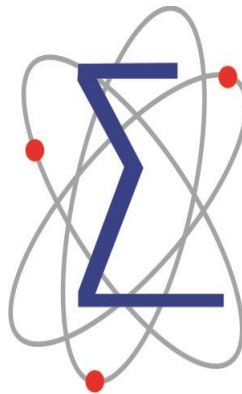


BY-LAWS OF THE NIGERIAN ACADEMY OF ENGINEERING

1.0 NAME OF ASSOCIATION

- 1.1 The Association shall be known and called “The Nigerian Academy of Engineering Limited by Guarantee “, herein after referred to as the Academy.
- 1.2 The Registered office of the Academy will be situated in Lagos State, Nigeria.
- 1.3 The Association shall be nonprofit, nonpolitical, non-religious and multi-cultural
- 1.4 The logo of the Academy is the design shown below:



2.0 AIMS AND OBJECTIVES

The objects for which the Academy is established are:-

- i. to promote excellence in, and the general advancement of, engineering science, practice, and technology and related disciplines, and for the advancement of society, economy and humanity.
- ii. to facilitate the dissemination and exchange of ideas among Fellows and other similar bodies and establishments, generally.
 - (a) to organize ways of anticipating and assessing the changing needs of Nigeria and to advise appropriate bodies on the technical resources that should be applied and to sponsor programmes aimed at meeting these needs;
 - (b) to provide independent and expert advice on matters of national importance pertinent to engineering and technology;

- (c) to cooperate and interact with professional bodies, engineering, scientific and academic, locally and internationally;
- (d) to recognize outstanding contributions to society and country by Nigerian Engineers (and engineering scientists) and to highlight exceptional engineering achievements;
- (e) to promote and safeguard excellence in engineering education and practice;
- (f) to promote high standard of professional ethics in engineering, engineering sciences, and technology;
- (g) to provide a forum for eminent engineers to present research and development activities in engineering for the benefit of the nation and the Academy;
- (h) to receive bequests, gifts, donations, grants for the advancement of any of its objects;
- (i) to purchase, hold, lease, let, mortgage, sell, improve, or otherwise acquire and dispose of any movable or immovable assets and any rights or privileges, which may be necessary or convenient for the advancement of any of the objects of the Academy;
- (j) to invest and deal with the monies of the Academy not immediately required in any manner;
- (k) to borrow money where necessary to promote any of the objects set out herein upon such securities as may be determined;
- (l) to apply or petition for any legislation, parliamentary or otherwise that would further any of the objects of the Academy;
- (m) to provide any other services pertinent to the objects of the Academy.
- (n) to serve the nation in connection with significant changes involving engineering and technology

3.0 MEMBERSHIP

3.1 The members of the Academy shall be

- Founding Fellows

- Fellows
- Honorary Fellows, and
- Foreign Fellows

3.2 Founding Fellows

The Founding Fellows are those whose names appear as such in the Register of members.

3.3 Fellows

Fellows shall be elected at the Annual General Meeting in accordance with the provisions of these Articles and any other guidelines approved from time to time by the Academy.

3.4 Honorary Fellows

Persons, not being registered engineers, who in the opinion of the Council have or are making a distinguished contribution to the practice of engineering shall be eligible for election as Honorary Fellows. The number of Honorary Fellows shall not at any time exceed ten (10) and not more than one (1) shall be **elected** in any one year.

3.5 Foreign Fellows

Engineers who are not Nigerian nationals, but are in the opinion of the Council, of international distinction in engineering, shall be eligible to be elected as Foreign Fellows. The number of Foreign Fellows shall not at any time exceed ten (10) and not more than one (1) shall be elected in any one year.

4.0 BOARD OF DIRECTORS

4.1 The Academy shall have a Board of Directors whose membership shall consist of the following.

- i. The President (Chairman, Board of Directors)
- ii. The Vice President
- iii. Immediate Past President
- iv. Past President (President preceding the Immediate Past President)
- v. The Honorary Secretary
- vi. The Honorary Treasurer
- vii. The Honorary Technical Secretary
- viii. And three other members nominated by Council and approved at the Annual General Meeting (AGM).

