

COMPANIES AND ALLIED MATTERS
1990
COMPANIES LIMITED BY GUARANTEE
AND NOT HAVING SHARE CAPITAL
MEMORANDUM OF ASSOCIATION OF
NISET LTD/GTE

1. The name of the society shall be **NISET LTD/GTE** (Hereafter call “The Society”).
2. The Registered office of the society will be situated in Nigeria.
3. The objectives for which the society is established are:
 - i. To provide a central organization for Engineering Technicians in Nigeria.
 - ii. To generally do such things as may from time to time be necessary to maintain a strict standard of professional ethics amongst engineering technicians in Nigeria.
 - iii. To promote, protect, encourage and maintain a high standard of studies in technical education and practice, thereby encouraging greater efficiency amongst its members.
 - iv. To represent to the Government in Nigeria, the views of the society on any subject of concern or interest to Engineering Technicians in Nigeria, and if considered worthwhile to join with any other similar professional body or bodies in submitting such representation.
 - v. To represent to individuals, or any other bodies or organization, the view of the society on any subject of concern or interest to Engineering Technicians in Nigeria on appropriate subjects on which the views of the society may be invited.
 - vi. To provide a body to which Government or other official or unofficial authority or organization in Nigeria can have recourse for advice, assistance or the expression of views on any subjects of concern or interest to Engineering Technicians in Nigeria.

- vii. To facilitate the development and acquisition of Engineering Techniques by conducting visits to places of technical interest, reading technical papers, holding meetings, seminars, conferences, publishing books, journals, and periodicals on technical matters.
- viii. To subscribe 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.
- ix. To conduct seminars, conferences, workshops, meetings, courses, symposia, and role-playing exercises on any technical topics and subjects in Nigeria or elsewhere.
- x. To organize assemblies, shows, exhibitions, workshops, and similar activities in Nigeria or elsewhere in areas of Engineering Technique.
- xi. To promote merit and proficiency among members, non-members in all areas of engineering technology, by conferment of any forms of awards, honours, designations, acronyms and appellations considered necessary by the society from time to time, to deserving members of the society and the deserving persons in Nigeria or elsewhere.
- xii. To amalgamate, take over, merge or cooperate with any existing bodies in Engineering Technology, Institutions and or organizations in Nigeria or elsewhere having objectives similar to those of the society.
- xiii. To admit members in the grades specified by council for The Regulation of Engineering in Nigeria (COREN), and as specified as well in the Articles of Association of the society, and authorize the use of membership designations stated thereto.
- xiv. In pursuance and furtherance of the above objectives, the society shall open and create offices, secretariats, bureaus, syndicates, boards, committees, councils, panels and other units considered necessary from time to time in any part of Nigeria or elsewhere.
- xv. To employ administrative, technical and other forms of supporting staff for the day to day management of the affairs of the society and to set out the appropriate working conditions for the management of such labour force.

- xvi. To charge fees considered necessary from time to time for the membership registration, examinations, publications, seminars, workshops, conference and all other services of the society.
- xvii. To amend, review and or alter this memorandum as the need arises in accordance with the provisions of the companies and Allied matters decree.
- xviii. To inspect, visit, evaluate and recognize institutions (private or public) offering courses leading to the examinations of the society in Nigeria or elsewhere.
- xix. To grant scholarships to outstanding students of technical studies in any engineering field in technical schools, and tertiary institutions either in Nigeria or elsewhere.
- xx. To publish books, technical journals, pamphlets, manuals, newsletters, etc. on technical and engineering technology issues, and to disseminate information on same issues to members.
- xxi. To conduct examinations for students in all areas of engineering at their engineering technicians level, and issue result slips, certificates, and diplomas to all successful candidates.
- xxii. To promote and pursue research in technical practice with particular reference to local needs and conditions. To form companies and or enter into joint ventures or partnership with other establishments for the promotion, enhancement and advancement of the objectives of the society.
- xxiii. To study and resolve the professional problems confronting its members.
- xxiv. To nominate any member or members as arbitrators, panelists, investigators, auditors, expert witness or specialist advisers, when called upon to do so.
- xxv. To assist dependants of deceased financial members including their widows or widowers, and to appoint a treasurer and distributor of any benevolent fund or funds which may be contributed by members or others for these purposes or any of them, and subject to the provisions of paragraph four (4) (prohibiting payments being made to members) to make any constitution out of the surplus,

assets or income of the society from time to time to any benevolent fund or founds.

