE 2 <sup>nd</sup> Vice President	17, Ayinde Giwa Street, Surulere Lagos	Consulting Engineer
DR. CHIKWENDU NWARIAKU General Secretary	17A, Adeyemi-Lawson Road, Ikoyi	Civil Engineer, Federal Ministry of Works and Housing
MOGBEYISEJE FOLIKUEV KANYI Asst. General Secretary	9, Cameron Road, Ikoyi, Lagos	Civil Engineer, Federal Ministry of Works and Housing
BABATUNDE ADEKUNLE OLANREWAJU FISHER Technical Secretary	1A, North Avenue, Apapa	Civil Engineer, Nigerian Ports Authority
JOSEPH ADETOLA OLANIYAN Treasurer	12, Onayade Street, Off Ikorodu Road, Yaba	Civil Engineer, Lagos City Council, Lagos.
DR. EMMANUEL AKINTUNDE AKINLEYE Publicity Secretary	House CB, 60, University of Lagos Permanent Site, Yaba	University Lecturer
VICTOR ADETUNJI HAFFNER Ex-Officio	20, Bourdillon Road, Ikoyi, Lagos	Electrical Engineer and Director, Nigeria External Telecommunications Ltd.
OLADEINDE ORIOLA OLADAPO Ex-Officio	3, Cooper Road, Ikoyi Lagos.	Civil Engineer, L.E.D.B., Lagos.
MARCEL NCHEKWUKE AZODO MANAFA Ex-Officio	6, Club Road, Ikoyi, Lagos	Electrical Engineer and Asst. General Manager (Engineering), Electricity Corporation of Nigeria
SYLVANUS OLATUNDE WILLIAMS Immediate Past President	2, Club Road, Ikoyi, Lagos	Civil Engineer and Permanent Secretary, Federal Ministry of Works and Housing

Dated this 27<sup>th</sup> day of April, 1967

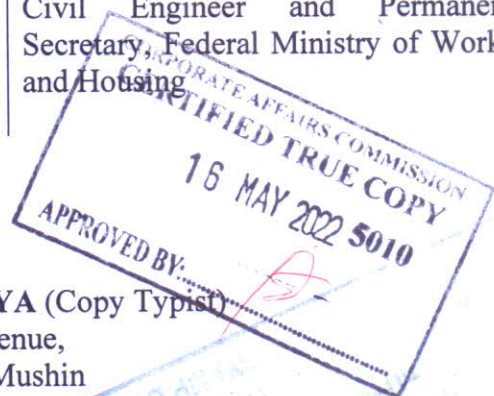
Witness to the above Signatures:

**BOLA OMOSANYA** (Copy Typist)

49, Palm Avenue,  
Olorunsogo, Mushin  
Lagos.



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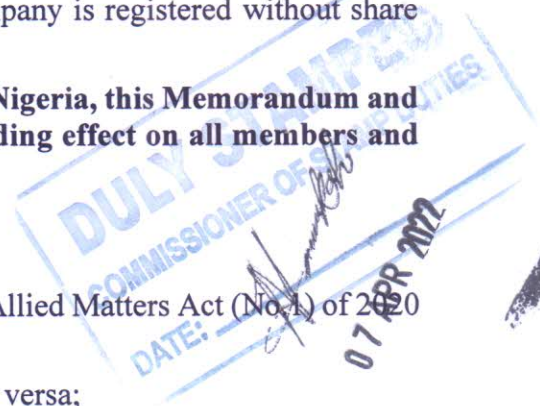
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ARTICLES OF ASSOCIATION  
OF  
THE NIGERIAN SOCIETY OF ENGINEERS

1. The Provisions of Tables 'A' and 'B' in the First Schedule to the Companies Act shall not apply to the Society, which is to the effect that the Company is registered without share capital.
2. **Subject to the constitution of the Federal Republic of Nigeria, this Memorandum and Articles of Association is supreme and shall have binding effect on all members and authorities of the Society.**
3. 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.

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- (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.
- (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:
- 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.



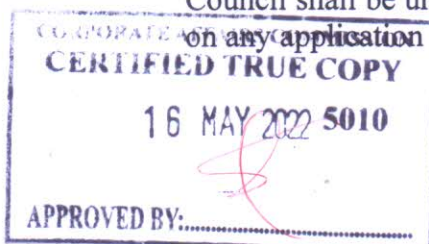
- (t) "Election of the Vice Presidents and Executive Committee Members" For the purpose of electing the Vice Presidents and the Executive Committee Members, qualified members shall be eligible to stand for election from any of the Six Geographical Zones if his State of Origin falls within the States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

4. These Articles shall be construed with reference to the provisions of the Companies and Allied Matters Act 2020 (CAMA) and any *term* used in these Articles shall be taken as having the same meaning, except as may otherwise be provided in these Articles as it has when used in CAMA.
5. The objects of the Society are clearly set out in clause 3 of the Memorandum of Association.

#### 6. MEMBERSHIP

- (1) The Subscribers to the Memorandum of Association of the Society and such other persons as shall be admitted to membership in accordance with these Articles, and none others, shall be members of the Society and shall be entered in the register of members accordingly.
- (2) The Society for the purposes of registration is declared to consist of Five Hundred Members.
- (3) The Council may increase the membership of the Society by admitting and registering new members.
- (4) The Society shall comprise of corporate members and may admit affiliates as follows:
- a) **Corporate Members**  
There shall be two grades of membership:  
i) Fellows  
ii) Members
- b) **Affiliates**  
There shall be four grades of affiliates:  
i) Honorary Fellows  
ii) Graduates  
iii) Associates  
iv) Students
- (5) Any person who desires to be admitted into the Society shall make a formal application to the Society on the prescribed NSE form and shall state under what grade he seeks admission as provided under these Articles.
- (6) Each application must be supported by recommendation of two financial CORPORATE MEMBERS in good standing. The Council may require any person seeking admission to pass such examination as the Council may prescribe or specify.
- (7) The Council if satisfied that the candidate is not disqualified for any reason, shall consider the application and shall decide whether the membership be granted. The Council shall be under no obligation to give any reason or explanation for its decision on any application for admission.



## 7. AFFILIATES

### (1) 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.

### (2) GRADUATE

A person seeking Graduate Affiliateship shall have undergone a regular course of study in Engineering Science of a duration not less than three years in a University or Technical Institution whose curriculum is approved by the Council, and completed such a course successfully, or satisfied the requirements of other Engineering Societies approved by the Council in respect of Engineering Education and shall at the time of admission be actually engaged in the profession of engineering.

### (3) ASSOCIATE

A person seeking election as an Associate of the Society shall possess an academic qualification at the level of a University degree in the Sciences allied to engineering science, or other qualifications approved by the Council of the Society. In addition, he shall have been engaged on work related to the practice of engineering for a minimum period of five years.

### (4) STUDENT

A person seeking Student Affiliateship shall be undergoing a regular course of study in Engineering Science of a duration not less than three years in a University or Technical Institution whose curriculum is approved by the Council in respect of Engineering Education.

