

# **CHARTERED INSTITUTE OF MARKETING, GHANA ACT, 2020 (ACT 1021)**

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REPUBLIC OF GHANA

**THE ONE THOUSAND AND TWENTY-FIRST  
ACT  
OF THE PARLIAMENT OF THE REPUBLIC OF GHANA  
ENTITLED**

**CHARTERED INSTITUTE OF MARKETING, GHANA ACT, 2020**

**AN ACT** to establish the Chartered Institute of Marketing, Ghana as a regulatory body to set standards in the marketing profession and to provide for related purposes.

**DATE OF ASSENT:** 13th August, 2020.

**PASSED** by Parliament and assented to by the President

Establishment of the Chartered Institute of Marketing, Ghana

Section 1—Establishment of the Institute

(1) There is established by this Act, the Chartered Institute of Marketing, Ghana as a body corporate.

(2) For the performance of the functions of the Institute, the Institute may acquire and hold property, dispose of property and may enter into a contract or any other related transaction.

(3) Where there is a hindrance to the acquisition of land, the land may be acquired for the Institute under the State Lands Act, 1962 (Act 125) and the cost shall be borne by the Institute.

Section 2—Objects of the Institute

The objects of the Institute are to

- (a) set standards for the practice of marketing, and
- (b) regulate the practice of the marketing profession in the country.

Section 3—Functions of the Institute

To achieve the objects under section 2, the Institute shall

- (a) provide training and conduct examinations in accordance with international best practice to improve the skills and competencies of all those working in and aspiring to work in marketing;
- (b) set the agenda for the practice of marketing;
- (c) promote the role and value of marketing as a critical tool for business development;
- (d) support Government in the development of policy and regulation of marketing activities;
- (e) advocate responsible and ethical marketing practice for marketers and businesses in general;
- (f) conduct innovative marketing research;
- (g) conduct and provide for the conduct of qualifying examinations for membership;
- (h) award professional certificates;
- (i) develop best practice and thought leadership programmes;
- (j) promote marketing as a leading career path and employment choice for future generations; and
- (k) perform any other function that is ancillary to the objects of the Institute.

#### Section 4—Meetings of the Institute

The meetings of the Institute shall be held in accordance with the provisions set out in the First Schedule.

#### Governance of the Institute

##### Section 5—Governing body of the Institute

- (1) The governing body of the Institute is a Council consisting of
  - (a) the President of the Institute elected in accordance with section 34, who is the chairperson,
  - (b) the Vice-President of the Institute,
  - (c) the National Secretary of the Institute,
  - (d) the National Treasurer of the Institute,
  - (e) the Registrar,
  - (f) one representative each from the following Ministries:
    - (i) the Ministry responsible for Trade and Industry not below the rank of a Director, nominated by the Minister responsible for Trade and Industry, and
    - (ii) the Ministry responsible for Education not below the rank of a Director, nominated by the Minister responsible for Education, .
  - (g) the immediate past President of the Institute,

(h) two members of the Institute elected by fully paid up members at an Annual General Meeting of the Institute, and

(i) one member of the Institute who is a woman elected by fully paid up members at an Annual General Meeting.

(2) The President shall, in accordance with article 70 of the Constitution, appoint the members of the Council.

#### Section 6—Functions of the Council

The Council shall

(a) ensure the effective and efficient performance of the functions of the Institute;

(b) formulate policies and determine strategies for the achievement of the objects of the Institute; and

(c) determine and manage the effective and efficient use of the funds and assets of the Institute.

#### Section 7—Tenure of office of members of the Council

(1) A member of the Council shall hold office for a period of three years and is eligible for re-appointment for another term only.

(2) Subsection (1) does not apply to the Registrar.

(3) A member of the Council may, at any time, resign from office in writing addressed to the President through the Minister.

(4) A member of the Council who is absent from three consecutive meetings of the Council without sufficient cause ceases to be a member of the Council.

(5) The President may by a letter addressed to a member of the Council revoke the appointment of the member.