- xxvi. To purchase, hold, lease, let mortgage, sell, improve, or otherwise acquire and dispose of any moveable property and any rights or privileges, which may be necessary or convenient for the advancement of any of the objectives of the society.
- xxvii. To invest and deal with the monies of the society not immediately required, profitably.
- xxviii. To borrow money where and when necessary for the promotion of any of the set objectives of the society.
- xxix. To apply or petition against or for any legislation, parliamentary or otherwise that would further enhance the objectives of the society.
- xxx. To do all or any of such lawful things as are incidental or conducive to the attainment of the objectives and generally to further the technical profession in Nigeria as well as enhance the status of Engineering Technicians in Nigeria; PROVIDED that the society shall support with its funds nor endeavor to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an objective of the society would make it a Trade Union.
- xxxi. To maintain and enhance links with National, International, and Multinational Organizations and bodies to promote any of the objectives of the society.
- xxxii. To collaborate with industry, commerce, academic, and other of such national and international bodies as may be necessary or convenient for the advancement of the objectives of the society.
- xxxiii. To watch over, promote and protect the mutual interests of members of the society and to give them advice.
- xxxiv. To establish branches and zonal offices of the society in all states, regions of the federation respectively, with branches in states and chapters at all Local Government Areas or at any other suitable towns in Nigeria or elsewhere.

4. **INCOME AND PROPERTY**

The income and property of the society whensoever derived shall be applied solely towards the promotion of the objectives 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 servant 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 society being wound up while he/she 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 cost, charges and contributions among themselves, such amount as may be required not exceeding N2,000.00 (Two Thousand Naira) so however that the total amount to be contributed by all the members shall not be less than ₦10,000 (Ten Thousand Naira).

7. If, upon the winding up of a company limited by guarantee one remains after the discharge of all its debts and liabilities any property of the company, the same shall not be distributed among the members but shall be transferred some other company limited by guarantee having objects similar to the objectives of the company or applied to some charitable object and such other company or charity shall be determined by the members prior to dissolution of the company.

Dated the _____9th_____ Day of _____September_____ 2004

WITNESS TO THE ABOVE SIGNATURES:

Name: Engr. Prof. R. I. Salawu, FNSE

Address: University of Lagos
Dept. of Elect/Elect
Unilag, Akoka, Lagos

Occupation: Engineering

COMPANIES AND ALLIED MATTERS 1998
COMPANIES LIMITED BY GUARANTEE
AND NOT HAVING SHARE CAPITAL
A SHARE CAPITAL
ARTICLE OF ASSOCIATION
OF
NISSET LTD/GTE

1. The provision of tables A & B in the first schedule to the companies Decree shall not apply to the society.
2. In these articles , unless the context requires otherwise: a – k
 - i. Words in the singular include the plural vice versa.
 - ii. Words importing the masculing gender include the huminime gender and vice versa.
 - iii. The word “month” means calendar month.
 - iv. “The Office” means registered office of the society.
 - v. “Seal” means the common seal of the society.
 - vi. “The Society” means the Nigerian/Society of Engineering Technicians.
 - vii. “The Executive Council” means members for the time being of the Council hereby constituted.
- h. “In Writing” means written or printed, or partly printed.
 - i. “The General Secretary” means the full time member 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.
- j. “The Executive committee” means members for the time being of the committee hereby constituted.
- k. “Division" means a Division of the Nigeria society of Engineering Technicians and shall include any institute, institution, society, chapter or other entity however called, which has been so recognized by the Executive council.
1. These Articles shall be construed with reference to the provision of the companies Decrees No. 1 1990 and terms used in these Articles shall

be taken as having the same respective meanings as they have when used in that companies Decree 1990.

- m. The purposes of the society have been clearly set out in clause three (3) paragraphs (i-xxxiv) of the memorandum of Association.