## 8. CORPORATE MEMBERS

### (1) MEMBER

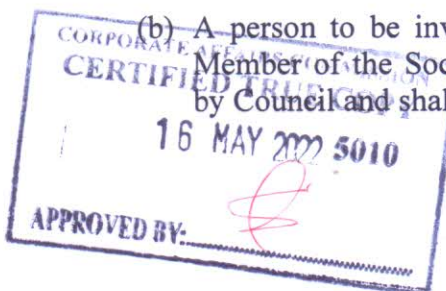
A person seeking membership of the Society shall be actively engaged in the profession of Engineering and shall have satisfied the provisions of Articles 6 (5), (6) & (7), 7 (1) & (2) of the Articles of Association and in addition shall have had at least four years practical experience subject to the approval of the Council OR he shall have satisfied the requirements of Corporate Membership of any of the Engineering Institutions approved by the Council. In addition, such candidate shall be required to satisfy the Council in a professional interview and/or written examination.

A remission not exceeding two years for successfully completed post-graduate studies may be granted to a candidate in respect of the requirements of practical experience.

### (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.

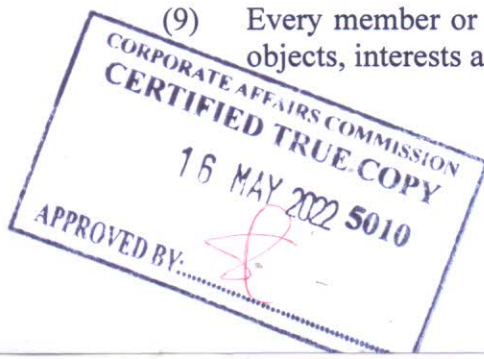
(b) A person to be invited to Fellowship of the Society shall have been a Corporate Member of the Society, registered by COREN or other regulatory bodies approved by Council and shall normally have had not less than twenty (20) years' experience in





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.
- (3) No person shall be admitted or elected a member or affiliate of the Society, in any *grade*, unless he is first approved by the Council, and the Council shall have full discretion as to the admission of any person to membership in any grade.
- (4) The transfer of a member from one grade to another shall be by the Council. Every candidate for transfer from one grade to another shall make a formal application and be recommended in the manner prescribed in Article 6 (1), (2) & (3) for election to the grade to which he is desirous of being transferred.
- (5) Every person who has been duly elected a Member/Fellow or transferred from one grade to another shall be informed without delay by letter (Form NSE 2) enclosing an acceptance Form NSE 3. The person elected or transferred shall sign and return this form of acceptance to the Executive Secretary together with the enrolment or transfer fee and annual subscription for the current year within three months after the date of election or transfer failing *which* the election or transfer may become void.
- (6) Every Corporate Member who has complied with Article 8 (4) and made proper payments shall receive a Membership Certificate and use appropriately after his names:
- a) Fellow: FNSE
  - b) Member: MNSE
- (7) The Certificates shall remain the property of the Society and in the event of separation from membership of the Society other than by voluntary separation or death shall on request be returned to the Society.
- (8) Admissions and Elections into the Society and separations or expulsions shall be published in the next immediate issue of the journal of the Society following the action.
- (9) Every member or affiliate shall be bound to further, to the best of his ability, the objects, interests and influence of the Society.



## 9. FEES AND SUBSCRIPTIONS

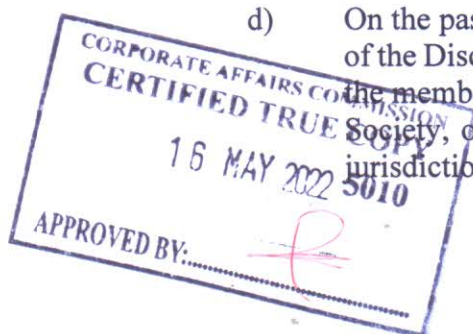
- (1) The Enrolment fee, Transfer fee, Annual/Life Membership Subscriptions, other levies and Benevolent Fund Subscription shall be fixed from time to time by the Council and the Council may on the grounds of advanced age as may be defined by Council, or incapacity remit subscriptions of such members as deserve such remission.
- (2) Every corporate member or affiliate whose subscription is six months in arrears shall be notified of this fact in writing and the fact reported to Council and if subscriptions are still in arrears three months after the *said Notice*, the member shall lose his rights and other privileges and shall be notified of *this loss*.
- (3) If subscriptions are in arrears for one year, the member or affiliate shall lose his membership of or affiliation to the Society, and *may* be so notified.
- (4) All subscriptions shall be due on the 1<sup>st</sup> day of July each year. Where the date of admission of a member falls after the 31<sup>st</sup> day of December, only half of the appropriate annual subscription shall be payable by such a member for that financial year.

## 10. FINANCIAL PERIOD

The financial period of the Society and that of all the Branches and Divisions of the Society shall be from 1<sup>st</sup> July of each year to the 30<sup>th</sup> of June of the following year.

## 11. RIGHTS, PRIVILEGES AND PENALTIES

- (1) Members shall enjoy such rights and privileges as the Council may from time to time prescribe.
- (2) The rights and privileges of every member/affiliate of any grade shall be personal to *him* and shall not be transferable by his own *act* or by operation of law.
- (3) A member/affiliate which expression shall include the Student, the Graduate, and Associate, a Corporate Member, a Fellow and an Honorary Fellow, shall cease to be a member/affiliate:
  - a) By giving one month's notice in writing to the Executive Secretary of his intention, and upon expiry of the notice, he shall cease to be a member/affiliate.
  - b) If he fails to prove by a statement in writing to the satisfaction of Council that he is qualified to remain a Member under Articles 7 (1), (2) & (4) as appropriate within 3 months of being called on by the Executive Secretary in writing, forwarded by registered post or recorded delivery to his last registered address in accordance with the provision of Article 3 (i), or sent to his last electronic address on the NSE's data base.
  - c) If *any* sum due from him to the Society is not paid within six months of a notice in writing by the Executive Secretary requesting payment of such sum.
  - d) On the passing of a resolution of the Council, accepting the recommendation of the Disciplinary Committee established under these Articles on a finding that the member or affiliate is guilty of breach of the Code of Conduct of the Society, or if he is convicted of any criminal offence by court of competent jurisdiction.



PROVIDED that a member *or* affiliate who resigns under Article 11 (3) (a) of this Article shall nevertheless remain liable for any unpaid portion of his annual subscription for the current year and any other monies due to the Society from him.

PROVIDED further that any member or affiliate ceasing to be a member or affiliate under Article 11 (3) (c) of this Article may within one month of the notification of the Council's decision appeal to the Society in General Meeting and if at such General Meeting a two-thirds majority of the members of the Society who are present vote in favour of allowing the appeal, the member/affiliate shall be reinstated, after paying all subscriptions due from him.

- (4) Any member expelled under Article 11 (3) shall be notified of such action by the Executive Secretary in writing according to Form N.S.E.6.
- (5) A person who has ceased to be a member *or* affiliate may apply for reinstatement and an unsuccessful candidate for admission or election or re-admission may renew his application from time to time.

Provided that a person who has ceased to be a member *or* affiliate for any reason other than that given in sub-clause (c) of Article 11 (3) shall not apply for re-admission within two years of the date of such cessation of membership.