Duties and Responsibilities of the Board:

- i. The Board shall approve the Budget and Financial Statements of the Academy and shall ensure that the Academy remains a going concern financially.
- ii. The Board shall meet at least twice a year.

5.0 THE COUNCIL

There shall be a Council of the Academy which shall consist of Fellows and shall be the Governing / Management body of the Academy and have authority to make rules and regulations for the orderly conduct of the affairs of the Academy.

- (i) It shall comprise all elected officers, the last two Past Presidents and 8 others elected by the AGM representing broad disciplines on recommendation by Council.
- (ii) The Council shall meet at least once every quarter.
- (iii) The Council shall draw up a yearly report on the activities of the Academy which shall be presented at the Annual General Meeting.
- (iv) It shall be the duty of the Council to adopt every possible means for the advancement of the vision and mission of the Academy and provide a mechanism for the proper conduct of the business of the Academy. It shall arrange as it may deem fit and expedient, the publication of such papers and documents as may be determined for the purpose of advancing engineering professional knowledge and for promoting the engineering discipline.
- (v) In cases of emergency such as the death or resignation of an officer, Council shall appoint a Fellow to complete the tenure of the retired or dead officer subject to ratification of the Annual General Meeting.
- (vi) **TENURE:** All members of Council shall have tenure of two (2) years but shall be eligible for re-election provided that no member may serve for more than three consecutive terms in the same position except that the President may serve for only one term of two (2) years.

6.0 COUNCIL PROCEEDINGS

- 6.1 Except where otherwise provided every decision of the Council shall be by a simple majority of those present, each member 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.
- 6.2 Minutes of the proceedings of Council and of the attendance of members shall be recorded in a book kept for the purpose and shall be signed by the Chairman at the next council meeting at which they shall be read and every such minutes so

recorded and signed shall in the absence of proof of error therein be considered a correct record.

- 6.3 Council may act and exercise all its powers notwithstanding the occurrence of a vacancy in its membership.
- 6.4 Council may in its discretion either fill occasional vacancies in the Council by appointment without waiting for a General Meeting or call a General Meeting to fill the vacancies. Any person appointed under this clause shall hold office only until the next Annual General Meeting following his appointment.
- 6.5 All acts done by the Council or by any Committee appointed by Council or by any officer of the Academy on behalf of Council shall be valid notwithstanding the subsequent discovery of some defect in the composition if such acts are performed in good faith.
- 6.6 A member of Council may resign at any time by giving a written notice to the President and without prejudice to his re-nomination, his office shall become vacant on his resignation.

7.0 THE BOARD OF TRUSTEES

- 7.1 The Academy shall have a Board of Trustees whose membership shall not be more than ten (10) at any given time. The Board shall comprise of not more than four (4) Past Presidents and other nominated members by Council and approved at the AGM.
- 7.2 The duties and responsibilities of the Board of Trustees shall include the following:
 - (a) At all times act in the best interest of the Academy.
 - (b) Provide guidance on Policies of the Academy.
 - (c) Actively participate in fund-raising activities.
 - (d) Custody of the Academy's values.
- 7.3 The Board shall meet at least twice a year.
- 7.4 The Board may create and develop reports to the Academy on strategic issues that can have impact on the Academy's progress and well-being
- 7.5 The tenure of members of the Board shall be three (3) years, renewable twice i.e. maximum of nine (9) years.

- 7.6 The Chairman of Board of Trustees shall be the most senior Past President in terms of tenure.

8.0 GRAND PATRON

- 8.1 There shall be a Grand Patron of the Academy who shall be the Current President of the Federal Republic of Nigeria.
- 8.2 The duties and responsibilities of the Grand Patron shall include the following:
- (a) Support the Academy with contacts, influence, ideas, funds, gifts and other resources.
 - (b) Support promotional activities of the Academy

9.0 SECRETARIAT

- (a) The Secretariat of the Academy shall be in Lagos 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 Honorary Secretary.
- (c) The Secretariat shall be staffed by employees with relevant experience in their various disciplines.