MEMBERSHIP

- 5. The guarantors 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.
- 6. The society for the purpose of registration is declared to consist of **Unlimited Number Of Members**
- 7. Membership herein after implies to means all grades of members.
- 8. The society shall have corporate members and affiliates as follows:
 - i. Corporate Members**
There shall the two (2) grades of membership
 - a) Members
 - b) Fellows
 - ii. Affiliates**
There shall be four grades:
 - a. Associate
 - b. Students
 - c. Graduates
 - d. Honorary fellows.
- 9. Any person who desires to be admitted in to the society shall make a formal application to the society on the prescribed (Niset Form 1) and shall state under what grade he seeks, admission as provided under these Articles. Each application must be supported by a recommendation of two **CORPORATE MEMBERS**. The council may require any person seeking admission to pass such examination as the council may prescribe or specify.

The council if satisfied that the candidate is not disqualified for any other 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.

AFFILIATES

10. STUDENTS:

A person seeking student Affiliateship shall possess acceptable basic education or be undergoing a regular course of study in Engineering in an approved technical institution, of a duration not less two years, leading to the award of National diploma or its equivalents in a university, Polytechnic and College of Technology whose curriculum is approved by the council in respect of education in technical studies.

11. GRADUATE:

A person seeking graduate Affiliateship shall have passed the final examinations of the technical institute or undergone a regular course of study in technical studies of a duration not less than two years in a University, Polytechnic, College of Technology, or technical school whose curriculum is approved by the council and completed such a course successful or satisfied the requirements of other engineering societies approved by the council in respect of technical studies and shall at the time of admission be actually engaged in the profession of engineering.

12. HONORARY FELLOW:

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 fellow so long as his name is on the register as such. They shall either be distinguished persons, who from their positions have been or are able to render assistance in the prosecution of public works, or in the teaching of subjects in engineering, or persons eminent in science and experience in pursuits connected with the profession of engineering. Any person so elected shall receive a scroll denoting his 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.

**13. CORPORATE MEMBERS:
ASSOCIATE**

A person seeking election, as an associate member of the society shall possess an academic qualification at the level of a technical college diploma in the sciences allied to technical education or other qualifications approved by the council of the society, such as the final examination certificate of the society. In addition the person shall have been engaged in work related to the practice of teaching of subjects in engineering for a minimum of not less than 5 years.

14. MEMBER

A person seeking membership of the society shall be actually engage in the technical profession and shall have satisfied articles 9,10, and 11 of the articles of association and in addition shall have at least 3 year practical experience including satisfying the council in a professional interview and /or written examination.

15. FELLOW

Election to fellowship of the society shall either be by invitation of the executive council of the society or by direct application by a member,

- a) A person to be invited to fellowship of the society shall normally have had not less than 15 years of practical experience in the engineering industry or in the teaching of engineering and shall have satisfied the requirements of articles 11 and 14. In addition, such a person shall have met one of the following conditions.
 - i. Have rendered valuable and selfless services to the society over a period of time.
 - ii. Have been outstanding-in his field of engineering. By outstanding; is meant that such a person must be a widely acknowledge authority in his field.
- (b) A person seeking fellowship of the society by application shall have had not less than ten 10-year experience in the practice or teaching of engineering and shall have satisfied the requirements of articles 11 and 14. In addition, he shall meet one or all of the following condition:
 - i. Submit a dissertation containing valuable statistics in engineering in this country.

- ii. Submit a dissertation or thesis on original solution to a particular problem in engineering in Nigeria.
 - iii. Submit a dissertation adjudged by council to be a worthwhile contribution to the knowledge of engineering in the country.
16. No person shall be admitted or elected a member/affiliate of the society in any class unless he is first approved by the council. 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 this article for election to the grade to which he is desirous of being transferred.
- a) **Certificate Of Membership:** Every person who has been duly elected member/associate member and fellow or transferred from one grade to another shall be informed without delay by letter - (NISET Form 2). Enclosing an acceptance (NISET form 3). The person elected or transferred shall sign and return this acceptance form to the executive secretary together with the enrolment or transfer fees and annual subscription for the current year within two months after the date of election or transfer which otherwise shall become void.
 - b) Every corporate member who has complied with article 17 and made proper payments shall receive a membership certificate and use appropriately after his names the following designators letters:
 - i. Fellow — FNISET
 - ii. Member — MNISET
 - iii. Associate — ANISET

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.

- c) Admission 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.
17. Every member or affiliate shall be bound to further, to the best of his ability, the objectives, interests, and influence of the society.