- (6) The Council may suspend any member from exercising all or any of the rights, and privileges of membership for such period as it thinks fit, provided that he may be invited by Council exercising its discretion to any meeting of the Society whilst a question relating to his suspension or the cessation of his membership is being discussed.
- (7) Suspension of a member/affiliate shall not exempt him from liability for any subscription or other sum falling due from him to the Society during the term of such suspension.
- (8) No member or affiliate shall be expelled under Article 11 (3) (d) or suspended under Article 11 (6) & (7) except in pursuance of a resolution passed at a meeting of the Council at which not less than two thirds of the members of the Council present vote in favour of the resolution.
- (9) Any member or affiliate who becomes bankrupt either individually or as a partner in a firm; compounds with his creditors; or is certified to be insane may at the discretion of the Council be excluded from membership or affiliateship but shall in that event nevertheless remain liable for any sum due from him to the Society.

## 12. OFFICERS

- (1) The Society shall have the following officers who shall be financially up-to-date Corporate Members as defined in Article 6 (4) (a):
  - (a) The President.
  - (b) The Deputy President who shall be elected in rotation as set out in this Articles of Association in consonance with the provisions of the electoral guidelines approved by Council.
  - (c) 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.



- (d) 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.
- (e) One member elected by Council to represent the Divisions.

### 13. DUTIES OF OFFICERS

#### (1) President

(a) The duties of the President shall include:

- (i) Presiding at Annual General Meeting or Extraordinary and other General Meetings of the Society and Meetings of the National Executive Committee and Council;
- (ii) Directing the summoning of Meetings of the National Executive Committee and Council either on his own initiative or in accordance with the decision of the National Executive Committee or on the requisition of members in accordance with the provisions of this Articles of Association;
- (iii) Directing all other Officers of the Society in the performance of their duties;
- (iv) Providing direction and leadership to all Boards and Committees of the Society;
- (v) Presenting at the Annual General Conference/Meeting a Presidential address in writing to highlight the accomplishments, problems, prospects and future direction of the Society;
- (vi) Acting as the principal spokesman of the Society;
- (vii) The President may act on behalf of Council on urgent matters after due consultations and approval of the National Executive Committee in between Council meetings and shall seek Council's retroactive approval for such actions at the next Council meeting.
- (viii) Further to the duties set out in Article 13 (3) (a) (i) & (ii), the President shall propose other duties of the Vice Presidents to Council for approval.

#### (2) Deputy President

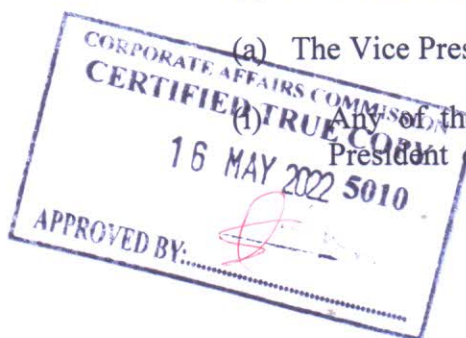
(a) The Deputy President shall:

- (i) In the absence of the President preside at all meetings in which the President is empowered to preside by the provisions of this Memorandum and Articles of Association;
- (ii) Serve as Chairman of the Finance and Administration Board, and shall also coordinate the activities of the Committees under the Board;
- (iii) Perform all other duties as he/she may be directed by the President, National Executive Committee, Council or the Annual General Meeting or which the President is unable to perform owing to ill health, old age, absence from the country or any other reason.

#### (3) The Vice Presidents

(a) The Vice Presidents shall:

- (i) Any of the Vice Presidents so elected by Council shall in the absence of the President or Deputy President preside at all meetings in which the President is



empowered to preside by the provisions of this Memorandum and Articles of Association;

- (ii) Perform all other duties as may be directed by the President.

**(4) The Six Other Elected Executive Committee Members**

(a) The Six Other elected members shall:

- (i) Act as Vice Chairmen to the Vice Presidents who are Chairmen of the various Boards.
- (ii) Perform all other duties as he/she may be directed by the President.

**14. THE COUNCIL**

(1) There shall be a Council of the Society (in these Articles referred to as the 'Council') which shall be the governing body of the Society and, subject to the direction of the Annual or Extra Ordinary General Meeting as required by these Articles, shall have authority to decide policies and make rules, regulations and bye-laws for the promotion and regulation of all aspects of the affairs of the Society.

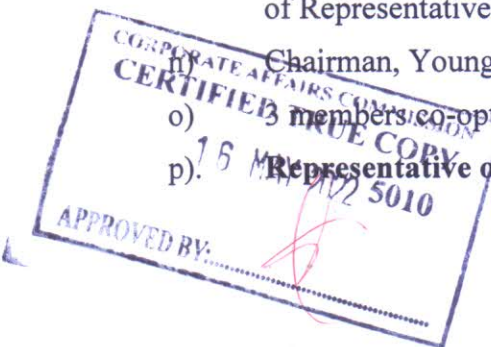
(2) The Council shall consist of Corporate Members whose subscription, dues and any levy are not in arrears at the time of attendance at Council meeting, and shall comprise:

- a) Elected National Executive Officers of the Society;
- b) All Past Presidents of the Society;
- c) Chairman, Board of Fellows;
- d) Branch Chairmen in accordance with the provision of Article 17 (2) (d);
- e) Chairmen of Divisions in accordance with the provision of Article 17 (2) (e);
- f) The President of the Association of Professional Women Engineers of Nigeria (APWEN);
- g) The President of the Council for the Regulation of Engineering in Nigeria (COREN) or his representative;
- h) The Registrar of the Council for the Regulation of Engineering in Nigeria (COREN);
- i) The Representative of the Committee of Deans of Engineering and Technology (CODET);
- j) The Representative of the Committee of Heads of Polytechnics and Colleges of Technology (COHEADS);
- k) The President of the Association for Consulting Engineering in Nigeria (ACEN);
- l) The representative of the Nigerian Academy of Engineering;
- m) Two representatives of the National Assembly (The Senate and The House of Representative);

n) Chairman, Young Engineers Forum;

o) 3 members co-opted by Council.

p) 16 Representative of FOCI who must be an Engineer



- (3) The organisations represented in the Council shall submit the names of their representatives to the Executive Secretary of the Society not later than October 31<sup>st</sup> of each year.
- (4) The Executive Secretary shall be in attendance at Council meetings as an adviser/Secretary to Council but shall have no voting rights.
- (5) The Council shall meet at least once a quarter.

Subject to Article 17 (2) (d) & (e), for Branch and Division Chairmen to be eligible for attendance at Council, the Branch must have 50 financial members, and for Divisions, must have 100 financial members as at the end of the financial year preceding the next Council year.

#### 15. GENERAL DUTIES OF COUNCIL

- (1) The Council shall draw up a yearly report on the state of the Society which shall be presented at the Annual General Meeting.  
It shall be the duty of the Council to adopt every lawful means for the advancement of the objects of the Society.
- (2) The Council shall provide for the orderly conduct of the business of the Society at all times.
- (3) The Council shall arrange so far as they deem it expedient for the publication of such papers and documents as may advance professional knowledge and promote Engineering Science and Practice.
- (4) The Council shall award honour to deserving members and impose disciplinary sanctions to erring members as it deems fit.

