



The Nigeria Society of Engineers

NOTICE OF 2021 ANNUAL GENERAL MEETING

Notice is hereby given that the 54th Annual General Meeting of the Nigerian Society of Engineers will hold at the International Conference Centre (ICC), Abuja, at 10:00.a.m prompt on Thursday December 9 2021.

AGENDA

1. Opening Prayer
2. Adoption of the Agenda
3. President's Address
4. Minutes of Meeting of 2020
5. Report of the Council for 2021
6. To consider and if thought fit, to pass the attached as Special Resolutions:
7. Appointment of Auditors for 2021/2022 year and authorization of the Council to fix their remunerations
8. Financial Statements and Audited Accounts for 2020/2021
9. Report of the Audit Committee
10. Announcement of the Result of Election into the Executive Committee for the year 2022 and Election of Three members of the Audit Committee for the year 2021 /2022.
11. Adjournment and Closing Prayer

PLEASE KINDLY NOTE THE FOLLOWING:

1. ONLY FINANCIALLY UP TO DATE MEMBERS ARE ALLOWED INTO THE AGM VENUE TO PARTICIPATE IN THE PROCEEDINGS.

2. 1000 FINANCIAL MEMBERS WILL FORM QUORUM FOR THE AGM AS PROVIDED IN

THE MEMORANDUM & ARTICLES OF ASSOCIATION (REVISED FEBRUARY, 2021).

3. 75% VOTES OF MEMBERS PRESENT WILL BE REQUIRED TO PASS THE RESOLUTIONS AS STATED IN ITEM 6 OF THE AGENDA AS SPECIAL RESOLUTIONS AS PROVIDED IN S. 258 (2) OF THE COMPANIES AND ALLIED MATTERS ACT (2020).

4. THE OUTCOME OF THE RESOLUTIONS PASSED BY THE AGM SHALL BE BINDING ON ALL MEMBERS.

By Order of the Council

Engr. Dr. Okopi Alex Momoh, FNSE
Secretary to Council
Nigerian Society of Engineers
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National Engineering Centre
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Attachments

A

PROPOSED AMENDMENTS TO THE MEMORANDUM & ARTICLES OF ASSOCIATION (REVISED FEBRUARY 2021) BY THE COUNCIL OF THE NIGERIAN SOCIETY OF ENGINEERS

Proposal to Amend Articles 3 (r) and 38 (1) & (2) of the Memorandum and Articles of Association (Revised February 2021).

Resolution (1):
That Article 3 (r) be amended viz:
Current Article:
"Election of the Deputy President" for electing the Deputy President, qualified members shall be eligible to stand for election from any of the Geographical Zone if that Zone falls within his jurisdiction of practice or residence.

Proposed Amendment:
Article 3 (r):
"Election of the Deputy President" for electing the Deputy President, a qualified member shall be eligible to stand for election from any of the Geographical Zones if his State of Origin falls within the States listed in that Zone in Article 3 (s).

Resolution (2):
Current Article:
That Article 38 (1) be amended viz:

AUDIT COMMITTEE
There shall be an Audit Committee consisting of not more than six members 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 359 of the Companies and Allied Matters Act, 1990.

Proposed Amendment:
Article 38 (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.

Resolution (3):
Current Article:
That Article 38 (2) be amended viz:

The audit committee which shall consist of an equal number of members Council and members of drawn from outside the Council shall be elected at the Annual General Meeting.

Proposed Amendment:
Article 38 (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.

Proposed Article 38 (3):
Three (3) of the members shall be elected at the Annual General Meeting of the Society, while the other two (2) members shall be elected from among Council members.

Engr. Dr. Okopi Alex Momoh, FNSE
Secretary to Council
By Order of Council

B

The Nigerian Society of Engineers

MEMO

Office of Executives
02 JUL 2021
Sign: [Signature]
NIGERIAN SOCIETY OF ENGINEERS

7th July, 2021

FROM: NATIONAL EXCO MEMBER
TO: EXECUTIVE SECRETARY

SUBJECT: COMMENTS TO PROPOSE AN AMENDMENT TO THE MEMART

I hereby propose the below amendments to the existing Memart of the Society:

Article 18 (5): For Deputy President:
The qualification for Deputy President should be amended to reflect that the candidate must have been a Vice President for two calendar years and a Fellow for three (3) years.