(6) Where a member of the Council is for sufficient reasons, unable to act as a member, the Minister shall determine whether the inability would result in a declaration of a vacancy.

(7) Where there is a vacancy

(a) under subsection (3), (4), (5) or subsection (2) of section 9,

(b) as a result of a declaration under subsection (6), or

(c) by reason of the death of a member, the Minister shall notify the President of the vacancy and the President shall appoint another person for the unexpired term in accordance with this Act.

#### Section 8—Meetings of the Council

(1) The Council shall meet at least once every three months for the conduct of business at a time and place determined by the chairperson.

(2) The chairperson shall at the request in writing of not less than one third of the membership of the Council convene an extraordinary meeting of the Council at a time and place determined by the chairperson.

(3) The quorum at a meeting of the Council is five members.

(4) The chairperson shall preside at meetings of the Council and in the absence of the chairperson, a member of the Council elected by the members present from among their number shall preside.

(5) Matters before the Council shall be decided by a majority of the members present and voting and in the event of an equality of votes, the person presiding shall have a casting vote.

(6) The Council may co-opt a person to attend a meeting of the Council but that person shall not vote on a matter for decision at the meeting.

(7) The proceedings of the Council shall not be invalidated by reason of a vacancy among the members or a defect in the appointment or qualification of a member.

(8) Subject to this section, the Council may determine the procedure for the meetings of the Council.

#### Section 9—Disclosure of interest

(1) A member of the Council who has an interest in a matter for consideration

(a) shall disclose in writing the nature of that interest and the disclosure shall form part of the record of the consideration of the matter; and

(b) is disqualified from being present at or participating in the deliberation or determination of the Council in respect of that matter.

(2) A member ceases to be a member of the Council, if that member has an interest in a matter before the Council and

(a) fails to disclose that interest; or

(b) is present at or participates in the deliberations of the Council in respect of that matter.

#### Section 10—Establishment of committees

(1) The Council may establish committees consisting of members of the Council or non-members or both to perform a function of the Council.

(2) A committee of the Council may be chaired by a member or non-member of the Council.

(3) Section 9 applies to a member of a committee of the Council.

#### Section 11—Disciplinary Committee

(1) Without limiting subsection (1) of section 10, the Council shall have a Disciplinary Committee.

(2) The composition of, the procedures for the conduct of inquiries by and the powers of the Disciplinary Committee are as set out in the Second Schedule.

## Section 12—Allowances

Members of the Council and members of a committee of the Council shall be paid allowances determined by the Council and approved by the Minister in consultation with the Minister responsible for Finance.

## Section 13—Policy directives

The Minister shall give directives to the Council on matters of policy and the Council shall comply.

## Membership and Qualification

### Section 14—Categories of membership

The membership of the Institute consists of the following:

- (a) a Fellow;
- (b) a Full Member;
- (c) an Associate Member;
- (d) an Emerging Associate Member;
- (e) a Graduate Member;
- (f) a Student Member;
- (g) an Honorary Member; and
- (h) a Corporate Member.

### Section 15—Qualification for enrolment as a Fellow

(1) A person with at least one of the following qualifications is qualified to be enrolled as a Fellow:

- (a) a Fellow of a recognised marketing professional body approved by the Institute;
- (b) a Full Member with at least fifteen years contribution to marketing practice or education, and who has a highly proven record of expertise, experience and success within a senior management position in Ghana or elsewhere;
- (c) a Full Member who has served on the Council for more than six years; or
- (d) a past President of the Institute.

(2) The decision for conferring the status of a Fellow is vested in the Council.

(3) A person who qualifies under subsection (1) and is conferred with the status of Fellow by the Council may use the title "FCIMG".

### Section 16—Qualification for enrolment as a Full Member

(1) A person with at least one of the following qualifications is qualified to be enrolled as a Full Member:



- (a) a Full Member of a recognised marketing professional body approved by the Institute; or
- (b) a degree in a marketing related subject, with a minimum of ten years practical experience within a recognised area of marketing practice or marketing education and holds an appointment equivalent to a Marketing Director.