#### 16. COMPOSITION OF THE EXECUTIVE COMMITTEE

- (1) There shall be an Executive Committee (EXCO) of the Society, responsible to Council which shall have responsibility for over-seeing the management and administration of the Society's affairs and shall consist of:
  - a) The President
  - b) The Deputy President
  - c) The Six Vice Presidents
  - d) The Six Elected Members
  - e) One member, representing Divisions, nominated by the Divisions and elected by Council.
  - f) The Immediate Past President.
- (2) The Executive Secretary shall be in attendance at EXCO meetings but shall not have the status of an EXCO member, and shall be a non-voting member.
- (3) The Executive Committee shall meet at least six times in a year.
- (4) All memos to Council from elected members and Committees other than the Committees of Council shall be routed through the Executive Committee.



## 17. STRUCTURE

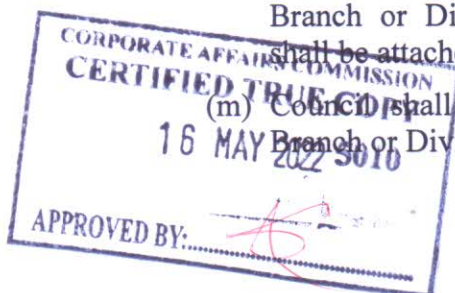
### (1) SECRETARIAT

- (a) The National Secretariat of the Society shall be in ABUJA the Federal Capital or any other place as the AGM may from time to time prescribe.
- (b) The day-to-day management of the Secretariat shall be under the charge of the Executive Secretary who shall be the Chief Executive Officer and Accounting Officer.
- (c) The Secretariat shall be staffed by employees with expertise in their various disciplines.

### (2) BRANCHES AND DIVISIONS

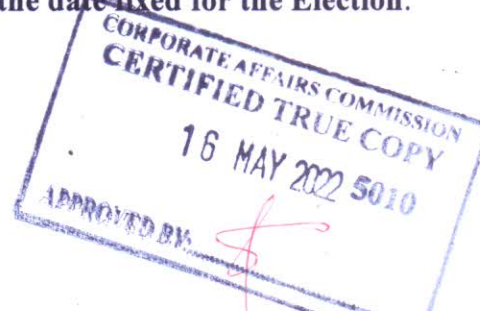
- (a) Council shall have power to establish Branches of the Society in such places as it may decide and to recognise or establish Divisions for the promotion of any field of Engineering discipline or specialized practice.
- (b) Council shall establish Branches of the Society in such places as it may decide for the purpose of providing platforms for the activities of disciplines and interacting with government at State level, Local Government level and Foreign locations.
- (c) Subject to compliance with guidelines and regulations made by Council, Branches and Divisions may frame bye-laws to govern their operations.
- (d) The number of members to be established as a branch shall not be less than Fifty (50) within an approved location by Council.
- (e) The number of members to be recognised or established as a Division shall not be less than One Hundred (100).
- (f) Council shall have power to recognize or organize Students of accredited Faculties/Colleges/Schools of Engineering of Nigerian Universities and Polytechnics/Colleges of technology into chapters of the Society, affiliated to a Branch.
- (g) Branches and Divisions shall make annual returns to Council at its September meeting.
- (h) Council shall have power to dissolve a Branch, Division or a Chapter in accordance with these Articles, regulations and bye-laws for the time being in force.
- (i) A member shall belong to not more than three (3) Divisions of the Society at any given time, and such member shall hold elective position in not more than one Division at any given time.
- (j) A member shall belong to not more than one Branch of the Society at any given financial year.
- (k) The number of members to be established as a foreign Branch shall not be less than Fifty (50) within an approved location by Council.
- (l) Any member wishing to change from one Branch or Divisions to another shall not be in arrears of any subscription or levy to the present Branch or Divisions. The present Branch or Divisions shall provide the member with necessary clearance which shall be attached to his application for change to the new Branch or Divisions.

- (m) Council shall be informed in writing of any change of a member to another Branch or Divisions.



## 18. ELECTION OF OFFICERS

- (1) There shall be an Electoral Committee of the Society. The President shall nominate the members of the Committee which shall be subject to the approval of Council. The Electoral Committee shall conduct the election of officers in accordance with the electoral guidelines approved by Council.
- (2) Election of officers into the National Executive Committee shall be done through online or electronic voting in accordance with the electoral guidelines approved by Council.
- (3) Result of election of members of the Executive Committee, and Audit Committee shall be announced and ratified at the Annual General Meeting, and the winners declared.
- (4) For any member to be eligible for election/or to nominate candidates for election into any office he must not have subscription, dues and levies in arrears at the time of nomination.
- (5) Candidates for the post of Deputy President should have been a Corporate Member of the Society for at least 15 years and a Fellow for at least 5 years.
- (6) The Deputy President shall be elected from among serving and past Vice Presidents who had served for at least two calendar years.
- (7) 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.
- (8) The Deputy President shall automatically become the President at the expiration of the term of the incumbent President.
- (9) Candidates for the post of the Vice Presidents should have been Corporate Member of the Society for at least 10 years, and Fellow for at least 3 years, who are Nigerians, and whose subscriptions and other dues are not in arrears.
- (10) Candidates for the post of the Vice President must have served on the Council of the Society as Chairman of a Division or Branch for at least two (2) years.
- (11) 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.
- (12) 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.
- (13) Candidates for election to the Executive Committee shall have served as Chairman of a Council Committee or on the Executive Committee of a Division or Branch for at least 2 years or as a member of Council for at least 2 years.
- (14) Any member wishing to nominate a candidate for election to the National Executive Committee shall notify the Executive Secretary on the prescribed form duly signed by the nominees at least *six clear weeks from the date fixed for the Election.*





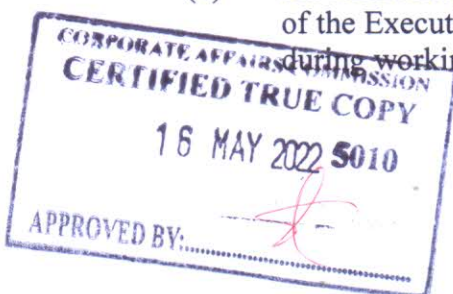
- (15) Executive Committee Members referred to in Article 16 (1) (c) and (d) shall not be eligible to serve in the Executive Committee of their various Divisions and Branches during their tenure as National Executive Members.

#### 19. TENURE

- (1) The President shall hold office for a term of two years commencing from 1<sup>st</sup> January, and shall be succeeded by the Deputy President.
- (2) The Deputy President shall hold office for two years.
- (3) In the event of the President ceasing to hold office before the expiration of his term, the Deputy President shall complete the year and serve his own term as President.
- (4) 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.
- (5) In the event of any vacancy in the Executive Committee except in the case of the President, Council shall call for an EGM to fill such vacancy within two months. The vacancy so filled shall expire at the end of that year.
- (6) Subject to Article 19 (2), where the position of the Deputy President becomes vacant, the Council shall call for an EGM for a special election to fill the vacancy, and if the time between the existence of the vacancy and AGM did not satisfy the provision of Article 22 (3) or there was no quorum at the called EGM, the special election shall be held at the next AGM in accordance with the criteria for the last election of the Deputy President whose position became vacant. The Deputy President so elected at the special election shall have the rights and privileges of the Deputy President.
- (7) The three members of the Audit Committee elected at the AGM shall hold office for one year, but shall be eligible for re-election provided that no member of the Audit Committee may serve for more than three consecutive terms.

