



# ZAMBIA INSTITUTE OF MARKETING

## THE CONSTITUTION

MARCH 2022

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## **PREAMBLE**

We, the members of the Zambia Institute of Marketing (ZIM or Institute) severally and singularly declare that this Constitution be established to serve and protect our collective interests;

We, the members of the Institute have adopted this constitution at its Annual General Meeting in accordance with the powers contained in Section xxx of the Zambia Institute of Marketing Act of 2022 (hereinafter referred to as the Act)

And that the constitution shall be under the custody of the Registrar and Secretary of the Institute;

This Constitution shall be uploaded onto website page of the Institute, as an official copy.

As members of the Institute, we collectively agree to subject ourselves before this constitution and subordinate our individual interests for the common good.

## **ARTICLE I: NAME AND PURPOSE OF THE INSTITUTE**

The name of the Institute shall be “The Zambia Institute of Marketing” hereinafter referred to as ZIM or the Institute). The Institute shall also be called ZIM.

The mandate of the INSTITUTE is to regulate the marketing profession in Zambia and promote the advancement of research, training and practice of the marketing profession for the benefit of its members, humanity and the growth of the global economy.

## **ARTICLE 2: INTERPRETATIONS**

- (i) Words and phrases used in this Constitution shall, unless the context otherwise requires, be construed in accordance with Section 1(2) of the Zambia Institute of Marketing Act of 2022 (hereinafter referred to as the Act).
- (ii) This Constitution shall be read in conjunction with the Act as amended from time to time and whenever there is a conflict between the Constitution and the Act, the later shall prevail.
- (iii) In interpreting this Constitution, the provisions of the Interpretation and General Provisions Act, Chapter 2 of the Laws of Zambia, shall apply as if the Constitution were a written law.
- (iv) In this Constitution, unless the context otherwise requires:
  - A reference to a Section or part thereof by number is reference to the corresponding numbered Section or part as the case may be, of the Act;
  - A reference to an Article or part thereof by number is a reference to the corresponding numbered Article or part thereof, as the case maybe, or this Constitution;
  - Reference to Rules is a reference to Rules made by the Council in accordance with the provisions of this Constitution

(v) Notwithstanding the foregoing interpretations, above, unless the context otherwise requires:

“Act” means the Zambia Institute of Marketing Act of 2022;

“Candidate” means a Member seeking to be elected into office on the Council or in a region or branch;

“Council” has the meaning assigned to the words in the Act;

“Disciplinary Committee” has the meaning assigned to the words in the Act;

“Election” means an election to any elective position of the Institute;

“ECZ” means the Electoral Commission of Zambia established under the Republican Constitution;

“Financial year” means the period of twelve months ending on 31<sup>st</sup> December in a year;

“General meeting” means a physical or virtual general meeting of the Members of the Institution at a venue or by an online platform as determined by the Council, and includes an extra ordinary general meeting and an adjournment of such meeting;

“good standing” means a Member who is fully paid up for the current year as at 31<sup>st</sup> December of the preceding year and a Member who pays after 31<sup>st</sup> December of the preceding year shall be in good standing after thirty working days from the date of payment;

“The member does not have any disciplinary cases or any professional misconduct;

“HEA” means the Higher Education Authority established under the Higher Education Act, 2013, as amended in 2021;

“Honorary Member” means a person elected as an Honorary Member under Article IV (14) (1);

“Immediate Past President” is the President of the most recent previous Council, who held office until the end of tenure or dissolution of that Council;

“Institute” has the meaning assigned to the word in the Act;

“LAZ” means the Law Association of Zambia established under the Law Association of Zambia Act;

“Life Member” means a person elected as a Life Member under Article;

“Member” has the meaning assigned to the word in the Act;

“Associate Member” has the meaning assigned to the work in the Act;

“Past President” means a member who has held the office of President ZIM;

“Practicing certificate” has the meaning assigned to the words in the Act;

“Register of Voters” means a register of Members eligible to vote;

“Registrar” has the meaning assigned to the word in the Act;

“special resolution” means a resolution passed by at least two thirds majority of the Members entitled to vote at a duly convened general meeting called for the purpose of the special resolution;

“Zambia Qualifications Authority” means the Zambia Qualifications Authority established under the Zambia Qualifications Authority Act, 2011.