18. ENROLMENT FEES AND ANNUAL SUBSCRIPTION

- a. The enrolment fee, Transfer fee, annual subscriptions, other levies and Benevolent Hind subscription shall be fixed from time to time by the council and the council may on the grounds of advanced age, long sustained or approved incapacity remit subscriptions of such members as deserve such remission.
- b. Every member/affiliate whose subscription is six months in arrears shall be notified of this in writing and the fact reported to council and if subscriptions are still in arrears after three months, the member shall lose his rights and other privileges and shall be so notified. If subscriptions are in arrears for one year the member /affiliate shall forfeit his connection with the society, and shall be so notified.

19. FINANCIAL PERIOD

The financial period of the society shall end on 31st day of December each year and all subscriptions shall be due on the 1st day of January each year.

Where the date of admission of a member falls after the 30th day of June, only one half of the appropriate annual subscription shall be payable by such a member for that year.

20. RIGHTS AND PRIVILEGES

Members shall enjoy such rights and privileges as the council may from time to time prescribe. The rights and privileges of every member /affiliate of any grade shall be personal to himself and shall not be transferable by his own or by operation of law.

21. A member/affiliate which expression shall include the student, the graduate, and associate, a corporate members, 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 expiration of the notice, he shall cease to be a member/affiliate.
- b. If he fails to prove to the satisfaction of the council within 3months of being called on by the executive secretary forwarded by registered post or recorded delivery to his last registered address a statement in writing to do so that he is qualified to remain a member under article 10,11, and 13 as appropriate.

- c. If the sum due from him to the society is not paid within six (6) months of a notice in writing by the secretary general requesting payment of such.
- d. On the passing of a resolution of the council expelling him from the society because he is guilty of any conduct which is considered by the council as dishonorable or derogatory to the profession or society or calculated to be prejudicial to the attainment of any of the objectives of the society. Any member expelled under this clause shall be notified of such action by the secretary general in writing according to (NASET form 6).

Provided that a member /affiliate who resigns under sub-clause (c) of this article shall nevertheless remain liable for the amount of his annual subscription for the current year. Provided further that any member /affiliate ceasing to be a member /affiliate under sub-clause (c) of this article may within one month of the notification of the council's decision appeal to the society in a general meeting and at such general meeting, a two-third majority of the members of the society who are present and vote to do so in favour of allowing the appeal, the member /affiliate shall be reinstated, after paying all subscription due from him.

- 22. A person who has ceased to be a member/affiliate may apply for reinstatement and an unsuccessful candidate for admission or election or re-election may renew his application from time to time provided that a person who has ceased to be a member/affiliate for any reason other than given in sub-clause (c) of article 21 shall not apply for re-election within two years of the date of such cessation of membership provided further that no application for election or re-election shall be renewed within a year of the previous application.
- 23. 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 their discretion to any meeting of the society whilst a question relating to his suspension or the cessation of his membership is being discussed. 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.

24. No member /affiliate shall be expelled under article 20 or suspended under article 23 except in pursuance or a resolution passed at a meeting of the council at which not less than two-thirds of the members of the council present who vote to do so in favour of the resolution. Any member/affiliate who become bankrupt or either individual or as a partner in a firm, compounds with his creditor or is lawfully certified to be insane may at the discretion of the council be excluded from membership but shall in that event nevertheless remain liable for any sum due from him to the society.

25. **OFFICERS**

The society shall have the following officers who shall be financial corporate members as defined in articles 8 (i).

- a) The National President
- b) National Vice President
- c) National Secretary General
- d) National Treasurer
- e) Assistant National Treasurer
- f) National Financial Secretary
- g) Assistance Financial Secretary
- h) National Technical Secretary
- i) Assistant National Technical Secretary
- j) Public Relation Officer
- k) Assistant Public Relation Officer
- l) Committees Chairmen
- m) Branch Chairmen
- n) Branch Secretaries
- o) Divisions Chairmen
- p) Divisions Secretaries

And such other officers as the annual general meeting may from time to time approve.

26. **DUTIES OF OFFICERS**

- a) **The President:** The president shall take the chair of all meetings of the society and of the council at which he is present, and shall regulate the proceedings or in his absence a vice-president or in the absence of both, the secretary general or any other member of the society present at the meeting who may be elected by the majority of other members present.
- b) **The Secretary General:** The secretary general shall be under the control of the executive council and shall attend all its meetings, keep a correct record of its proceedings, conduct all correspondence of the

society and executive council and other committees, sees that all applications for membership are properly submitted as prescribed by these articles and that all notices required to be sent under these articles are duly and properly sent.