#### 20. COUNCIL POWERS & PROCEEDINGS

- (1) Council shall have power to regulate its proceedings and establish Standing Orders that shall be binding on all its members, and the administration of the Memorandum and Articles of Association.
- (2) Except where otherwise provided every decision of the Council shall be by a simple majority of those present, each member present having one vote and in the event of an equality of votes the Chairman shall have a casting vote in addition to his original vote as a member of the Council.
- (3) Minutes of the proceedings of the Council and of the attendance of members shall be recorded in a book kept for the purpose and shall be signed by the Chairman and Secretary of the next succeeding meeting at which they shall be read and every such minute so recorded and signed shall in the absence of proof of error therein be considered a correct record.
- (4) All resolutions of Council shall be separately recorded in a book and kept in the office of the Executive Secretary and shall be available at Council meetings and to members during working hours.



- (5) The Council may act and exercise all its powers notwithstanding the occurrence of a vacancy in their number.
- (6) An officer or member of Council shall immediately vacate his office or seat on Council upon passing of a Council resolution carried out by at least 2/3 majority removing him from Council because he is guilty of any conduct which is considered by the Council as dishonourable or derogatory to the profession or Society or calculated to be prejudicial to the attainment of any of the objects of the Society provided that the affected officer or member of Council has been given a prior opportunity to defend himself before an investigation panel of not less than seven members of Council appointed for that purpose, subject to the quorum rules.
- (7) Subject to the provision of Article 19 (5), the Council shall either fill occasional vacancies in the Council without waiting for an *Extra-Ordinary* General meeting or call a General meeting to decide on the filling of the vacancies until the next Annual General Meeting. Any person appointed by the Council to fill a vacancy shall hold office only until the next General Meeting following his appointment.
- (8) Council shall have power to act as an Electoral College of the Society for the purpose of Articles 16 (1), 20 (7), 32, 38 (3) and as may be directed by the AGM.
- (9) All acts done by the Council or by any committee appointed by the Council or by any member of the Council or by its agents shall be valid notwithstanding the subsequent discovery of some defect in their or his appointment, provided such acts are performed in good faith.
- (10) A member of the Council may resign at any time by giving a written notice to the Executive Secretary and without prejudice to his re-election his *seat* shall become vacant upon his resignation. The Executive Secretary must present the fact of the member's resignation to the Council at the Council meeting following the member's resignation.

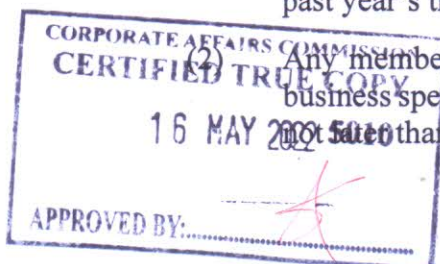
## 21. GENERAL MEETING

- (1) 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.
- (2) Written papers of professional interest shall be read and discussed at one or more General Meetings of the Society, the Divisions or Branches each year.

## 22. ANNUAL GENERAL MEETING

- (1) 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.

(2) Any member wishing to bring before any General Meeting a motion not relating to business specified in Article 22 (1) shall submit such motion to the Secretary to Council not less than forty-two days before the date of such meeting. No such motion shall be



put before an Annual General Meeting unless notice has been so given. Copies of all such notices shall be posted to each member at his last registered address at least thirty days before the date of the meeting.

- (3) At least *thirty* days before the date fixed for each Annual General Meeting the Secretary to Council shall send a notice by post or electronic text that has been delivered to every Member of the Society at his last registered address in the Society's database specifying the time, date and place fixed for the meeting and shall also publish the said notice in at least two nationally circulating newspapers.

### 23. EXTRA-ORDINARY GENERAL MEETING

- (1) An Extraordinary General Meeting may, at any time, be called by the Council of its own accord OR shall be called by the Council when it is requested to do so by not less than one thousand corporate members provided that such members either jointly or severally submit to the Secretary to Council their request in writing signed by all of them stating in full the objects for which the meeting is required to be called.
- (2) If the Council on being requested to call a meeting in accordance with Article 23 (1) fails to do so for more than 28 days, the requisitionists may themselves call the meeting in a manner similar to that in which meetings are called by the Council.
- (3) Notice for any Extra Ordinary General Meeting shall be given by the Secretary to Council in a similar manner to that given for Annual General Meeting.
- (4) All Extra-Ordinary General Meetings shall be held at the National Secretariat except where the Council shall decide otherwise.
- (5) No business shall be transacted at any *Extra-Ordinary* General Meeting of the Society except such has been specified in the notice convening it or in any subsequent notice issued in accordance with these Articles.
- (6) All business transacted at an Extra-Ordinary General Meeting shall be deemed special.

### 24. QUORUM

#### (1) GENERAL MEETINGS

- (a) The quorum for an Annual or Extra-ordinary General Meeting shall be 1000 corporate financial members of the Society and no business shall be transacted at any such meeting unless such quorum be present at the commencement of business. In the absence of a quorum one hour after the scheduled commencement of the meeting, it shall:
  - (i) if an Annual General Meeting, stand adjourned until the same day 28 days later at the same time and place, and if at such adjourned meeting a quorum is not obtained, those members present shall form a quorum and may transact business.
  - (ii) if an Extra-ordinary General Meeting, be dissolved and the matter (s) on the agenda considered rested.

#### (2) COUNCIL MEETINGS

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



- (ii) For the purpose of Articles 11 (3) (d) and 20 (6) the quorum shall be 40.
- (iii) In the absence of a quorum one hour after the scheduled commencement of a meeting, the meeting shall be re-scheduled.
- (iv) For the purpose of Articles 11 (3) (d) and 20 (6) the subject may be re-scheduled twice after which a quorum of 20 shall apply.

**25. ADJOURNMENT**

A General Meeting may be adjourned by the Chairman with the consent of the meeting, from time to time and place to place and no notice of such adjourned meeting shall be given and no business shall be conducted at such adjourned meeting other than business left unfinished at the meeting for which adjournment took place.

**26. 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.

**27. VOTING ON ISSUES AT GENERAL MEETINGS**

- (1) Every Corporate Member shall have one vote at every General Meeting at which he is present provided that his subscription is not in arrears. In the event of an equality of votes the Chairman shall have a casting vote in addition to his original vote.
- (2) No objection shall be made to the validity of any vote except at the meeting or poll at which such vote is rendered and the Chairman of the meeting shall be the sole and absolute judge of validity of every vote tendered and vote not so disallowed shall be valid.

**28. COMPOSITION OF BOARDS AND COMMITTEES**

- (1) The Council may appoint Boards and Committees from among its own members or from the members of the Society or from a combination of both. The President or in his absence the Deputy President shall be an ex-officio member of every Board and Committee.
- (2) The terms of reference and duration of office of all Committees shall be prescribed by the Council.
- (3) Unless otherwise prescribed every Board or Committee shall continue in office until the first meeting of the Council after one year has elapsed since its appointment, and at such meeting the Council may dissolve such Board or Committee or re-appoint all or any of its previous members to such fresh terms of office as it thinks fit.
- (4) Subject to the foregoing, Boards and Committees shall conduct their business and keep minutes in a manner as nearly as possible similar to that prescribed in these articles for conduct of the Council.



- (5) The reports and recommendations of the Executive Committee, all other Committees and Boards of the Nigerian Society of Engineers shall be placed before the Council for its approval as it deems fit.