(2) A person who qualifies under subsection (1) and is conferred with the status of Full Member by the Council may use the title "MCIMG".

#### Section 17—Qualification for enrolment as an Associate Member

(1) A person with anyone of the following qualifications is qualified to be enrolled as an Associate Member:

- (a) an Associate Member of a recognised marketing professional body approved by the Institute;
- (b) a degree in a marketing related subject with a minimum of three years experience in a recognised area of marketing;
- (c) a certificate of participation in Chartered Institute of Marketing Postgraduate Diploma in Marketing; or
- (d) a degree in a non-marketing related subject, with a minimum of ten years practical experience within a recognised area of marketing practice or marketing education and holds an appointment equivalent to a Marketing Director.

(2) A person who qualifies under subsection (1) and is conferred with the status of Associate Member by the Council may use the title "ACIMG".

#### Section 18—Qualification for enrolment as an Emerging Associate Member

(1) A person with a degree in an academic discipline other than a marketing related subject and at least five years experience in a recognised area of marketing is qualified to be enrolled as an Emerging Associate Member.

(2) A person who qualifies under subsection (1) and is conferred with the status of Emerging Associate Member by the Council may use the title "eACIMG".

#### Section 19—Qualification for enrolment as a Graduate Member

(1) A person with anyone of the following qualifications is qualified to be enrolled as a Graduate Member:

- (a) a university degree in a business related subject with marketing specialisation; or
- (b) a Higher National Diploma Marketing with no practical experience.

(2) A person who qualifies under subsection (1) and is conferred with the status of Graduate Member by the Council may use the title "GCIMG".

#### Section 20—Qualification for enrolment as a Student Member

A person in a recognised marketing professional institution or any other tertiary institution pursuing a marketing qualification is qualified to be enrolled as a Student Member.

## Section 21—Qualification for enrolment as an Honorary Member

(1) An Honorary Member shall be conferred on a non-member of the Institute

(a) who has more than fifteen years experience in marketing and is in a senior management position; or

(b) who has won the award for the Marketing Man or Marketing Woman of the Year.

(2) A person who qualifies under subsection (1) and is conferred with the status of Honorary Member by the Council may use the title "HCIMG".

## Section 22—Qualification for enrolment as a Corporate Member

A body corporate is qualified to be enrolled as a Corporate Member if that body corporate is a marketing-oriented institution recognised by the Institute.

## Section 23—Restriction on the use of the title "Chartered Marketer"

A person who is not a Full Member or a Fellow of the Institute with a minimum of two years continuous professional development in the relevant areas of marketing practice approved by the Council shall not accept or use the title "Chartered Marketer".

## Registration

### Section 24—Qualification for registration as a member of the Institute

(1) A person qualifies for registration as a member of the Institute to practise marketing if that person is qualified to be registered as

(a) a Fellow under section 15;

(b) a Full Member under section 16;

(c) an Associate Member under section 17;

(d) an Emerging Associate Member under section 18;

(e) a Graduate Member under section 19;

(f) a Student Member under section 20;

(g) an Honorary Member under section 21; or

(h) a Corporate Member under section 22.

(2) A person is not qualified to be registered as a marketing practitioner or to provide tuition for professional examinations for marketing practice if that person has been

(a) declared by a certified psychiatrist and adjudged by a court of competent jurisdiction to be of unsound mind;

(b) convicted by a court of competent jurisdiction of an offence involving fraud or dishonesty;

(c) adjudged bankrupt by a court of competent jurisdiction and is not discharged; or

(d) convicted for high crime, high treason, treason or for an offence involving the security of the State.

### Section 25—Application for registration

- (1) A person who qualifies to be registered as a member of the Institute under this Act shall apply to the Institute.
- (2) An application for registration shall be in written form with supporting documents including evidence of the qualification of the applicant.
- (3) The application shall be submitted together with the registration fee prescribed by the Council.
- (4) An applicant shall be registered as a member of the Institute, where the Council is satisfied that the applicant meets the requirements specified under this Act.
- (5) The Institute shall, not later than three months after the receipt of an application, communicate the acceptance or refusal of the application to the applicant.