10.0 QUALIFICATIONS OF FELLOW

10.1 A person being a registered engineer (**COREN or its equivalent**) and a Fellow of the NSE or its equivalent, shall qualify as a Fellow; if substantial contributions or accomplishments have been made by that person in one or more of the following categories:-

- (a) pioneering of new and developing field of technology, engineering Knowledge or engineering sciences;
- (b) Significant contribution to the art and practice of engineering;
- (c) A candidate shall be recognized by his/her professional peers for accomplishment in engineering and engineering related disciplines as well as professional integrity. Effectiveness and efficiency in leadership of organizations that have conducted pioneering or complex programmes or that have made noteworthy contributions to the field of engineering education shall be considered as supplementing the primary qualifications outlined above.

11.0 NOMINATION AND ADMISSION OF CANDIDATES

All admissions to the Academy shall follow the Articles set forth herein and any guidelines as approved from time to time by the Academy.

- 11.1 Candidates shall only be nominated by financial Fellows of the Academy
- 11.2 Nominations shall be submitted to the Honorary Secretary of the Academy in accordance with guidelines approved by Council from time to time.

12.0 SCREENING OF CANDIDATES

- 12.1 The Council shall constitute a Screening Committee which shall have a tenure of two (2) years. No member of the Committee shall serve for more than three consecutive terms of two years each.
- 12.2 The Screening Committee shall consist of ten (10) Fellows of the Academy, broadly representative of the various disciplines in the profession, and shall include the Vice-President and the Honorary Secretary. The Vice President shall be the Chairman of the Committee
- 12.3 The Screening Committee may set up sub-committees as may be required.

13.0 METHOD OF ELECTION

- 13.1 The number of new Fellows to be elected annually shall be subject to a maximum of ten (10) plus the yearly average number of deceased Fellows in the past 10 years.
- 13.2 New Fellows shall be elected on the basis of guidelines approved by Council.
- 13.3 Candidates shall be selected in order of the ranking from assessment by Fellows.
- 13.4 At least one female engineer shall be elected annually, without prejudice to Article 13.2.

14.0 OBLIGATIONS OF FELLOWS

All Fellows of the Academy shall have the following obligations:

- (i) abide by the by-laws, rules, regulations, orders, directions and any other resolutions of the Academy;
- (ii) assist the Academy in promoting and realizing its objectives; and

- (iii) Uphold the interests, ethics, principles and positive image of the Academy

15.0 INDUCTION

- 15.1 Each selected person shall be formally inducted into the Academy at an annual assembly after prescribed fees have been paid. Each selected person shall be presented by a member of the Screening Committee to the President of the Academy. The new Fellow shall sign the Register of Fellows and shall publicly undertake to promote the interests and objects of the Academy.
- 15.2 The election of persons who fail to present themselves for induction to the Academy within two years of election shall lapse.

16.0 TITLE

All founding Fellows and all Fellows duly elected according to these procedures shall have the right to use the title and initial designation Fellows of the Nigerian Academy of Engineering and the designation FAEng, and FAEng (Hon) for Honorary Fellows.

17.0 ENROLMENT FEES AND ANNUAL SUBSCRIPTIONS

- (a) The Enrolment fee, Annual subscriptions and other levies shall be fixed from time to time by the Council. The Council may on the grounds of advanced age or incapacity wave subscriptions of such Fellows.
- (b) Every Fellow whose subscription is six (6) months in arrears shall be notified of this fact in writing and the fact reported to Council.
- (c) Life Membership Subscription shall be as determined by Council from time-to - time

18.0 FINANCIAL PERIOD

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

19.0 RIGHTS AND PRIVILEGES

Fellows shall enjoy such rights and privileges as the Council may from time to time prescribe. The rights and privileges of every Fellow shall be personal to him/her and shall not be transferable by his/her own act or by operation of law.