### **ARTICLE 3: GOVERNANCE STRUCTURE OF THE INSTITUTE**

- (i) Every person who immediately before the adoption of this Constitution is a member of the ZIM shall, on that date become a member of the Institute without payment of any additional membership fee for that current year in which membership was obtained.
- (ii) Any person who is not disqualified under the Act and who applies for membership for the applicable category in the prescribed form manner and pays the prescribed fees shall be admitted as, a Member or any other class applied for as the case may be, of the Institute.
- (iii) A person who has been admitted in an appropriate membership category as the case may be, of the Institute shall pay subscription fees as determined by Council from time to time in order to maintain their membership.
- (iv) A person who has been expelled from the Institute shall not be admitted or re-admitted as a member without approval of Council.
- (v) A person, who, whether in Zambia or elsewhere, has been suspended from practice as a Marketer shall not be qualified to become a Member unless the period of his/her suspension has expired.
- (vi) Organs of the Institute
  - The primary organs of the Institute which shall be constituted and operated as provided for in the Act are:
    - Annual General Meeting;
    - Council;
    - Disciplinary Committee; and
    - The Secretariat.
  - The Committees of Council are:
    - Advertising Standards Board;
    - Marketer’s Registration Committee;
    - Professional Conduct Committee’;
    - Education Committee; to be in the annex for iv - vii
    - Audit and Risk Committee
    - Finance and Administration committee;
    - Student Affairs Committee;

Notwithstanding the foregoing the Council may from time to time constitute Adhoc committees as necessary.

- The Secretariat shall be headed by the Registrar who shall be the Chief Executive Officer of ZIM.
- The other organs of the Institute are:
  - Branches, and
  - Student Chapters

#### ARTICLE 4: MANDATE OF THE INSTITUTE

The mandate of the Institute are among others to:

- (i) Provide for the registration of Marketers and regulate their practice and professional conduct.
- (ii) Promote and stimulate the interest in marketing as a professional career by advocacy or holding or sponsoring the holding of competition, exhibitions, displays, and/or the publication of the literature of any description in relation to marketing or business interaction.
- (iii) Promote the implementation of professional marketing ethics and norms in business operations;
- (iv) Provide a platform for marketing professionals to exchange ideas that enhance the attainment of the individual career and organizational goals;
- (v) Associate and collaborate with other organizations and / or institutions both locally and globally in order to broaden the information base for the benefit of members' organisations;
- (vi) Facilitate the acquisition through research and disseminations of such information on marketing and the establishment of a well-informed economic perspective about the marketing profession;
- (vii) Promote and regulate Advertising and Promotional Standards in all areas of Marketing as provided for in the Act.
- (viii) Notwithstanding the provisions of the cyber security Act, IBA Act and ZNBC Act, and any other laws in Zambia, the Institute shall regulate the conduct of members.
- (ix) Carry out any other functions within the provisions of the Act.

#### ARTICLE 5: CLASSES OF MEMBERSHIP

##### (i) COMPOSITION

The membership of the Institute shall consist of qualified marketers, Associate members, Corporate Members. Further, others include life members, honorary members and student members who are from time to time admitted, elected or honored to any class of membership in accordance with this constitution.

## (ii) MEMBERSHIP CLASSES

- The Corporate Membership Class shall include marketing organisations as defined in ZIM Act No 2 of 2022.
- The membership categories for Marketers consists of the following:
  - Fellow;
  - Full Member
  - Associate Member,
  - Graduate
  - Student Members
  - Honorary Members
  - Life Member

## (iii) COMPOSITION

The membership of the Institute shall consist of qualified marketers, Associate members, Corporate Members. Further, others include life members, honorary members and student members who are from time to time admitted, elected or honored to any class of membership in accordance with this constitution.

## (iv) MEMBERSHIP CLASSES

- The membership categories for Marketers shall consist of the following classes of membership:
  - Fellow;
  - Full Member
  - Associate Member,
  - Graduate
  - Student Members
  - Honorary Members;
  - Life Member;

## (v) MEMBERSHIP QUALIFICATIONS AND REQUIREMENTS

- Corporate Membership category

### Marketing Organisation

○ The Corporate Membership Class shall include Marketing Organisations as defined in ZIM Act of 2022.