Article 18 (9): For Vice President:
The qualification for Vice President should be amended to reflect that the candidate must have been an elected National EXCO MEMBER for two calendar years and a Fellow for one (1) year.

Thanks.

Yours in service,

Engr. Aluyah Dauda Okodugha, FNSE

C

MOTIONS FOR AMENDMENTS AND ALTERATIONS OF THE ARTICLES OF ASSOCIATION OF THE NIGERIAN SOCIETY OF ENGINEERS LTD/GTE

OBJECTIVE:
The following motions are geared towards the restoration of professionalism in the election of Officers of the Society to accentuate the objects for which the Society is established as set out in the MEMART.

PREAMBLE:

- These motions are set out pursuant to Article 51(1) of the Altered/Amended Memorandum and Articles of Association (MEMART) of the Nigerian Society of Engineers Ltd/Gte.
- By the provisions of clauses 3(a), 3(b), 3(f), 3(i), and 3(j) of the Memorandum of Association in the MEMART, the objects for which the Nigerian Society of Engineers (NSE), herein after referred to as the Society, is established indicates the Society is established as a professional body.
- Article 17(2)(b) reflects that Branches are created by location for the sole purpose of providing platforms for the activities of disciplines and interacting with governments, and it does not suggest that the structure of the Society should be based on locations.
- It therefore goes to underscore that the reference to States and Geographical zones in Articles 3(p), 3(q), 3(r), 3(s) and 3(t) as the primary basis for the election of officers of the Society runs counter to the professional nature of the Society envisaged in the objects for which the Society is established.
- The requirement pointed out in Article 35(2) that the membership of the Business & Rules Committee shall reflect the diversity of Engineering disciplines should be applicable to all levels of leadership in the Society to ensure that the objects for which the Society is established is not compromised by practices that are in conflict with professionalism.
- As a professional body therefore, we cannot structure our leadership on political expediency as the provisions of the concluding part of clause 3 of the Memorandum of Association clearly states that the Society is not a Trade Union.
- It is important for us as professionals to uphold professionalism in the conduct of the affairs of our noble Society in order to sustain the integrity of the profession.

MOTIONS:

Motion 1 - That Articles 3(p) and 3(r) of the Articles of Association be expunged from the MEMART.

Motion 2 - That a new Article 3(p) be introduced in the Articles of Association of the MEMART as follows, "Three categorizations of the Engineering disciplines/Divisions shall be as follows:

(i) Civil & Structural :- Appraisers and Cost Engineers; Civil; Environment; Facility; Geotechnical; Highway; Procurement; Safety; Structural; Water.

(ii) Mechanical & Electrical :- Aeronautical; Agricultural; Automotive; Electrical; Institute of Communication Engineers; Marine Engr. & Naval Architecture; Mechanical; Power; Space.

(iii) Chemical & Process :- Chemical; Industrial; Metallurgical, Mining and Materials; Petroleum; Polymer."

Motion 3 - That a new Article 3(t) be introduced in the Articles of Association of the MEMART as follows, "Election of the Vice Presidents: For the purpose of electing the Vice Presidents, a qualified member shall be eligible to stand for election from any of the Three categorizations if his discipline/Division falls within the categorization as listed in Article 3(p) for the emergence of 3 Vice Presidents as Vice President (Civil & Structural), Vice President (Mechanical & Electrical) and Vice President (Chemical & Process)."

Motion 4 - That Article 3(q) of the Articles of Association in the MEMART be amended as follows, "Rotation" shall mean for the purpose of election, the election of the Deputy President in such a manner that it shall rotate in the order of listing in the Articles of Association among the three categorizations of Engineering disciplines/Divisions and the election of Vice Presidents in such a manner that it shall rotate in the order of listing in the Articles of Association among the disciplines/Divisions in each categorization without prejudice to the provision of being able to belong in a maximum of 3 disciplines/Divisions."

Motion 5 - That Article 3(t) of the Articles of Association be amended as follows, "Election of Executive Committee Members: For the purpose of electing the Executive Committee Members, a qualified member shall be eligible to stand for election from any of the Six Geographical Zones if his Address of Residence falls within the States listed in that Zone in Article 3(s) for the emergence of 6 Executive Committee Members to have 2 Executive Committee Members deputizing each of the Vice Presidents to supervise the directorates of the Headquarters."