20.0 CESSATION OF FELLOWSHIP

20.1 A Fellow shall cease to be a Fellow

- (a) By giving one (1) months' notice in writing to the Honorary Secretary of his withdrawal from Fellowship of the Academy.
- (b) If the sum due from him to the Academy is not paid within six months of a notice in writing by the Honorary Secretary requesting payment of such sum (as provided in Section 17b);
- (c) On the passing of a resolution of the Council expelling him from the Academy, because he is guilty of any conduct which is considered by the Council as dishonorable or derogatory to the Academy or calculated to be prejudicial to the attainment of any of the objects of the Academy. Any Fellow expelled under this clause shall be notified of such action by the Honorary Secretary in writing. PROVIDED that a member who withdraws under sub-clause (a) of this Article shall nevertheless remain liable for the amount of his annual subscription(s) and financial obligations to the Academy, if any.

20.2 A member who has ceased to be a Fellow under sub-clause 20.1(b) may apply and be reinstated by Council, provided that all outstanding dues including any penalties that may be specified by Council are paid.

20.3 No Fellow shall be expelled under Article 20.1(c) except the procedure in article 20(b) has been fulfilled. Any member who becomes bankrupt or compounds with his creditors either individually or as a partner in a firm, or is lawfully certified to be insane may at the discretion of the Council be excluded from being a Fellow but shall in that event nevertheless remain liable for any sum owed by him to the Academy.

21.0 DISCIPLINARY PROCEDURES

- (a) Council shall have absolute discretion to take whatever disciplinary action it deems fit (expulsion, suspension, withdrawal of all or parts of the rights and privileges) against the Fellow concerned under the following circumstances:
 - (i) When a Fellow refuses to abide by the by-laws, rules and regulations passed at the General Meetings and Council of the Academy;
 - (ii) When a Fellow is found to be engaged in acts inimical to the image of the Academy; and

- (iii) When a Fellow has committed gross misconduct which brings disrepute to the Academy
- (b) Any decision to discipline a Fellow shall be carried out in accordance with the following procedures:
 - (i) Upon receiving complaints against a Fellow of the Academy, the Honorary Secretary, or if the Honorary Secretary is the subject of the complaint, the President shall submit the complaints to the Council to adjudicate as to whether there is a prima facie case against the Fellow complained against. In the event that an affirmative finding is reached, the Honorary Secretary or the President shall issue a notice to the Fellow concerned setting out the complaints made against him/her and directing him/her to furnish a written explanation within fourteen (14) calendar days from the date thereof.
 - (ii) If no written explanation is given by the said Fellow within the stipulated period or if the Council is of the view that the explanation given is unsatisfactory, it may in its absolute discretion issue a show cause notice to the said Fellow directing the said Fellow to appear before the Council on such time and date (Which shall not be less than fourteen (14) calendar days from the date of the show cause notice) and at such venue to answer to the complaints stated therein and to satisfy the Council on the reason why he/she should not be disciplined if any; and
 - (iii) If the said Fellow fails to satisfy the Council by the reasons given or fails to appear at the appointed time and venue, the Council may by vote of two-third (2/3) majority of the Council, of not less than ten (10) members present resolve to discipline the Fellow concerned.
- (c) Council may set up an investigating committee on receiving complaint or complaints against a Fellow.
- (d) Subject to provision under Sub-Article 20b hereof, any decision or action taken by the Council against any Fellow under this Article shall be final.

22.0 OFFICERS

- (a) The Council shall have the following officers who shall be financial Fellows; the President, the Vice President, Honorary Secretary, Treasurer, Technical Secretary and such other officers as the AGM may from time to time approve.
- (b) Honorary Fellows and Foreign Fellows shall not be eligible to hold any office in the Council.