**29. CALLING OF COUNCIL COMMITTEE AND BOARD MEETINGS**

- (1) The Secretary to Council or Committee or Board as the case may be, shall at the request of the President or in his absence the Deputy President, or the Chairman, as the case may be, or at the request of not less than 50 per cent or half of the members of the Council or of the Committee or Board, call a meeting of the Council or of the Committee or Board and shall (unless otherwise unanimously agreed) give not less than fourteen clear days' notice of such meeting to all members of the Council or of such Committee or Board specifying briefly in such notice the agenda of the meeting.
- (2) The Council and any Committee or Board meeting may adjourn at pleasure for such time and to such places as the members present may determine.
- (3) The Council shall conduct its meetings in accordance with these Articles and subject thereto in such manner as it may decide.

**30. MINUTES**

The Council shall cause correct minutes to be kept of all appointment of officers by the Council and of all proceedings of the Council and of the Society and every Board or Committee of the Council or of the Society. The minutes shall be kept in suitable books which shall be open to inspection by members of the Society at all reasonable times.

**31. APPOINTMENTS**

- (1) The Council may at its discretion appoint and remove the Executive Secretary, and other employees and agents of the Society on such terms and conditions as it thinks fit.
- (2) The Council shall appoint the Chairman and other Directors of the Society's companies or joint Ventures on such terms and conditions as it thinks fit.

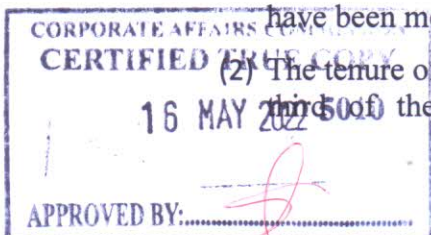
**32. REPRESENTATION ON EXTERNAL BODIES**

The Council, on the recommendation of the Executive Committee shall, in compliance with procedural requirements if any of such representation, determine who shall represent the Society on any external body including any Council, Board, Agency or Committee, set up by any Government in Nigeria or international professional associations provided the person so selected is a financial member of the Society and is competent in a relevant professional discipline. Such appointees shall render quarterly reports to the President and annual reports to Council at its September meeting.

**33. BOARD OF TRUSTEES**

- (1) The Council shall appoint a Board of Trustees of nine members including the Chairman who shall be the most ranking Past President in service to the Society. At least four other members of the Board shall be Past Presidents whilst the others shall have been members of the Society for at least fifteen years.

- (2) The tenure of members of the Board shall be three years in the first instance with one-third of the members retiring thereafter each year in chronological order of



appointment. In the case of foundation members retirement shall be in alphabetical order. A retiring member shall be eligible for re-appointment provided that no member shall serve for more than three terms.

- (3) The Board of Trustees shall act as custodians of the assets and objects of the Society and shall not be limited in the exercise of its discretion to ensure that the assets of the Society are judiciously and economically applied in achieving the objects of the Society.
- (4) If any member of the Society is aggrieved on any matter concerning the affairs of the Society and after exhausting all other avenues and he is still aggrieved, the member shall lay his complaint or grievance in writing to the Board of Trustees, through the Executive Secretary of the Society.
- (5) It shall be the duty of the Executive Secretary to transmit any complaint or grievance to the Board of Trustees within two weeks of its receipt.
- (6) The Board of Trustees shall convene not later than one month after the complaint or grievance has been received by it to address the complaint or grievance.
- (7) The Board of Trustees shall forward its determination or recommendation on any matter brought before it to the Council.

In the event that the Board fails/refuses to act on any complaint brought before it within ninety (90) days of the deposit of such complaint, the member may be at liberty to transmit such complaint directly to Council either through its Division or Branch Chairman.

- (8) No member of the Society shall commence any action before any court of law or tribunal against the Society or any of its officers, agents or organs until the subject-matter has been first presented to and considered by the Board of Trustees.

Notwithstanding the provision of Article 11 (8), any member who contravenes this procedure shall be suspended, and shall remain suspended throughout the duration of the action, and shall only be re-admitted to the Society upon the clearance and recommendation of the Disciplinary Committee to Council.

- (9) A Trustee on becoming bankrupt, compounding with his creditors or on being certified insane, or being suspended from membership, shall immediately cease to be a Trustee but all acts done by him prior to the entry of his disqualification in the minutes of the Council shall be valid.

#### 34. BOARD OF FELLOWS

- (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.

### 35. BUSINESS AND RULES COMMITTEE

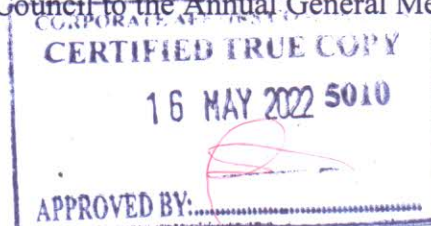
- (1) There shall be established a Business and Rules Committee which shall be responsible for preparing the agenda for Council meetings, with tenure of one year beginning in January of every year.
- (2) The Business and Rules Committee shall consist of 7 members of Council. The Chairman and 3 members shall be elected by Council, 2 members shall be appointed by the President from the Executive Committee, and the Executive Secretary who is Secretary to Council. The membership shall reflect the diversity of engineering disciplines.
- (3) The duties of the Business and Rules Committee shall include:
  - (a) To receive proposals from the Executive Committee and other members of Council for any matter they wish to bring before Council.
  - (b) To draw up the agenda for the next Council meeting.
  - (c) To monitor that the Rules and Resolutions of Council and AGM are documented in the Society's Register of Resolution and report back to Council quarterly on compliance.
  - (d) To perform such other duties as Council may assign to it from time to time.

### 36. INDEMNITY

- (1) All members of the Council, or any Board or Committee, and Trustees of the Society shall be indemnified by the Society from all losses suffered by them in the discharge of their duties on behalf of the Society except such as occur through their own respective wilful act or negligence.
- (2) A member may be entitled to seek legal assistance from the Society in the event of prosecution from acts done in the cause of his professional duties and for the protection of his professional rights but not for damages or prosecution arising from his wilful negligence as determined by Council.
- (3) The accounts of any member of the Council or of any Committee or Board may be settled and allowed or disallowed either wholly or in part by the Council.
- (4) A member of Council on becoming bankrupt, compounding with his creditors or on being lawfully certified insane, or being suspended from membership, shall immediately cease to be a Member of Council but all acts done by him prior to the entry of his disqualification in the minutes of the Council shall be valid.

### 37. AUDITORS

Auditors for the ensuing year shall be appointed at each Annual General Meeting. They shall have access at all reasonable times to the accounts of the pecuniary transactions of the Society and they shall certify and sign the annual statement of the accounts before it is submitted by the Council to the Annual General Meeting.



### 38. AUDIT COMMITTEE

- (1) There shall be an Audit Committee which shall examine the Auditors' report and make recommendations thereon to the Annual General Meeting as it may think fit and which shall have functions and powers set out in section 404 (4) of the Companies and Allied Matters Act, 2020.
- (2) The Audit Committee shall consist of five (5) members who shall be financially literate, and at least one member shall be a member of a professional accounting body in Nigeria established by an Act of the National Assembly.
- (3) Three (3) of the members shall be elected at the Annual General Meeting of the Society, while the other two (2) shall be elected from among Council members.