- c) **The Assistant Secretary General:** The assistant secretary general shall be under the directives of the secretary general to assist the secretary general in the performance of his duties.
- d) **The Technical Secretary:** The technical secretary shall be responsible for and direct all activities connected with the reading of technical papers, and arrangements of visits to places of engineering interest and publications of articles, journals and other periodicals. In the absence of the technical secretary, the assistant technical secretary will deputized and assist in the duties of the technical secretary.
- e). **The Publicity Secretary:** The Publicity secretary shall:
 - a. Be responsible for and direct all activities designed to promote publicity for the society.
 - b. Act as liaison between this society publicity agencies, and the general public. The assistant publicity secretary shall assist the publicity secretary and assists in its duties, in his absence.
- f. **The Treasurer:** The treasurer shall collect enrolment fees, subscriptions, and other funds occurring to the society and make the necessary disbursements as the same respectively fall due and be entrusted with the custody of the title deeds, securities; and other vouchers and any such, documents belonging to the society which the council may from time to time authorize to be kept in his custody. And the assistant nets in his absence.

27. **THE COUNCIL: COMPOSITION:**

There shall be a National executive council of the society (in these articles referred to as the “council” which shall be the governing body of the society and

- i. Shall consist of corporate members and comprised of the following;
 - a. All elected officers of the society
 - b. The immediate past president (I. P. P)
 - c. Branch chairmen or their representatives
 - d. Chairmen of divisions or their representatives ’
 - e. The chairman of the society’s board of fellows

- f. The representative of the committee of heads of polytechnics, and colleges of technology (COHEADS)
- g. Acknowledged representative of the council for the regulation of engineering in Nigeria (COREN)
- h. Four (4) representative of the corporate firm members.
- i. Two (2) representatives of the organized private sector.
- j. One (1) representative of the federation of building and civil engineering contractors (FOBAACEO) up to six (6) members co-opted by council.
- k. President of the society of consulting engineering technicians of Nigeria (SOCETON)
 - ii. A past president shall have a right of attendance at all council meetings but shall have no voting rights or count towards determination of quorum at council meetings.
 - iii. The named organizations shall be given not later than October 31st of the year prior to the annual general meeting to submit the names of their nominees.
 - iv. The council shall decide the number of times and dates of meetings in a year.
- 28. The executive 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 possible means for the advancement of the objectives of the society; provided for properly conducting the business of officers, and to arrange so far as they deem it expedient for the publication of such papers and documents as may be calculated to advance professional knowledge and promotion of technical practice.

29. **EXECUTIVE COMMITTEE**

There shall be an executive committee of the society, which shall have responsibility for overseeing the management and administration of the society's affairs, and shall consist of all elected officers and six (6) unofficial members. The executive committee shall meet at least 3 times in a year.

30. STRUCTURE

i. SECRETARIAT

- ii. The National secretarial of the society shall be in ABUJA the federal capital or any other place as the annual general meeting may from time to time prescribe.
- b. The society shall maintain a secretariat with an administrative officer for its day-to-day running under the supervision of the secretary.
- c. The secretariat shall be staffed by employees with expertise in their various disciplines.

ii. BRANCHES /DIVISIONS

- a. Council shall have power to establish branches of the society in such places as it may decide and to recognize or establish division for the promotion of any field of technical profession. Council shall frame the constitution, objectives, bye-laws and regulations of such branches and divisions and shall have power to vary same from time to time as it deems fit, subject to these memorandum and articles of the society.
- b. The number of members to be established, as a branch shall not be less than (10).
- c. The number of members to be established as a division not less than 20.
- d. Council shall have power to recognize students of accredited faculties/colleges/schools of engineering of Nigerian universities, polytechnics, colleges of technologies and technical schools, into chapters of the society and affiliated branch.
- e. Council shall have power to dissolve a branch, division or chapter, in accordance with the constitution Bye-laws, and regulations of the society.

31. ELECTION OF OFFICERS

- a) The election of the National president shall be by secret ballot from among members at the annual general meeting (AGM) of the society. Candidates must never be in arrears in the payment of their annual subscription.