23.0 DUTIES OF OFFICERS

- (a)
 - (i) The President is the first member of the Council. He shall preside at all meetings of Council and at the General Meetings at which he is present, or in his absence, the Vice President. In the absence of both of them, the meeting shall elect a Fellow from amongst the members present to preside at that meeting.
 - (ii) The President may act on behalf of Council in between Council meetings on urgent matters after due consultations and shall seek Council's retroactive approval for such actions at the next Council Meeting.
 - (iii) The President shall be the Chairman of Board of Directors.
- (b) The Vice President shall assist the President or shall deputize for him/she in his/her absence as well as perform other duties as may be assigned by the President.
- (c) The Honorary Secretary shall attend all meetings of Council and the Executive Committee, prepare the minutes of these meetings, conduct their correspondence and attend to any business that arises between meetings. He shall give notice of all meetings. He shall be the custodian of the seal and of corporate records, archives, documents, etc, of admission of Fellows as described in Article 10 of these Articles. He shall also keep the updated Register of Fellows of the Academy.
- (d) The Treasurer shall, under the authority of the Council, have the custody of all monies and assets of the Academy, and keep account of them and submit it to the Council at its meetings, and shall make such disbursements as are authorized by the Council. He shall be responsible for preparing annual financial statements for approval by Council and presenting audited financial statements to the Annual General Meeting. He shall ensure that all monies received by the Academy are deposited into accounts approved by Council in a timely manner.
- (e) The Technical Secretary shall be responsible for organizing technical meetings of the Academy, reading of papers and publications of articles and journals.

24.0 THE EXECUTIVE COMMITTEE

- (i) There shall be an Executive Committee of the Academy which shall comprise of the President, Vice President, Honorary Secretary, Technical Secretary, Treasurer and the last two Past Presidents.
- (ii) The Executive Committee shall be responsible for the day-to-day affairs of the Academy on behalf of Council.

25.0 NOMINATION AND ELECTION OF OFFICERS

- (a) The outgoing Vice-President shall automatically succeed the President at the end of his/her tenure.
- (b) The nomination of officers and the eight (8) other members of the Council shall be made by Council subject to affirmation at the AGM, from among Fellows whose subscriptions and dues are not in arrears.
- (c) Candidates who are eligible for nomination as Vice-President must have served on the Council for at least two years.

26.0 ANNUAL GENERAL MEETING

26.1 The Academy shall hold its Annual General Meeting in Lagos or any other place the Council may prescribe within Nigeria.

26.2 The ordinary business of the Annual General Meeting shall be:-

- (i) Receiving and adopting the report of the Council which shall include inter alia the minutes of the preceding AGM and matters arising therefrom;
- (ii) Receiving and adopting the Auditor's report;
- (iii) Receiving and adopting the accounts of the Academy;
- (iv) Appointment of auditors and authorizing Council to fix their remuneration
- (v) Election of Fellows;
- (vi) Election of members of Council;
- (vii) All other matters shall be special business.
- (viii) Election of Directors

26.3 At least, twenty-One (21) calendar days before the date fixed for an Annual General Meeting, the Honorary Secretary shall send a notice by post or by electronic mail to every Fellow of the Academy at his registered address specifying the time, date and place fixed for the meeting. He shall also forward documents pertaining to the matters to be considered at the AGM to Fellows not less than seven (7) calendar days before the AGM.

27.0 EXTRA – ORDINARY GENERAL MEETING

- (a) An Extra-Ordinary 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 twenty (20) Fellows or one – quarter of financial Fellows whichever is smaller provided that such Fellows either jointly or severally submit to the Honorary Secretary their request in writing signed by all of them stating in full the objects for which the meeting is required to be called.

- (b) Notice for any Extra – Ordinary General Meeting shall be given by the Honorary Secretary in a similar manner to that given for an Annual General Meetings without prejudice to Article 44.0.
- (c) All Extra – Ordinary General Meetings shall be held in Lagos except where otherwise decided by Council.

28.0 BUSINESS MEETINGS

- 28.1 Business Meeting of the Academy shall be the Annual General Meeting and any Extra – Ordinary General Meeting.
- 28.2 Any Fellow wishing to bring before any Business Meeting, a motion not relating to the Business specified in Article 26.2, shall submit such a motion to the Honorary Secretary no later than thirty (30) calendar days before the date of such meeting. No such motion shall be put before a Business Meeting unless notice has been given. Copies of all such notices shall be posted to each Fellow at his last registered address or by electronic mail, at least fourteen (14) calendar days before the date of the meeting.
- 28.3 No business shall be transacted at any Business meeting of the Academy except such as has been specified in the notice convening it or in any subsequent notice issued in accordance with these Articles.
- 28.4 All business transacted at an Extra Ordinary Meeting shall be deemed special.