### Section 26—Certificate of registration

- (1) The Council shall, where an application for registration is accepted by the Council,
  - (a) direct the Registrar to enter the name of the applicant in the register; and
  - (b) issue the applicant with a certificate of registration on the payment of the prescribed fee.
- (2) A certificate of registration is valid for one year and is renewable annually by the Council upon payment of the prescribed fees by the applicant.

### Section 27—Rights conferred by registration

A person who is registered under this Act is entitled to practise marketing.

### Section 28—Suspension of membership

The Council may suspend a member where

- (a) an offence in relation to the member is being investigated;
- (b) an allegation of professional misconduct has been made against the member;
- (c) a false declaration has been made in an application for registration;
- (d) a member is not in good standing for a continuous period of three years; or
- (e) the member has contravened a provision of this Act.

### Section 29—Cancellation of registration

The Council shall cancel the registration of a member on the recommendation of a committee of the Council where

- (a) the Council establishes that the registration was obtained by fraud, misrepresentation or concealment of material fact;
- (b) the member is convicted of an offence under this Act or the Regulations;
- (c) the member is convicted and sentenced to a term of imprisonment for a criminal offence related to the practice of marketing;

- (d) the member has lost the qualification on the basis of which the registration was made; or
- (e) the member is convicted for high crime, high treason, treason or for an offence involving the security of the State.

#### Section 30—Register

- (1) The Institute shall establish, keep and maintain a register of members of the Institute.
- (2) The register referred to in subsection (1) shall contain
  - (a) a list of the names of members of the Institute; and
  - (b) any other particulars that the Institute may determine.
- (3) The Institute may effect any correction or alteration to the register.
- (4) The Institute shall keep the register at the office of the Institute.
- (5) The register shall be opened to the public.
- (6) A person may during business hours of the Institute and on the payment of the prescribed fee
  - (a) inspect the register; or
  - (b) obtain an extract from the register.
- (7) The Council shall publish annually the list of members of the Institute in good standing
  - (a) in the Gazette; or
  - (b) in at least two daily newspapers of national circulation; and
  - (c) on the website of the Institute.

#### Section 31—Removal of name from register

The Registrar shall remove from the register the name of a member who

- (a) has been found guilty of professional misconduct by the Disciplinary Committee; or
- (b) is disqualified under this Act.

#### Section 32—Representation to the Council and appeal

- (1) Membership shall not be cancelled or suspended unless the Council has given the member at least thirty days notice of the intention of the Council to suspend or cancel the registration and has provided the member with an opportunity to make a representation to the Council.
- (2) A person who is dissatisfied with a decision of the Council may appeal to the High Court.

#### Section 33—Restoration of membership

The name of a person may be restored to the register by the Registrar as directed by the Council.

#### Administration of the Institute

#### Section 34—President of the Institute

(1) There shall be a President of the Institute who shall be elected by members of the Institute at an Annual General Meeting.

(2) The President shall preside over meetings of the Council and perform any other function determined by the Council.

(3) The President shall hold office for a period of three years and is eligible for re-appointment for another term only.

#### Section 35—Vice- President of the Institute

(1) There shall be a Vice-President of the Institute who shall be elected by the members of the Institute at an Annual General Meeting.

(2) The Vice-President shall assist the President of the Institute in the performance of the functions of the President of the Institute as determined by the President of the Institute.

(3) The Vice-President may be assigned other responsibilities that the Council may determine from time to time.

#### Section 36—National Secretary of the Institute

(1) There shall be a National Secretary of the Institute who shall be elected by members of the Institute at an Annual General Meeting.