- **Individual Membership Categories**

#### **Fellow Category**

A person may apply to the Membership Committee of the Institute for admission



as a Fellow if that person-

- Is a Full Member of the Institute and has been a Member for at least ten years;
- has attended a recognized marketing qualification approved by the Committee for the Fellow class of membership;
- And one year before the time of making the application for admission as a Fellow;
- A member has been engaged for at least ten years in a position of superior responsibility in the administration, design, execution, or operation of important work which in the opinion of the Committee is within the practice of marketing or an allied discipline;
- in practice as a consultant in the applicant's own account for at least ten years and has acquired eminence in the profession;
- lecturing or teaching at a recognized university, institute or school for at least ten years in a responsible position;
- A member shall not have any criminal record;

### **Full Member**

A person may apply to the Membership Committee of the Institute for admission as Full Member, if that person has:

- A ZIM Post graduate Diploma in Marketing or its equivalent, which is recognized by the ZAQA and HEA.
- Degree in Marketing from a ZAQA recognized University
- Post graduate Diploma assessed using the ZAQA national Qualifications framework
- A minimum of three years relevant experience in commerce and industry or academia.

**Please Note that the ZIM Professional qualification is the benchmark. If one has another qualification, they must have at least 60% of the qualification being a Marketing qualification.**

### **Associate Member**

This membership class caters for all those holding non marketing qualifications but engaged in marketing related jobs. Associate Members are not eligible to contest any positions in ZIM and shall not vote. Associate Members would be required to sit and pass professional conversion exams within 3 years. The said exams shall be set by the institute.

Notwithstanding the foregoing, Associate members who have not complied with the above shall cease to be members 3 years from the approval date of the constitution.

### **Graduate Member**

A person may apply to the Membership Committee of the Institute for admission as Graduate, if that person has a:

- ZIM Post-graduate Diploma in Marketing or its equivalent according to the National Qualifications Framework (ZAQA)
- Degree in Marketing from ZAQA recognized institution;
- Diploma or Postgraduate Diploma in Marketing assessed using the ZAQA National Framework criteria.
- Recent degree holder in Marketing

### **Student Members**

A person may apply to the Membership Committee of the Institute for admission as a student Member, if that person is studying the following:

- Recognized certificate, Advanced Certificate or equivalence of the ZIM Professional Diploma in Marketing.
- Degree in Marketing from a ZAQA and HEA accredited university;
- Diploma or Postgraduate Diploma in Marketing assessed using the ZAQA National Framework criteria.

### **Honorary Member**

A person may be subjected of the Membership Committee of the Institute for consideration as Honorary Member, if that person:

- Has been assessed to have made significant contribution to the marketing profession;
- Provided professional marketing leadership and advocacy;
- Demonstrated innovation and excellence in his/her work
- Good moral standing in society

Notwithstanding the foregoing the Council reserves the right to withdraw the Honorary Membership as necessary.

### **Life Member**

A person may be subject of the Membership Committee of the Institute for consideration as Life Member, if that person:

- Has been a long standing member of the Institute.
- Has attained at least full membership status of the Institute
- The age of 65 years

### **(vi) CONTINUOUS PROFESSIONAL DEVELOPMENT OF MEMBERS**

To ensure continued membership of the member, he/she shall provide evidence of

credit hours for Continuous Professional Development in the preceding year. As approved by the Council through the membership Committee. The criteria to be met such as the number of credit hours, type of training to attend shall be determined by the Council of the Institute;

- Every member shall keep a record of his/ her CPD hours and present it for inspection when required to do so.
- The annual renewal of the practicing certificate shall depend on compliance with CPD requirements

(vii) **USE OF DESIGNATORY LETTERS**

The use of designatory letters may be used by members while they maintain membership of their membership of the Institute.