29.0 FELLOWS FORUM

Written Papers of professional interest shall be read and discussed at one or more “Fellows Forum” of the Academy each year.

30.0 QUORUM

30.1 (a) General Meeting (Annual and Extra – Ordinary)

The quorum for an Annual or Extra – ordinary General Meeting shall be ten (10) percent of Fellows of the Academy but not less than ten (10) Fellows, 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: -

- (i) if it is Annual General Meeting, it shall stand adjourned and shall be held 21 calendar days later at the same time and place and if at such adjourned meeting a quorum is not obtained thirty (30) minutes after the scheduled

time, the Fellows present shall form a quorum and may transact business provided that no amendment to the articles or financial commitment of the Academy shall be decided at the such meeting

- (ii) if it is an Extra – ordinary General Meeting, it shall be called off.

30.2 (b) Council Meetings

- (i) The quorum for a regular meeting of Council shall be six (6) at the commencement of business.
- (ii) For the purpose of Article 21(b) the quorum shall be two third (2/3) of the members
- (iii) In the absence of a quorum one-hour after the scheduled commencement of a meeting, the meeting shall be rescheduled.
- (iv) For the purpose of Articles 21(c) the subject may be re-scheduled twice after which the regular quorum shall apply.

30.3 A Business Meeting may be adjourned by the Chairman with the consent of the meeting, to reconvene at a time and place approved by Council and no business shall be conducted at such adjourned meeting other than the business left unfinished at the meeting for which the adjournment took place.

31.0 VOTING

- (i) Subject to a poll being demanded as hereinafter mentioned, every question shall be decided by a simple majority of the Fellows present personally or by proxy voting by show of hands, except such matters are required by the Companies and Allied Matters Act to be decided in any other manner. The declaration by the Chairman, subject to a poll being demanded, that a resolution is carried as the case may be, and an entry to that effect in the minutes of the meetings shall be sufficient evidence of the result of any vote on any resolution. A poll may be demanded by the Chairman or by not less than twenty (20) members personally present or by proxy at a Business Meeting. And on such poll being demanded the Chairman shall immediately cause that resolution or amendment on which the poll is demanded to be reduced to writing and voting papers containing such resolution or amendment shall be issued by the Honorary Secretary within seven (7) calendar days of the meeting and returned to him not later than twenty-one (21) calendar 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 members demanding a poll may nominate two (2) members to act as scrutinizers on their behalf. No poll may be demanded on the election of Chairman, the appointment of scrutinizers or the

adjournment of any meeting. The demand for a poll shall not prevent the meeting continuing to transact business.

(ii) Every Fellow shall have one vote at every business meeting at which he/she is present either personally or by proxy, provided that his/her subscription is not in arrears. In the event of an equality of votes the Chairman shall have the casting vote in addition to his original vote.

32.0 PROXY

(i) A Fellow may appoint another member as his proxy to vote on his behalf at any Business meeting. Every instrument of proxy which shall be in the prescribed form shall be signed and deposited by the appointee at the office of the Academy at least forty-eight (48) hours before the appointed time for the meeting. At any Business Meeting a member may not hold proxies for more than two members.

(ii) No objections shall be made to the validity of any vote except at the meeting 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.

33.0 COMMITTEES

The Academy shall have Standing Committees and Ad-hoc Committees as may from time-to-time be deemed necessary by Council:

(a) Council may appoint Committees from among Fellows of the Academy, experts from outside the Academy or from a combination of both.

The President or in his absence the Vice-President shall be an ex-officio member of every Committee.

(b) The terms of reference, quorum and duration of office of all Committees shall be prescribed by Council and approved at a General Meeting

(c) Unless otherwise prescribed every Committee shall continue in office until the first meeting of Council after one year has elapsed since its appointment, and at such meeting Council may dissolve such Committee or re-appoint all or any of its previous members to such fresh terms of office as it thinks fit.