### 39. ACCOUNTS

The Council shall cause true accounts to be kept of the monies received and expended by the Society and of the matters in respect of which receipt and expenditure take place and of the assets, credits and liabilities of the Society.

- (1) True accounts shall be kept of the sums of money received and expended by the Society and the matters in respect of which such receipt and expenditure take place, and of the property, credits and liabilities of the Society, and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Society for the time being in force shall be open to the inspection of members.
- (2) Once at least in every year, the accounts of the Society shall be examined and the correctness of the balance sheet ascertained by one or more qualified auditors.
- (3) Proper books shall not be deemed to be kept if there are not kept such books of accounts as are necessary to give a true and fair view of the state of the Society's financial affairs and to explain its transactions.

### 40. FUNDS

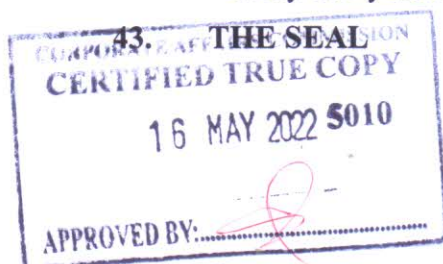
The funds of the Society shall be banked in the name of the Nigerian Society of Engineers with such bank or banks as Council may appoint and shall be operated by the signature of President *and* Chairman of the Council or by such person or persons as Council may appoint and be countersigned by such other person or persons as the Council may appoint.

### 41. LIBRARY

The Society shall maintain a library for the exclusive use of members provided that Council may grant temporary permission for other persons or learned Societies to benefit from this facility and provision shall be made for the proper up-keep and custody of books and other documents deposited therein.

### 42. REGISTER OF MEMBERS

The Council shall cause a register of members to be kept containing the names of all persons who are or have been members of the Society, the dates on which they become and (where applicable) cease to be members, the nature of the member's business and his last known address. The register shall be open to inspection of members at all reasonable times and shall be published as an official register once every two years.





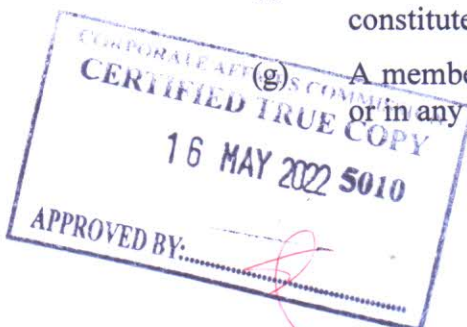
The Society shall have a common seal which shall be affixed on the authority of the Council to such approved documents only in the presence of the President and the Executive Secretary or such other persons as the Council may appoint for that purpose, and the President or the Executive Secretary or such 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.

#### 44. WINDING UP

- (1) The provisions of the Memorandum of Association relating to winding up or dissolution of the Society shall have effect and be observed as if the same were repeated in these Articles.
- (2) If upon winding up or dissolution of the Society there remains after the satisfaction of all its debt and liabilities any property whatsoever such property shall not be paid to or distributed amongst the members of the Society, but shall be given or transferred to some other Institution or Institutions having objects similar to those of the Society and which shall prohibit the distribution on dissolution, and if, and so far as effect cannot be given to the provisions of this clause then the said property shall be given to some charitable object.

#### 45. CODE OF ENGINEERING CONDUCT

- (1) 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:
  - (a) A member shall make available his professional knowledge and experience in accordance with his code as a consultant or adviser, or a salaried employee, or a teacher of Engineering Science, or in design, or manufacture, or construction as a faithful agent and trustee of his client, employer, or other people connected with the works.
  - (b) A member shall not practice in a dual capacity as a consultant and as a contractor for the same project except with the prior written consent of the client.
  - (c) A member shall not place orders on his own behalf in respect of a project on which he is engaged but shall only do so explicitly on behalf of his client.
  - (d) A member shall not be the medium of payments made on his client's behalf unless *specifically* so requested in writing by his client, but shall only issue certificate for payments.
  - (e) 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.
  - (f) A member shall not invite or submit priced proposals under conditions that constitute price competition for professional services.
- (g) A member shall not advertise engineering services in self-laudatory language or in any other manner derogatory to the dignity of the profession.



- (h) A member, on engineering works in a foreign country the members may adapt his conduct according to the professional standards and customs of the country, but shall adhere as closely as practicable to the principles of this code.

#### 46. MISCONDUCT

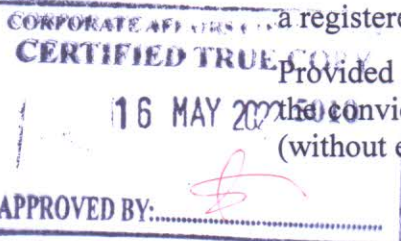
##### (1) PROFESSIONAL MISCONDUCT

- (a) It shall be considered unprofessional and inconsistent with honourable and dignified conduct and contrary to the public interest for any member of the Nigerian Society of Engineers to:
- (i) act in any way that is inconsistent with the Code of Engineering Conduct (Article 46);
  - (ii) use the advantages of a salaried position to compete unfairly with other Engineers;
  - (iii) accept remuneration for services rendered other than from his client or his employer;
  - (iv) attempt to supplant another Engineer in a particular engagement after definite steps have been taken towards the employment of that engineer for the assignment;
  - (v) review the work of another Engineer for the same client without the knowledge of such Engineer, unless the contract of the engineer whose work is being reviewed has been lawfully terminated and his contractual entitlement settled;
  - (vi) attempt to injure, falsely or maliciously the professional reputation, business, or employment of another Engineer;
  - (vii) exert undue influence or to offer, solicit or accept compensation for the purpose of affecting negotiations for an engineering engagement;
  - (viii) sign or seal a drawing, specification, plan, report or other document not actually prepared or checked by him;
  - (ix) fail to present clearly to his employer the consequences to be expected from a deviation proposed in any assignment, if his professional judgment is overruled;
  - (x) undertake work he is not competent to perform by virtue of his training and experience;
  - (xi) permit, counsel or assist a person who is not an engineer to engage in professional engineering functions.

#### 47. CRIMINAL CONVICTION

- (1) Conviction of a member by any court in Nigeria or elsewhere having power to award imprisonment, of an offence (whether or not an offence punishable with imprisonment) which in the opinion of the Disciplinary Committee is incompatible with the status of a registered engineer shall constitute grounds for disciplinary action.

Provided a person shall not be treated as convicted as mentioned in this Article unless the conviction stands at a time when no appeal or further appeal is pending or may (without extension of time) be brought in connection with the conviction.