- b) The election of National vice-president, officers and six other members of the executive council shall be by secret ballot at the annual general meetings from among financial corporate members who are Nigerians and whose subscriptions and dues are not in arrears.
- c) Candidates who are eligible for elections as National vice president must have acted on the executive council for at least two years.
- d) Nomination for election to the executive council shall be at the AGM. The nominee shall complete the prescribed form duly signed by him at the AGM.
- e) Absent corporate member at the AGM shall not be eligible to stand for elections.
- f) Representatives on executive council shall be nominated by their respective sponsoring bodies.

32. **TENURE**

- a) The president shall hold office for two (2) years and shall be qualified for re-election for a second term only.
- b) In the event of the National president ceasing to hold office before the expiration of his term, the vice president shall complete the term and serve his own term as National President, if elected at the following AGM.
- c) All members of council including the president and vice president shall have tenure of two years but shall be eligible for re-election provided that no member may serve as National president and National vice president for more than two consecutive terms.

33. **COUNCIL POWERS AND PROCEEDINGS**

Except where otherwise provided every decision of the executive council shall be by simple majority of those present, each member present having one vote and in the event of an equality of votes the president shall cast a vote in addition to his original vote as a member of the executive council.

34. Minutes of the proceedings of the executive council and of the attendance of members shall be recorded in a book kept for the purpose and shall be signed by the president at the next succeeding meeting.
35. The executive council may act and exercise all its power notwithstanding the occurrence of a vacancy in their number.
36. 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) two-third 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 objectives 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 (7) members of council appointed for that purpose, subject to the quorum
37. For the purpose of article 21 (d), the executive council cannot act in the absence of more than one third (1/3) of its members; but for other purposes, live members of the executive council personally present shall form a quorum.
38. All acts done by the executive council or by any committee appointed by the executive council or by any members of the executive council or by its agents shall be valid notwithstanding the subsequent discovery of some defects in their or his appointment, provided such acts are performed in good faith.
39. A member of the executive council may resign at any time by giving a written notice to secretary to council and without, prejudice to his re-election, his office shall become vacant on his resignation.
40. The Executive Council may in its absolute discretion either fill occasional vacancies in the executive council without waiting for a General Meeting or call a general meeting to decide on filling of the vacancies until the next Annual general meeting. Any person appointed by the Executive Council to fill a vacancy shall hold, office only until the next general meeting follow his appointment.

41. **GENERAL MEETINGS**

The first general meeting shall be held at such time not less than one month or 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 meetings. All meetings shall be held at a place to be determined from time to time by the council.

42. **ANNUAL GENERAL MEETING (AGM)**

The society shall hold its AGM once in a year at any place the council may prescribe. The purpose of the AGM shall be to transact the business of the society, the elections of the National president, the National vice president, and other elected members of council (where applicable), the appointment of one or two auditors and authorizing council to fix remuneration and for receiving and adopting the accounts of the society and auditors, and report of the executive council on the past year's transactions and for discussing any other matter incidental to the profession.

43. Written papers of professional interest shall be heard and discussed at one or more Annual general meetings of the society the Divisions and Branches each year.

44. Any member wishing to bring before any General meeting a motion not relating to business specified in Article 42 shall submit such motion to the Secretary to the Council not later than 30 days before the date of the General Meeting. No such motion shall be put before an AGM unless notice has been so given. Copies of all such notices shall be posted to each member at his last registered address at least 14 days before the date of the meeting.

45. At least 30 days before the date fixed for each AGM, the Secretary to the Council shall send a notice by post to every member of the Society at his registered address specifying the time, date, and place fixed for the meeting.

46. **EXTRA-ORDINARY GENERAL MEETING:**

(a) An Extra-ordinary General Meeting may, at any time, be called by the Executive Council. An Extra-ordinary General Meeting can also be called by the Executive Council when it is requested to do so by not less than 75%. Corporate financial members provided that such members either jointly or

severally submit to the Secretary to the Council their request in writing signed by all of them stating in full the objectives for which the Extra-ordinary meeting is required to be called.

- (b) If the Executive Council on being requested to call an Extra-ordinary meeting in accordance with Article 46 fails to do so. For more than 28 days, the requisitors may themselves call the meeting in a manner to that given for Annual General Meetings.

47a. 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 meetings.

- (b). All Extra-ordinary General meetings shall be held at the National Secretariat except where council shall decide otherwise.

48. No business shall be transacted in any meetings of the Society except such as has been specified in the notice convening it or in any subsequent notice issued in accordance with these Articles.