(d) Every Fellow must belong to at least one Committee. A Committee may ordinarily consist of not less than three (3) members.

(e) Subject to the foregoing, Committees shall conduct their businesses and keep minutes in a manner as nearly as possible similar to that prescribed in these

articles for conduct of Council. The recommendations of all Committees shall be placed before Council.

34.0 COUNCIL AND COMMITTEE MEETINGS

34.1 The Honorary Secretary shall at the request of the President or in his/her absence, the Vice President, or at the request of not less than half of the members of Council, call a meeting of Council and shall (unless otherwise unanimously agreed) give not less than fourteen (14) clear day notice of such meetings to all members of Council specifying in such notice the agenda of the meeting.

34.2 The Secretary of a Committee shall, at the request of the Chairman or at request of not less than half the members of the Committee, call a meeting of the Committee, and shall (unless otherwise unanimously agreed) give not less than fourteen (14) clear days' notice of such meeting to all members of the Committee specifying the agenda of the meeting.

34.3 Council and any Committee meeting may adjourn for such time and to such place as the members present may determine.

34.4 Council shall conduct its meeting in accordance with these Articles and subject thereto in such manner as it may decide.

35.0 MINUTES

Council shall cause correct minutes to be kept of all appointment of officers by the Council and of all proceedings of Council and of the Academy. The minutes shall be kept in suitable books which shall be opened to inspection by Fellows of the Academy at all reasonable times.

36.0 APPOINTMENTS

(a) Council may, at its discretion appoint and remove the employees and agents of the Academy on such terms and conditions as it thinks fit.

(b) Council shall appoint the Chairman and other Directors of the Academy's companies or joint ventures on such terms and conditions as it thinks fit.

(c) Council shall determine who shall represent the Academy on any outside bodies or Government Councils, Boards and Agencies.

37.0 ACCOUNTS

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

38.0 AUDITORS

One or two 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 Academy and they shall certify and sign the annual statement of the accounts before it is submitted through the Board of Directors to the Annual General meeting.

39.0 FUNDS

The funds of the Academy shall be banked in the name of the Nigerian Academy of Engineering with such bank or banks as Council may appoint and shall be operated by the signature of the President or by such person or persons as Council may appoint and be counter-signed by the Honorary Secretary or such other person or persons as the Council may appoint.

40.0 LIBRARY

The Academy shall maintain a reference library for use of Fellows 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.

41.0 REGISTER OF FELLOWS

The Council shall cause a register of Fellows to be kept containing the names of all persons who are or have been Fellows of the Academy, the dates on which they become and (where applicable) cease to be Fellows, the nature of the Fellow's business and his last address. The register shall be open to inspection for Fellows at all reasonable times and shall be published as an official register once every two (2) years.

42.0 THE SEAL

The Academy 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 Honorary Secretary or such other persons as the Council may appoint for the purpose, and the President or the Honorary Secretary or such other persons so appointed by them

shall sign every document or instrument to which the Seal of the Academy has been affixed in their presence. The impression of the Academy's Seal may be used on official Academy stationery, badges, banners, placards, and publications of the Academy and shall not be used by Fellows for any other purpose.

43.0 WINDING UP

If upon winding up or dissolution of the Academy there remains after the satisfaction of all its debts and liabilities any property whatsoever such property shall not be paid to or distributed amongst the Fellows of the Academy, but shall be given or transferred to some other institution or institutions having objects similar to those of the Academy and which shall prohibit the distribution on dissolution, and if, and so far as effect cannot be given to the provision of this article then the said property shall be given to some charitable object.

44.0 ALTERATION OF ARTICLES

These By-Laws may not be altered or amended save by a special resolution passed at a Business Meeting of the Academy convened in accordance with these By-Laws and Fellow proposing such amendment or alteration shall give forty-two (42) calendar days' notice of same to the Honorary Secretary who shall circularize the notice to all Fellows of the Academy.

45.0 COMMENCEMENT DATE

The commencement date for the operation of these By-Laws shall be March 23, 2023, the day they were approved by a resolution of the Academy.