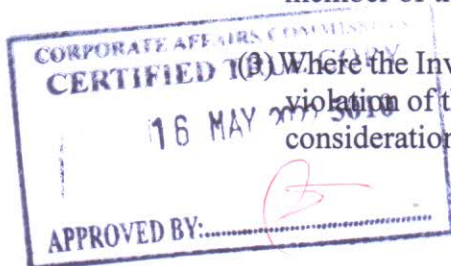
#### 48. DISCIPLINARY COMMITTEE

- (1) There shall be established for the Society a Disciplinary Committee hereinafter referred to as the Committee composed of a chairman and ten other members, appointed by the Council. Not less than four members shall be members of the Council.
- (2) The Committee shall be charged with the duty of considering and determining any case referred to it by the Council.
- (3) The Committee shall have power to determine cases of members alleged to have breached any provisions in this Memorandum and Articles of Association and pass appropriate punishment.
- (4) The Committee shall have power to recommend to the Council the suspension of any member from exercising all or any of the rights, privileges of membership for such periods as it thinks fit.
- (5) The Committee shall have power to recommend to the Council the expulsion of any member from the Society if he is found guilty of any conduct which is dishonourable or derogatory to the profession or Society or calculated to be prejudicial to the attainment of any of the objects of the Society.
- (6) The term of office of the Committee shall be three years from the date of its appointment after which it shall stand dissolved and another appointed.
- (7) A decision of the Committee shall be of no effect until it is confirmed by the Council through a resolution.
- (8) Any party to whom such decision of the Committee relates may appeal to the Council. The decision of the Council shall be final.
- (9) In all cases where a member is to appear before the Committee or the Council, he shall be entitled to fair hearing as enshrined in the constitution of the Federal Republic of Nigeria.
- (10) Where an officer or member of Council is adjudged or found guilty of any conduct considered as dishonourable or derogatory to the profession or Society or calculated to be prejudicial to the attainment of any of the objects of the Society by the Committee, he shall immediately vacate his office or seat on Council in addition to such other punishment as may be handed down to him by the Council.

#### 49. ESTABLISHMENT OF INVESTIGATION PANEL

- (1) There shall be established a body to be known as the Investigation Panel which shall be charged with the duty of conducting a preliminary Investigation into any case where a member is accused of professional misconduct or professional incompetence or should, for any other reason be the subject of proceedings before the Investigation Panel.
- (2) The Investigation Panel shall be appointed by the Council and shall consist of nine members, in so far that no member of the Disciplinary Committee shall serve as a member of the Investigation Panel in the same case.

(3) Where the Investigation Panel concludes that misconduct or incompetence or any other violation of the Code of Conduct has occurred, it shall refer the case to the Council for consideration and determination.



50. REMOVAL FROM OFFICE OF ELECTED OFFICERS

- (1) Elected Officers of the Society may be removed from office on the following grounds:
- a) Breach of any of the provisions of the Memorandum and Articles of Association of the Society;
  - b) Violation of Council's resolutions or contravention of Council's direction;
  - c) Breach of any Regulation of the Society including the Financial Policy of the Society.

(2) **PROCEDURE FOR THE REMOVAL FROM OFFICE OF ELECTED OFFICERS**

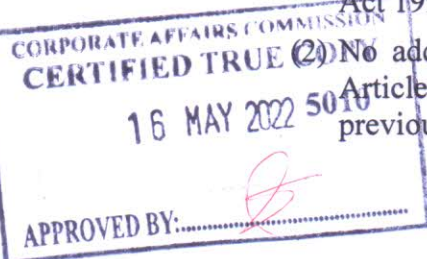
Notwithstanding the provision of Article 13 (1) (a) (i), the Board of Trustees shall have the powers to adjudicate on issues set out in Article 51 (1) (a), (b) & (c) which relates to the removal from office of elected officers of the National Executive Committee of the Society.

- (a) Any of the elected officers of the National Executive Committee of the Society may be removed from office upon the satisfaction of the following:
- i) Upon a written complaint addressed to the Chairman of the Board of Trustees (BOT) which has been duly signed by at least 1/3 financial members of Council against any of the elected officers for violating any of the provisions as set-out in Article 51 (1) delivered to the Secretary to Council.
  - ii) Upon the receipt of such complaint, the Chairman of the BOT shall within twenty-one (21) days call for a special Council meeting to consider the matter, and such meeting shall be chaired by the Chairman of the BOT.
  - iii) The Chairman of the BOT shall ensure that the officer in question is given fair hearing and the opportunity to respond to the allegations against him in writing before the special meeting of Council.
  - iv) The officer in question if found guilty of the allegation shall stand removed from office on a vote by 2/3 of Council members present at such special meeting of Council.
  - v) If the Chairman of the BOT fails to call the special meeting of Council within the days stipulated in (b) of this Article, the petitioners shall have the right to call the meeting by depositing the signed complaint at the office of the Executive Secretary, the Executive Secretary shall call for the special meeting of Council within seven (7) days of the deposition of the complaint in his office. Such meeting shall appoint one of those present as Chairman of the special meeting.

51. **ALTERATION OF ARTICLES**

- (1) 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.

No addition, alteration or amendment shall be made to or in the Memorandum or Articles of Association for the time being in force unless the same shall have been previously submitted to and approved by the Registrar of Companies.



NAMES AND OFFICES	ADDRESSES	DESCRIPTIONS
JOSEPH CHUKWUMA EGBUNA President	49, Nnamdi Azikiwe Drive, Railway Compound, E.B.	Civil Engineer and General Manager Nigerian Railway Corporation
SAMUEL OLATUNDE FADAHUNSI 1 <sup>st</sup> Vice President	3, Bourdillon Road, Ikoyi Lagos	Civil Engineer and Chief Executive Officer, L.E.D.B., Lagos
OBIMAKINDE OBEMBE 2 <sup>nd</sup> Vice President	17, Ayinde Giwa Street, Surulere Lagos	Consulting Engineer
DR. CHIKWENDU NWARIAKU General Secretary	17A, Adeyemi-Lawson Road, Ikoyi	Civil Engineer, Federal Ministry of Works and Housing
MOGBEYISEJE FOLIKUEV KANYI Asst. General Secretary	9, Cameron Road, Ikoyi, Lagos	Civil Engineer, Federal Ministry of Works and Housing
BABATUNDE ADEKUNLE OLANREWaju FISHER Technical Secretary	1A, North Avenue, Apapa	Civil Engineer, Nigerian Ports Authority
JOSEPH ADETOLA OLANIYAN Treasurer	12, Onayade Street, Off Ikorodu Road, Yaba	Civil Engineer, Lagos City Council, Lagos.
DR. EMMANUEL AKINTUNDE AKINLEYE Publicity Secretary	House CB, 60, University of Lagos Permanent Site, Yaba	University Lecturer
VICTOR ADETUNJI HAFFNER Ex-Officio	20, Bourdillon Road, Ikoyi, Lagos	Electrical Engineer and Director, Nigeria External Telecommunications Ltd.
OLADEINDE ORIOLA OLADAPO Ex-Officio	3, Cooper Road, Ikoyi Lagos.	Civil Engineer, L.E.D.B., Lagos.
MARCEL NCHEKWUKE AZODO MANAFA Ex-Officio	6, Club Road, Ikoyi, Lagos	Electrical Engineer and Asst. General Manager (Engineering), Electricity Corporation of Nigeria
SYLVANUS OLATUNDE WILLIAMS Immediate Past President	2, Club Road, Ikoyi, Lagos	Civil Engineer and Permanent Secretary, Federal Ministry of Works and Housing

Dated this 27<sup>th</sup> day of April, 1967

Witness to the above Signatures:

**BOLA OMOSANYA** (Copy Typist)  
49, Palm Avenue,  
Olorunsogo, Mushin  
Lagos.

CORPORATE AFFAIRS COMMISSION  
Registry Dept.  
Post-Incorporation Unit  
**VERIFICATION**  
16 MAY 2022 2002  
NAME: .....  
SIGN: .....

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