49. All business transacted at an Extra-ordinary General meeting shall be deemed special.

50. **QUORUM**

(a) **GENERAL MEETINGS**

The quorum for an Annual or Extra-ordinary General meeting shall be 25 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. (a) If an Extra-ordinary General meeting be dissolved

- b. **COUNCIL**

- d) The quorum for a regular meeting of Council shall be 15 at the commencement of business

- iii In the absence of a quorum one hour after the scheduled commencement of meeting, the meeting shall be rescheduled.
 - iv. For the purpose of this section the subject may be re-scheduled twice after which a quorum of 10 shall apply.
51. A General meeting may be adjourned by the president 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.
52. **VOTING**
Subject to a poll being demanded as hereinafter mentioned, every question shall be decided by a simple majority of the members personally or by proxy voting by show of hands except such matters are required by the Decree to be decided in any other matter. In case of equality of votes the president shall cast a vote in addition to his vote as a member. The declaration of the president, subject to a poll being demanded that a resolution carried or not carried as the case may be an entry to that effect in the minutes of the meetings shall be sufficient evidence of the result of any vote on any resolution.
53. A poll may be demanded by the ‘Chairman or by not less than fifty (50) members personally present and not a proxies at a general meeting, and on such poll being demanded, the president shall immediately cause the resolution or amendment or which the poll is demanded to be reduced to writing and voting papers, containing such resolution or amendment shall be issued by the Secretary to Council within seven (7) days of the meeting and returned to him not later than (21) days after the meeting and the result of the poll shall be deemed the resolution of the General Meeting at which the poll was demanded. The demand for a poll shall not prevent the meeting continuing to transact business.
54. **VOTING AT GENERAL MEETINGS**
Every Corporate Member shall have one vote at every General meeting at which he is present either personally or by proxy, provided that his subscription is not in arrears. In the event of an equality of votes, the president shall cast a vote in addition to his original vote.

55. **PROXY**

A Corporate Member may appoint another corporate member as his proxy to vote on his behalf at any General meeting. Every instrument of proxy which shall be in the prescribed (NASET form 7) shall be signed and deposited by the appointer at the office of the society, of least 48 hours before the time appointed for the meeting. At any General Meeting, a member should not hold proxy for more than two (2) members.

56. No objections shall be made to the validity of any vote except at the meeting or poll at which such vote is tendered and the president of the meeting shall be the sole and absolute judge of validity of every vote tendered and vote not so disallowed shall be valid.

57. **COMPOSITION OF BOARDS AND COMMITTEES**

a) The Executive 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 National President or in his absence, the National Vice President and the Secretary Officio members of every committee.

b) Unless otherwise prescribed, every Board or Committee shall continue in office until the first meeting of the executive Council after one year has elapsed since its appointment, and at such meeting, the Executive 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.

c) The terms of reference and duration of office of all committees shall be prescribed by the Executive Council.

d) A Board or Committee may ordinarily consist of not less than three (3) and not more than seven (7) members.

e) 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 Executive Council. The recommendations of all Boards and Committees shall be placed before the Executive Council.

58. **CALLING OF COUNCIL, COMMITTEE AND BOARD MEETINGS**

The Secretary to Council or Committee or Board as the case may be, shall at the request of the National President or in his absence, the National Vice President, or the president, as the case may be, or at the request of not less than 50 percent of the members of the Council or the Committee or of the Board, call a meeting of the Executive Council or the Committee or Board and shall (unless otherwise unanimously agreed), give not less than 14 days notice of such meeting to all members of the Executive Council or such committee or Board specifying briefly in such notice, the agenda of the meetings.

59. The Executive Council and any Committee or Board meeting may adjourn at pleasure for such time and to such places as the members present may determine.

60. The Executive Council shall conduct its meetings in accordance with these Articles and subjects thereto in such manner as it may decide.

61. **MINUTES**

The Council shall cause minutes to be kept 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 all members of the society at reasonable times.

62. **APPOINTMENTS**

(a) The Executive Council may at its discretion appoint and remove the administrative officer and other employees and agents of the society on such terms and conditions as it thinks fits.

(b) The Council, on the recommendation of the Executive Committee, shall determine who shall represent the society on any outside bodies or Government Councils, Boards and Agencies.