- Every member of the Institute is entitled to describe himself/herself according to his/her grade of membership as an Honorary Member, Fellow, Member, and Associate Member of the Institute.
- Every person admitted as Fellow, Member, Associate Member, Student Member, is entitled to use the letters “FZIM”, “MZIM”, “AZIM” and “SZIM”. Every Honorary Member is entitled to use the designation “Hon. ZIM”

(viii) **CESSATION OF MEMBERSHIP**

A person shall cease to be a Member of the Institute under the following circumstances-

- Disqualification from registration as provided for in the ZIM Act of 2022.
- Suspension and cancellation of registration as provided for in the ZIM Act No.2 of 2022
- If a member resigns by notice in writing to the institute;
- If the Member dies;
- if the Council is satisfied that the continuation of a person as a Member will be prejudicial to the interests of the Marketing profession as provided for in the ZIM Act No.2 of 2022
- If the Member fails to pay the annual membership subscription fee

(ix) **RE-ADMISSION TO MEMBERSHIP**

A member whose registration with the institute had ceased in accordance with 8 above may be considered for re-admission subject to;

- Payment of all outstanding annual subscriptions, or
- Applies to the Marketer’s registration committee for re-admission, or
- In a case where a person ceased to be a member as in 8 (1) above, the person shall apply for re-admission 5 years after release from the correctional facility.

## **ARTICLE 6: DECLARATION ON REGISTRATION FORM**

Before a person is registered as a member of the Institute, he/she shall make and subscribe a declaration in the form set out in the First Schedule.

#### **ARTICLE 7: PRACTISING CERTIFICATE**

Fellows and full members of the Institute shall apply for a practicing certificate as prescribed under section 21 of the ZIM Act No.2 of 2022.

#### **ARTICLE 8: MEETINGS**

##### **(i) ANNUAL GENERAL MEETING**

- The Institute shall hold an annual meeting of members called an **Annual General Meeting (AGM)** within four (04) calendar months from the end of a financial year and not beyond six months.
- A written notice of the date of an Annual General Meeting shall be given by the Registrar at least twelve weeks before the date of the Annual General Meeting.
- The Registrar shall deliver an agreed agenda for an Annual General Meeting with the written notice of the date of an Annual General Meeting.
- The Registrar shall circulate the documents for the business of the AGM 21 days before the date of the meeting.

##### **(ii) EXTRAORDINARY GENERAL MEETING**

- A general meeting other than an Annual General Meeting shall be called an Extraordinary General Meeting (EGM).
- A notice of a general meeting, other than an Annual General Meeting, or any other meeting of the Institute shall be given by acceptable delivery channel mode approved by Council such as widely read, print media or electronic platforms.
- An Extraordinary General Meeting of the Institute may, on giving Council not less than fourteen days' notice, be requested by at least fifty members (Members and Fellows) who are entitled to vote at a general meeting, and the agenda for the Extraordinary General Meeting shall be communicated to the Council at the time of the request.
- The Council shall, on receipt of a request under sub-clause (3), direct the Registrar to convene an Extraordinary General Meeting within seven days of the request, and to give notice of the Extraordinary General Meeting together with the agreed agenda for the Extraordinary General Meeting.

- An Extraordinary General Meeting may also be called by a resolution of the Council.
- The proponents of the extra ordinary meeting shall submit the necessary documentation pertaining to the proposed agenda and onward circulation to members by the Registrar.
- An Extraordinary General Meeting shall not be called to hear petitions relating to nominations or elections.
- At an Extraordinary General Meeting, only such matters as are specified on the agenda shall be voted upon.

### **(iii) THE BUSINESS OF THE AGM**

The business of the AGM shall include:

- To receive the President's report;
- To receive minutes and resolutions of the previous AGM;
- To receive the annual Report and the audited financial statements;
- To receive and consider recommendations of the remuneration of Council and it's committees
- To appoint or re-appoint the external Auditors;
- To elect of the office bearers, if an elective AGM
- Any other business specified by Council.

### **(iv) RECORDS, QUORUM AND PRESIDERS AT AGM/EGM**

- The Registrar shall keep minutes of proceedings and resolutions of the AGM/EGM of the Institute.
- The quorum at an Annual General Meeting shall be 40% of members entitled to be present and vote at the AGM provided the numbers are not less than 50.
- The quorum at the Extraordinary General Meeting shall be 60% of members entitled to be present at the EGM provided the numbers are not less than 70.
- The business shall only be transacted at an Annual or Extraordinary General Meeting if the quorum is met.
- Subject to sub-clause (4), if a quorum is not met within 60 minutes from the time appointed for holding the meeting; the meeting shall stand adjourned to the same time and day in the following week, when not less than 20 Members present and entitled to vote, shall constitute a quorum.
- The President shall preside at all meetings of the Institute.
- In the absence of the President, Vice President Policy or Vice President Finance, in that order, shall preside at a meeting of the Institute.