Motion 6 - That the second paragraph of Article 3(t) of the Articles of Association be amended as follows, "In the event that new State(s) or Division(s) are created in the future by the Federal Government of Nigeria or by Council of the Society respectively, such State(s) or Division(s) shall be recognized and classified under such geographical zone(s) or such categorization(s) as may be determined and approved by Council."

Motion 7 - That Article 6(4)(b) of the Articles of Association be amended to only have Graduates, Associates and Students as Affiliates as follows, "Affiliates: There shall be three grades of Affiliates - (i) Graduates. (ii) Associates. (iii) Students."

Motion 8 - That Article 7(1) of the Articles of Association be expunged from the MEMART.

Motion 9 - That Article 12(c) of the Articles of Association be amended as follows, "Three Vice Presidents who shall be elected, one from each of the three categorizations and in rotation as set out in this Articles of Association In consonance with the provisions of the electoral guidelines approved by Council."

Motion 10 - That Article 12(e) of the Articles of Association be expunged from the MEMART.

Motion 11 - That Article 16(c) of the Articles of Association be amended as follows, "The Three Vice Presidents".

Motion 12 - That Article 16(e) of the Articles of Association be expunged from the MEMART.

Motion 13 - That Article 18(7) of the Articles of Association be amended as follows, "The Deputy President shall be elected in rotation in the order of listing in the Articles of Association among the three categorizations of Engineering disciplines/Divisions of the Society in accordance with the electoral guidelines approved by Council."

Motion 14 - That Article 18(11) should be amended as follows, "Candidates for the post of Vice President shall be elected in rotation in the order of listing in the Articles of Association among the disciplines/Divisions in each of the three categorizations of Engineering disciplines/Divisions of the Society in consonance with the electoral guidelines approved by Council."

Moved by:
Engr. Olutosin Ogunmola, MNSE, PMP
Membership No.: 22777

Seconded by:
Engr. Abubakar Ishaq Jumare
Membership No.: 18105

31st July, 2021.

PROPOSED AMENDMENT TO NSE MEMART

PREAMBLE:

One key ingredient that promotes the development and growth of any professional society is unity. Unity is akin to teamwork: Together, everyone Achieves More. In the spirit of continuous improvement, the NSE has in the recent past reviewed the MEMART to make it more professional and also give a sense of belonging to all members irrespective of their zones of domiciliation. We achieved great strides in this endeavour by expanding the Vice Presidents office to six (6), such that each geographical zone is expected to produce a Vice President. Despite the lofty achievement, there remains one aspect yet to be resolved: the Office of the Deputy President.

The provisions of Articles 3(p) 3(q) and 3(r) may not empower all the Zones, particularly the minorities in the Northern and Southern Zones. The absence of equity and fairness will jeopardize the successes we have recorded so far. In the spirit of togetherness, fairness, and sense of belonging, we therefore propose the following amendments listed below for AGM's consideration/approval. Amendment to Article 3(q) shall also affect the provisions of Article 18(7).

In accordance with Article 51(1) we send the following articles for alteration of Articles so stated herein through the Executive Secretary to the forthcoming AGM for consideration/approval.

Kindly find below the proposed amendments.

That Articles 3(p), 3(q), 3(r) and Article 18(7) be amended viz:

Current Article

(p) "Two Geographical Zone" shall mean the Northern and Southern Zones of the Federal Republic of Nigeria comprising of the States listed as:

i. **Northern Zone:** Adamawa, Bauchi, Benue, Borno, Gombe, Jigawa, Kaduna, Kano, Katsina, Kebbi, Kogi, Kwara, Nasarawa, Niger, Plateau, Sokoto, Taraba, Yobe, Zamfara 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 rotate between the Northern and Southern Zones.

(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 Geographical Zones if that Zone falls within his jurisdiction of practice or residence.

(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.

18 ELECTION OF OFFICERS

(7) The Deputy President shall be elected in rotation from the Northern and Southern Zone of the country in accordance with the electoral guidelines approved by council.

