The Nigerian Society of Engineers
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ISO 9001:2015 CERTIFIED

# NOTICE OF THE 2026 ANNUAL GENERAL MEETING

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

## AGENDA

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

**Notice is further given that, following the Council's Emergency Meeting held on July 8, 2026 and its Meeting of September 10, 2026, twenty-nine (29) Special Resolutions proposing amendments to the Society's Memorandum and Articles of Association will be presented for consideration and approval at the Annual General Meeting.**

**Resolution No. 1: Amendment of Clause 3 - Objects of the Society**
To expand the objects of the Society to include ethical governance of Artificial Intelligence and emerging technologies, engineering entrepreneurship, innovation and technology-driven sustainable development.

**Resolution No. 2: Amendment of Article 3(p) - Definition of the Two Zones**
To replace the expression "Geographical Zones" with "Geopolitical Zones", clarify the composition of the Northern and Southern Zones and correct identified errors in the names of states.

**Resolution No. 3: Amendment of Articles 3(q), 3(r), 3(s) and 3(t) - Geopolitical Zones and Electoral Eligibility**
To harmonise references to geopolitical zones and clarify that eligibility to contest for Deputy President shall be restricted to qualified members whose State of Origin falls within the geopolitical zone whose turn it is to produce the Deputy President.

**Resolution No. 4: Substitution of Article 3 - Interpretation**
To replace the existing interpretation provisions with revised definitions, including provisions relating to the Board of Fellows, College of Fellows, Divisional Fellowship, Regulations, and the Two and Six Geopolitical Zones.

**Resolution No. 5: Amendment of Article 7(1) - Honorary Fellowship**
To revise the eligibility criteria and privileges applicable to Honorary Fellows, strengthen the integrity requirements and exclude serving holders of elective political office from eligibility for Honorary Fellowship.

**Resolution No. 6: Amendment of Article 8 - Fellowship and Divisional Fellowship**
To abolish Fellowship by invitation and introduce the Aging Pathway for distinguished senior engineering professionals; revise the requirements and procedures for Fellowship by application; establish provisions for Divisional Fellowship; and provide for eligibility, assessment, nomination, approval, fees, continued good standing, suspension and withdrawal of Fellowship.

**Resolution No. 7: Amendment of Article 12(1)(c) - Vice Presidents**
To replace "Geographical Zones" with "Geopolitical Zones" in the provision governing the election of Vice Presidents.

**Resolution No. 8: Amendment of Article 12(1)(d) - Executive Committee Members**
To replace "Geographical Zone" with "Geopolitical Zone" in the provision governing the election of Executive Committee members.

**Resolution No. 9: Insertion of a New Article 15(5) - Council's Powers over Fellowship**
To expressly empower Council to approve regulations and guidelines relating to Fellowship, Honorary Fellowship and Divisional Fellowship, and to exercise final authority over recommendations concerning their conferment.

**Resolution No. 10: Amendment of Article 18(7) - Rotation of Deputy President**
To replace "Geographical Zones" with "Geopolitical Zones" in the provisions governing the rotational election of the Deputy President.

**Resolution No. 11: Amendment of Article 18(11) - Election of Vice Presidents**
To replace "Geographical Zones" with "Geopolitical Zones" in the provisions governing the election of Vice Presidents.

**Resolution No. 12: Amendment of Article 18(12) - Election of Executive Committee Members**
To replace "Geographical Zones" with "Geopolitical Zones" in the provisions governing the election of the six other elected Executive Committee members.

**Resolution No. 13: Amendment of Article 19(4) - Tenure of Elected Officers**
To limit the tenure of Vice Presidents and elected Executive Committee members to a maximum of three terms in their respective offices.

**Resolution No. 14: Amendment of Article 21(1) - Meetings of the Society**
To provide for meetings of the Society to be held physically, virtually or in hybrid form, as determined by Council.

**Resolution No. 15: Insertion of a New Article 21(3) - Virtual and Hybrid Meetings**
To authorise physical, virtual and hybrid meetings of the Society's General Meetings, Council, Executive Committee, Boards and Committees, and recognise electronic participation for quorum, voting and other meeting purposes.

**Resolution No. 16: Amendment of Article 22(1) - Annual General Meetings**
To permit Annual General Meetings to be held at a physical venue, through electronic or virtual means, or in hybrid form, as determined by Council.

**Resolution No. 17: Amendment of Article 23(4) - Extraordinary General Meetings**
To permit Extraordinary General Meetings to be held at the National Secretariat, another venue, virtually or in hybrid form, as determined by Council.

**Resolution No. 18: Amendment of Article 24(1) - Quorum at General Meetings**
To recognise members participating through Council-approved electronic or virtual means as present in person for the purpose of determining quorum.

**Resolution No. 19: Amendment of Article 24(2)(i), (ii) and (iv) - Council Quorum**
To increase the quorum for regular Council meetings from 20 to 40 members, revise the quorum requirements for specified matters and provide for rescheduling of such matters.

**Resolution No. 20: Amendment of Article 24(2) - Electronic Participation at Council Meetings**
To recognise members participating through approved electronic or virtual means as present for the purpose of determining quorum at Council meetings.

**Resolution No. 21: Amendment of Article 26 - Voting Procedures**
To provide for voting physically, electronically or by proxy where permitted, including the use of electronic voting systems approved for the meeting.

**Resolution No. 22: Insertion of a New Article 29(4) - Meetings of Governing Bodies**
To authorise physical, electronic, virtual and hybrid meetings of Council, the Executive Committee, Boards and Committees, with full participation and voting rights for members participating electronically.

**Resolution No. 23: Amendment of Article 33(1) - Board of Trustees**
To permit Council, where insufficient eligible Past Presidents are willing or available to fill a vacancy, to appoint a Past President who has previously completed a term on the Board of Trustees for one additional term not exceeding three years.

**Resolution No. 24: Amendment of Article 34 - Board of Fellows**
To revise the provisions governing the establishment, composition, qualifications, functions and tenure of the Board of Fellows, its relationship with the College of Fellows, and its oversight of Fellowship-related matters.

**Resolution No. 25: Amendment of Article 43 - Common Seal and Execution of Documents**
To restructure the provisions governing the Common Seal and permit electronic execution of documents and electronic signatures where allowed by law.

**Resolution No. 26: Amendment of Article 45(1) - Code of Engineering Conduct**
To make a consequential textual correction by capitalising "The" in the official name of the Society.

**Resolution No. 27: Amendment of Article 45(1)(e) - Participation in Engineering Design Competitions**
To restrict members who have prior knowledge of or access to confidential information relating to an engineering design competition from participating in that competition, subject to the provision concerning the appointment of an assessor.

**Resolution No. 28: Amendment of Article 50(2) - Removal of Elected Officers**
To correct the cross-reference to Article 50(1)(a), (b) and (c) concerning the removal from office of elected officers of the National Executive Committee.

**Resolution No. 29: Amendment of Article 51(1) - Alteration of Articles**
To update the reference to the Companies and Allied Matters Act from the 1990 Act to the Companies and Allied Matters Act, 2020.

**ACCESS TO THE FULL TEXT OF THE PROPOSED AMENDMENTS**

The complete text of the twenty-nine (29) proposed Special Resolutions, including the existing provisions and proposed amendments, is available on the Society's official website on: **https://nse.org.ng/downloads-2/2026-agm-notice/**

Members are advised to review the full document before the Annual General Meeting to enable them to make informed contributions and decisions on the proposed amendments.

**BY ORDER OF COUNCIL**



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