- In the absence of the Vice-Presidents, a member of Council who is a Fellow and is present shall preside.

The conduct of the AGM/EGM of the Institute shall be as set out in this constitution.

#### **ARTICLE 9: THE COUNCIL AND ITS FUNCTIONS**

- The Council of the institute shall be responsible for the management and control of the affairs of the Institute, subject to this constitution.
- The Council may exercise all such powers of the Institute as may be provided in this constitution, subject to the provisions of the Act, bye laws and to any directions given by Special Resolution.
- Subject to the provisions of the Act, the general powers given by this constitution are not limited or restricted by any special authority or power given to the Council by any other bye-law. All powers exercisable by the Council may be exercised at the meeting of Council at which a quorum is present or by a written resolution as provided in the constitution or any other bye-laws.
- The Council may also by power of attorney or otherwise appoint any person to be the Agent of the Institute for such purposes and on such conditions as it determines.
- Unless otherwise determined by the General Meeting, there will be a maximum of 10 Council Members. Notwithstanding the foregoing, the number of members of the Council, their qualifications and tenure shall be as provided in the Act.
- Notwithstanding sub clause 5, for a member to be eligible for election to Council, such member shall demonstrate that they have held a management role in the marketing function for a period not less than 5 years.
- The method of election of Councilors including eligibility and term of office shall be in accordance with article 10 of this constitution.
- The Council shall prepare audited accounts at the end of each financial year for presentation at the Annual General Meeting and the Minister in accordance with the Act.
- Where the tenure of an incumbent Council has lapsed and elections cannot be held due to unforeseen circumstances, the Council may continue in office for a period not exceeding 3 months.
- Where a vacancy of a member of Council has arisen, Council may appoint one of its members to coordinate the functions of the vacancy up to the AGM when an election shall be held to fill the vacancy as provided in the Act.

## ARTICLE 10: ELECTIONS

### (v) GENERAL

- There shall be constituted a Nominations and Elections Committee (NEC) to manage the electoral process at all levels of the Institute.
- The composition of the Nominations and Elections Committee shall be as follows:

Elections.

- Two Fellow members of the Institute
- A representative of an independent body conducting
- The Registrar who shall be Secretary of the Committee

iii. Any member of the Council who is removed from office for impropriety or misconduct shall not be eligible to assume another position or perform any functions in the Institute.

### 1. ELECTORAL PROCESS

The electoral procedure shall be as provided for in the Electoral Code of conduct.

### 2. HANDOVER

- (i) The dissolution of the Council and elections shall be the last item on the agenda of the elective Annual General Meeting.
- (ii) The outgoing President shall deliver a farewell speech and hand over to the incoming President who shall deliver a maiden speech at the investiture ceremony or such other function.
- (iii) The Council-elect shall be inaugurated at the ceremony referred to under sub-clause (3) or such other function.
- (iv) Where the event referred to under sub-clause (3) does not take place, the handover shall take place immediately after the general meeting.
- (v) For Branches and Chapters handovers shall take place immediately after an elective general meeting.

### 3. PROCEDURE FOR ELECTING AN HONORARY MEMBER OR LIFE MEMBER

- i. A nomination for the election of an Honorary Member or Life Member shall be made to the Council by members.
- ii. The Council may propose the election of an Honorary Member or Life Member.

- iii. A nomination from ordinary members of the Institute shall not be made for the election of an Honorary Member or Life Member.
- iv. A notice of the intention to propose a person as an Honorary Member or Life Member shall be made at a meeting of the Council.
- v. A proposal for the election of an Honorary Member or Life Member shall be made at a subsequent meeting of the Council, of which notice shall have been given to Council together with an intimation of the proposal.
- vi. The election of an Honorary Member or Life member shall be by a unanimous vote of the members of the Council present at the subsequent meeting held under sub-clause (5).
- vii. The outgoing President shall preside over an elective general meeting and finish all the proceedings and close the general meeting.