Proposed amendment:

Article 3(p)

(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, 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, Zamfara 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.

3(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.

18 ELECTION OF OFFICERS

(7) The Deputy President shall be elected alternating between the Northern and Southern Zones of the country, and while in the 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.

Proposers

Engr. Iboroma Z. S. Akobo
NSE No. 5403

Engr. Ndifon M. Agbiji
NSE No. 28023

August 10, 2021

The President,
The Nigerian Society of Engineers

I ENGR. PRINCE RICHARD OGHOGONA, MNSE, C.ENG. CITIZEN OF THE FEDERAL REPUBLIC OF NIGERIA HERE BY SUPPORT THE MOTION MOVED AND SUBMITTED BY ENGR. PROF. YOUPELE ORUKALAMA BEREDUGO, KSC, MVE, OFR, FNGA, FNSE, FAENG. TO AMEND 2021 MEMART (CONSTITUTION).

Article 18 (7) of the 2021 MEMART (Constitution) of The Nigerian Society of Engineer as amended be further amended as follow:

"That the Deputy President shall be elected in rotation from the six geopolitical zones of the country in accordance to the electoral guideline approved by Council. And the rotation be carried out in the following order. South South, North Central, South East, North West, South West and North East respectively".

'Progress in impossible without change, and those who cannot change their minds cannot change anything in their entire Life'

Mr. President, change and innovation are the only things that are Constant. We are where we are today because the Almighty God is dynamic and is not Rigid or Static, hence, engineering is dynamic, evolving and innovating, therefore change is inevitable in the present dispensation. **The Law is made for Man not man for Law and this was justified by our Lord Jesus Christ(Mark 2: 27)**

The country has already been divided into Six (6) geopolitical zones; therefore the Rotation of The Deputy President of The Nigerian Society of Engineers (NSE) is inevitable and not negotiable, because other notable professional bodies has already adopted the process for equity, peace and justice to thrive.

Mr. President, bear in mind that each of the six geopolitical zones have their peculiar engineering challenges and problems. Therefore, each of the zones shall have one Engineer as Vice-President representing and coordinating the zone at the NSE Council. The Zones should have their conferences base on the engineering challenges in their zones before the AGM, and the outcome from these conferences shall form the key agenda of the NSE AGM and communiqué to the government of each of the zones should be developed and published for implementation. Mr. President, do not allow The Nigerian Society of Engineers (NSE) to disintegrate into fragments in your time, because the Founding Fathers will not be happy and forgive you wherever they are.

Thanks and God bless,

Engr. Prince Richard Oghogona, MNSE, CEng.

MOTION TO AMEND 2021 MEMART (CONSTITUTION)

PREAMBLE

Following dissatisfaction by members with the provisions for the election of the Deputy President, an EGM was called for 27 June 2019 to consider a Constitutional amendment namely that

The Deputy President shall be elected in rotation from the six geopolitical zones of the country in accordance to the electoral guidelines approved by Council.

The EGM was irregularly terminated by the then NSE President Engr. Tunde Mokuolu FNSE. Subsequently protests were submitted to the BOT which advised that this amendment be taken up at the 2019 AGM in Kano.

Unfortunately Council in an EGM adopted a new amendment of the Constitution to the effect that

The Deputy President shall be elected in rotation between Northern and Southern zones of the country in accordance to the electoral guidelines approved by Council.

Yet this did not address the burning issues. Some members are still dissatisfied with this amendment and we therefore wish to move a motion for the amendment of Article 18(7) as follows:

THE MOTION

Be it moved and it is hereby moved that Article 18 (7) of the 2021 MEMART (Constitution) of the Nigerian Society of Engineers as amended be further amended as follows:

"The Deputy President shall be elected in rotation from the six geopolitical zones of the country in accordance to the electoral guidelines approved by Council. And that the rotation be carried out in the following order South South, North Central, South East, North West, South West and North East."

Moved by:

ENR. PROF. YOUPELE ORUKALAMA BEREDUGO, KSC, MVE, OFR, FNGA, FNICE, FNSE, FAENG.

(1) Engr. DENIS A. A. DANIA, FNSE, from National Eng. Council, former Chairman.

NSE Port Harcourt Branch, Etc.

No: 10773 H.P. 26/07/2021