63. **BOARD OF TRUSTEES**

(a) The Executive Council shall appoint a Board of Trustees of five (5) members including the president who shall be immediate past president. At least, two other members of the

Board shall be past presidents whilst the others shall have been members of the society.

- (b) The tenure of members of the Board of Trustees shall be three (3) 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.
- c) The Board of Trustees shall act as custodians of the assets and objects of the society and shall not be limited in exercise of its discretion to ensure that the assets of the society are judiciously and economically applied in achieving the objectives of the society.

64. INDEMNITY

- a) All members of the Executive Council, or any member of 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 willful act or negligence.
- b) A member may be entitled to seek legal assistance from the society in the event of prosecution for acts done in the course of his professional duties and for the protection of his professional rights but not for damages or prosecution arising from his willful negligence.

65. A trustee or member of Council on being lawfully certified insane or being suspended from membership shall immediately cease to be a trustee or member of council, but all acts done by him prior to the entry of his disqualification in the minutes of the Executive Council shall be valid.

66. AUDITOR

One Auditor for the ensuing year shall be appointed at each Annual General meeting. The auditor shall have access at reasonable times to the accounts of the pecuniary transactions of the society and he shall certify and sign the Annual statement of the accounts before it is submitted by the council to the AGM

67. **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 took place and of the assets, credits and liabilities of the society.

68. True accounts shall be kept of the sums of money received and expended by the society and the matters in respect of which such receipts and expenditures took place, and or 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 inspection by the members, 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 properly qualified auditors.

69. **FUNDS**

Proper books shall not be deemed to be kept if there are no such books kept 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.

70. The funds of the society shall be banked in the name of the 'The Nigerian Society of Engineering Technicians', with such bank or banks as the account shall be operated by the signatures of any two of the following officers -The National President Treasurer, and financial Secretary.

71. **LIBRARY**

The society shall maintain a reference 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.

72. **REGISTER OF MEMBERS**

The Council shall cause a Register of members to be kept containing the names of all persons who are members of the society, the dates on which they become and (where applicable) cease to be members, the nature of the members business and his last known address. The Register shall be opened for inspection by members' at all reasonable

times, and shall be published as an official Register once every two years.

73. 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 National President, and Secretary General or such other persons as the council may appoint for, that purpose, and the National President or the Secretary General or such others persons so appointed by them 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.
74. **WINDING UP**
The provisions of clause six (6) 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.
75. If upon winding up or dissolution of the society there remains after the satisfaction of all its debts and liabilities, any property whatsoever such property shall not be paid to or distributed among members of the society, but shall be given to some charitable organizations.
76. **ALTERATION OF ARTICLES**
These Articles may not be altered or amended except 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 (3) months, notice or same to the Secretary General who shall circulate the notice to all members of the society and in accordance with the companies and Allied Matters Decree 1990.
77. 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.
78. **CODE OF CONDUCTS FOR ENGINEERING TECHNICIANS**
Every member is expected in his general conduct to uphold and enhance the honour and dignity of the Technical profession and the

reputation of the Nigerian Society of Engineering Technicians (NISSET), and to act always in the public interest;

- i) A member shall make available his professional knowledge and experience in accordance with this code as an adviser, or a salaried employee, or a teacher of Technical studies, or in design, or manufacture, or construction as a faithful agent and trustee of his client, employer, or other people connected with the works,
- ii) 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.
- iii) It shall be considered unprofessional and inconsistent with honorable and dignified conduct and contrary to the public interest for any member of the society:-
 - (c) To exert undue influence or to offer, solicit or accept compensation for the purpose of effecting negotiations for a technical job.
 - (d) To use the advantages of a salaried position to compete unfairly with other Engineering Technicians.
 - (e) To accept remunerations for services rendered other than from his client or his employer.
 - (f) To attempt to supplant another Engineering Technician for (the same client except with the knowledge of such Engineering Technician, unless such Engineering Technician's engagement on the work which is subject to review has been properly terminated.
 - (g) To attempt to injure, falsely or maliciously the professional reputation, business, or employment position of another Engineering Technician.
- iii. A member shall not take part in a competition involving the submission of proposals and designs for Technical work unless an assessor who shall be an Engineering Technician of acknowledged standing has been

appointed, to whom all such proposals and designs are to be submitted for adjudication.

- iv. On Technical works in a foreign country, the member may adapt his conduct according to the professional standards and customs of that principles of this Code of Conduct.