## **ARTICLE 11: COMPOSITION OF COUNCIL**

The Council shall be composed of the following elected Council members

- (i) The President, who is a Fellow of the Institute
- (ii) The Vice President- Policy who is a Fellow of the Institute
- (iii) The Vice President- Finance who is a Fellow of the Institute
- (iv) The Council Secretary who is at least a Full Member
- (v) The Vice Council Secretary who is at least a Full Member
- (vi) The Treasurer who is at least a Full Member
- (vii) The Vice Treasurer who is at least a Full Member
- (viii) The Publicity Secretary who is at least a Full Member
- (ix) The Vice Publicity Secretary who is at least a Full Member
- (x) The Immediate Past President

## **ARTICLE 12: DUTIES OF COUNCIL MEMBERS**

### **1. MANDATE AND DUTIES OF THE PRESIDENT**

- 1.1 The primary responsibility of the President is to supervise the implementation of the provisions of the Act.
- 1.2 In addition to 1.1 above, the specific duties of the President shall include:
  - (i) To preside at Council meetings and general meetings of the Institute;
  - (ii) To provide leadership, strategic direction and governance to the Institute;
  - (iii) To present an annual report at the Annual General Meeting;
  - (iv) To monitor the performance of Council members;
  - (v) To appraise the performance of the Chief Executive Officer of the Institute;
  - (vi) The President may delegate some of the executive powers to the Vice Presidents, and any other group or members as



- necessary;
- (vii) The President may recommend for the constitution and reconstitution of committees of Council subject to approval of Council;
- (viii) To represent the Institute at various national and international fora as necessary;
- (ix) To call for any special meeting in consultation with Council; and
- (x) To carry out any other function as prescribed by the Act;

## **2. MANDATE AND DUTIES OF THE VICE PRESIDENT-POLICY**

- i. Vice President Policy shall, in the absence of the President preside over the council meetings and general meetings of the Institute.
- ii. The mandate of the Vice President policy shall primarily be, to monitor the implementation of the policy decisions as approved by Council.
- iii. In addition, the Vice President shall have the following specific duties:
  - to develop and implement programs for the advancement of the Marketing profession;
  - to co-operate with other professional bodies in the recognition of the role of the Marketing profession;
  - to develop programs which promote the understanding and appreciation of Marketing profession to the public;
  - to develop and maintain a system of publications to meet the needs of members;
  - to provide oversight over the implementation of policies for members as approved by Council.;
  - to promote the formation and development of Branches;
  - to strengthen the institutional development of chapters and Branches in collaboration with Secretariat;
  - to promote student involvement in the activities of the Institute;
  - to champion the welfare of student members of the Institute; and
  - to carry out any other functions Council may assign from time to time in accordance with the Act.

### **MANDATE AND DUTIES OF THE VICE PRESIDENT-FINANCE**

In the absence of the President and Vice President- Policy, the Vice President-Finance shall preside over the Council and other general meetings of the institute.

Notwithstanding the forgoing, the Vice-President- Finance shall be responsible for the following duties:

- (i) To provide oversight over the financial management and administration of the Institute;
- (ii) To chair the finance committee of council
- (iii) To submit to Council the year end drafted financial statements
- (iv) To present to the Annual General Meeting Audited Financial Statements of the previous financial year;

- (v) To advise Council on the operations of the Secretariat of the Institute including policies on employment, remuneration and any administrative matters.

### ARTICLE 13: CONDUCT OF SECRET BALLOTS

- (i) Whenever, a secret ballot is conducted under the provisions of this Constitution, the same shall be conducted in accordance with the provisions of this Article.
- (ii) The Council shall design suitable ballot papers for the purpose and each ballot paper shall be so designed as to minimize the possibility of counterfeiting.
- (iii) The Registrar shall prepare a list of all members who are entitled to vote and shall ensure that, at the General Meeting where the secret ballot is to be taken each such member receives only one ballot paper and that no person not entitled to vote, receives a ballot paper.
- (iv) The counting of the votes shall be conducted by a committee appointed by the Council, and before the commencement of the count, the Secretary shall give to such committee an account of the ballot papers issued and those remaining unissued.
- (v) Any person in respect of whom a secret ballot is being taken may be present at the count, or may appoint an agent to be so present.
- (vi) A ballot paper shall be invalid and shall be rejected if:
- it purports to cast more than one vote for the same person or question;
  - it purports to cast more than there are vacancies to be filled;
  - it is marked in any manner designed to identify the voter;
  - or the intention of the voter is not clear.
- vii. Upon the completion of the count:
- if in the case of a motion or resolution requiring a secret ballot, the number of valid votes cast equals the number of votes required to carry such motion or pass such resolution, then such motion shall be deemed to have been carried;
  - if in the case of an election there is a tie between two or more candidates, then such tie shall be resolved by lot; and
  - If in respect of any matter other than those covered by paragraphs (a) and (b) there is equality of votes, the President shall have a casting vote in addition to his/her deliberate vote.
- (i) A member who is entitled to attend a General Meeting and vote in a secret ballot and who is unable for any reason to attend such meeting shall not appoint another member to vote as his proxy.
- (ii) Notwithstanding the forgoing, voting by proxy shall not be allowed.
- (iii) Only Fellows and Full members shall have the right to vote at any General meeting.

## ARTICLE 14: THE COUNCIL: NOMINATION AND ELECTION OF COUNCIL MEMBERS

- i. At least Forty five days before an AGM, there shall be available at the Office of the Registrar:
  - Nomination papers in the form prescribed by the Electoral Rules;
  - Ballot papers;
- ii. At least Thirty days before an AGM, the final voters roll shall be at the Office of the Registrar.
- iii. The nomination paper shall require, inter alia, nomination to be supported by four members and a statement of acceptance by the candidate that s/he is willing, if elected to serve as a Council Member, President or Vice President.
- iv. The nomination paper, completed in all respects, shall be lodged with the Secretary at least 21 days before the AGM Notice.
- v. A validly nominated candidate may withdraw his nomination at any time before the election by written notice in that behalf delivered to the Secretary.
- vi. If the number of validly nominated candidates:
  - equals the number of vacancies to be filled at the AGM, all nominated candidates shall be declared elected;
  - is less than the number of vacancies to be filled at the AGM such nominated candidates shall be declared elected; and for the purpose of filling the vacancies still remaining, further nominations may be accepted from the AGM: Provided that each member to be so nominated shall be supported by four members and shall declare that he is willing if elected to serve as a Council Member; and
  - Provided, further that if the number of such additional nominations exceeds the number of vacancies still remaining to be filled, the question shall be resolved by show of hands and not by secret ballot.
  - Is more than the number of vacancies to be filled at the AGM, an election shall be conducted by the secret ballot and the result declared before the close of the AGM.
- vii. A Council Member shall hold office from the close of the AGM at which he is elected to the close of the AGM at which he is replaced, unless he/she earlier ceases to be a Council Member.
- viii. A Council Member who has attended half of the Council meetings during the immediately preceding term shall vacate office and shall not be eligible for re-election unless a waiver of this paragraph for any such member is, approved by a simple majority of members present and voting at a General Meeting of members at which he/she wished to offer himself/herself for re-election.
- ix. A Council Member so disqualified under Article 14 shall, upon the waiver being given, file his/her nomination paper notwithstanding Article 22(5).
- x. Council meetings under Article 9 shall include meetings adjourned for lack of quorum and the immediately preceding term shall mean from the preceding General Meeting at which the elections are to be conducted.
- xi. The tenure of office of Council Members shall be in accordance with the First Schedule of the Act.

## ARTICLE 15: REMOVAL OF A COUNCIL MEMBER

- (i) Where a Council Member is found guilty of professional misconduct as provided for under First Schedule section 2 subsection 3(f) of the Act, the AGM/EGM may by

- special resolution remove the said member from office.
- (ii) If 14.i. above involves the President of the Institute, the President shall step aside and the Vice President shall preside over the AGM/EGM as necessary.

#### **ARTICLE 16: COMMITTEES OF COUNCIL**

- (i) In pursuance of Section of the first Schedule of the Act, Committees of the Council may be established by the Council as standing Committees, ad hoc Committees, sub-committees, or any other kind of Committee as the Council deems fit.
- (ii) The Council may appoint as members of a Committee established under this Article persons who are or are not Council Members or members of the Institute, and such person shall hold office on such conditions for such period as the Council may determine in each case.
- (iii) A Committee established under this Article shall be deemed to be acting for and on behalf of the Council and the Council shall have the power to endorse, review, may overrule any decision of such Committee.
- (iv) The Council may make Rules to regulate the procedures of Committees generally or any Committee in particular and may give to any Committee such specified directions as it deems fit.

#### **ARTICLE 17: REMUNERATION AND ALLOWANCE**

- (i) Subject to Section 8 of the First Schedule of the Act, Council Members may offer their services on gratis basis in the furtherance of the objects of the Act;
- (ii) In pursuance of paragraph 8 of part 1 of the First Schedule to the Act, the Council shall present to an Annual General Meeting its proposals and recommendations for the remuneration and allowances of Council Members, members of Committees of Council and members of Disciplinary Committee: Provided that a General Meeting may approve the principles of any such remuneration of allowances and leave the actual details of implementation to be worked out by Council.
- (iii) No change in any remuneration of allowances referred to in paragraph (1) above shall be affected until the same has been approved by a General Meeting and unless such change is within the principles already approved.

#### **ARTICLE 18: ELIGIBILITY TO BE PRESIDENT, VICE PRESIDENT AND COUNCIL MEMBER**

- (i) The President, Vice President, and Council Members who are not ex officio members must be Marketers as defined in the Act and meet the eligibility standards of Section of the Act. A person seeking to be elected as President of the Institute shall have previously served on the Council.

#### **ARTICLE 19: THE DISCIPLINARY COMMITTEE - NOMINATION AND ELECTION**

- i. The provisions of Part V of the Act shall apply with regard to the composition, functions, proceedings, powers and reports of the Disciplinary Committee.
- ii. Members of the Council shall be disqualified from holding office in the Disciplinary Committee.

#### **ARTICLE 20: REMOVAL BY MOTION**

The powers of the Council in relation to removal of a Council Member contained in Article 19 (2) shall be exercisable in respect of a member of the Disciplinary Committee, and the provisions of Article 19 (2) shall apply mutatis mutandis, to such removal.

## **CHAPTER VI: MISCELLANEOUS**

### **ARTICLE 21: MEMBERSHIP FEES**

- i. The fees payable for various matters, referred to in this Constitution shall be prescribed by Council from time to time subject to ratification by the AGM.
- ii. Any member who is in hardship may apply to Council for a reduction in the rate of his/her annual membership subscription, and the Council if satisfied may reduce the rate as they deem fit.
- iii. Where the Council is satisfied that due to exceptional hardships a member is unable to pay his/her annual subscription or other fees as required by this Constitution, it may authorize the postponement of such period and on such terms as it thinks fit.

### **ARTICLE 22: SERVICE OF NOTICE AND OTHER COMMUNICATION**

- i. Any letter, notice or other communication from the Institute to a member shall be deemed to have been correctly served if addressed to the member at his/her postal address recorded in the register of members and sent to him/her by prepaid post or by hand, or email and service shall be deemed to have been effected at the time of dispatch.
- ii. All notice, letters and other communications from the Institute or the Council to a member shall be signed by or on behalf of the Secretary or such other person as the Council may appoint for that purpose.
- iii. Where a period of notice is specified in this Constitution or the Rules, then, notwithstanding the provisions of Article (1) the day of service of such notice shall count as part of such period but the day of the event in respect of which the notice is served shall be excluded from such period.
- iv. Subsequent to notice being given of a General Meeting, any member may, at his/her own expense send through the Secretary one communication to other members if such communication relates to any resolution or agenda item coming before the meeting.
- v. During the seven days prior to an AGM any candidate for election at such AGM may, at his/her own expense, send through the Registrar one communication to the other members

### **ARTICLE 23: RULES OF THE INSTITUTE**

The Council may subject to the provisions of the Act and the provisions of this Constitution,

make Rules affecting the Institute, the Council, Committees of the Council, Council Members, Classes of membership, their rights, privileges and obligations.

#### **ARTICLE 24: ESTABLISHMENT OF BRANCHES OF THE INSTITUTE**

The Council may make Rules on the establishment of branches of the Institute, their powers and functions, in furtherance of the functions of the Institute as outlined in Section 5 of the Act.

#### **ARTICLE 25: ADOPTION AND AMENDMENT OF THE CONSTITUTION**

- i. The Institute shall by a vote of at least two-thirds of the Members voting by secret ballot at a General Meeting of the Institute, adopt this Constitution and shall in like manner amend it.
- ii. The text of any amendments to this Constitution proposed to be moved at the General Meeting, including a summary of any arguments for or against such amendment which the mover thereof or the Council may wish to circulate, shall be sent with the notice of such General Meeting.