(2) The National Secretary shall,

(a) in consultation with the President of the Institute, issue notices of all meetings of the Council;

(b) keep and maintain minutes and records of proceedings of the meetings of the Council;

(c) in consultation with the President of the Institute, handle all correspondence of the Council; and

(d) perform any other function assigned by the President of the Institute.

#### Section 37—National Treasurer of the Institute

(1) There shall be a National Treasurer of the Institute who shall be elected by members of the Institute at an Annual General Meeting.

(2) The National Treasurer shall

(a) ensure the receipt and disbursement of the funds of the Institute in an effective and efficient financial manner and in accordance with the decision of the Council;

(b) prepare financial statements for presentation to the Council and members of the Institute at an Annual General Meeting; and

(c) perform any other function assigned by the President of the Institute.

#### Section 38—Registrar

(1) The Institute shall have a Full Member as a Registrar who shall be appointed by the Council.

(2) The Registrar shall hold office on the terms and conditions specified in the letter of appointment.

#### Section 39—Functions of the Registrar

(1) The Registrar is responsible for the day-to-day administration of the affairs of the Institute and is answerable to the Council in the performance of the functions under this Act.

(2) The Registrar may delegate a function to an officer of the Institute but shall not be relieved of the ultimate responsibility for the performance of the delegated function.

#### Section 40—Appointment of other staff

(1) The Council may appoint other officers and employees that are necessary for the effective and efficient performance of the functions of the Institute.

(2) The Institute may engage the services of advisers on the recommendations of the Council.

(3) The terms and conditions of service of officers and employees of the Institute shall be determined by the Council.

#### Section 41—Internal Audit Unit

(1) The Institute shall have an Internal Audit Unit in accordance with section 83 of the Public Financial Management Act, 2016 (Act 921).

(2) The Internal Audit Unit shall be headed by an Internal Auditor who shall be appointed in accordance with the Internal Audit Agency Act, 2003 (Act 658).

(3) The Internal Auditor is responsible for the internal audit of the Institute.

(4) The Internal Auditor shall, subject to subsections (3) and (4) of section 16 of the Internal Audit Agency Act, 2003 (Act 658), at intervals of three months

(a) prepare and submit to the Council, a report on the internal audit carried out during the period of three months immediately preceding the preparation of the report; and

(b) make recommendations in each report, with respect to matters which appear to the Internal Auditor as necessary for the conduct of the affairs of the Institute.

(5) The Internal Auditor shall, in accordance with subsection (4) of section 16 of the Internal Audit Agency Act, 2003 (Act 658), submit a copy of each report prepared under this section to the Registrar and the chairperson of the Council.

#### Section 42—Collaboration with other bodies

The Council may collaborate with other bodies in the performance of the functions of the Institute under this Act.

#### Financial Provisions

#### Section 43—Funds of the Institute

The funds of the Institute include

(a) moneys paid to the Institute by way of fees, subscriptions, rents, interest and royalties;

- (b) moneys derived from the sale of property held by or on behalf of the Institute;
- (c) other moneys lawfully received by the Institute;
- (d) the accumulation of income derived from any property or money;
- (e) donations, grants and gifts; and
- (f) any other moneys approved by the Council.

#### Section 44—Borrowing powers of the Institute

The Institute may obtain loans and other credit facilities on the security of the property and assets of the Institute.

#### Section 45—Bank account of the Institute

Moneys for the Institute shall be paid into a bank account of the Institute opened by the Institute with the approval of the Council for the purpose.

#### Section 46—Fees

- (1) Persons eligible for membership of the Institute shall be enrolled on the payment of an entrance fee and an annual subscription fee determined by the Council.
- (2) Payment of fees shall be made to the Registrar of the Institute.
- (3) Annual subscriptions payable under this section shall be due on the 7th day of January each year and in the case of members enrolled after this date, on the date of enrolment.

#### Section 47—Accounts and audit

- (1) The Council shall keep books of accounts, records, returns and other documents relevant to the accounts in the form approved by the Auditor -General.
- (2) The Council shall submit the accounts of the Institute to the Auditor-General for audit within three months after the end of the financial year.
- (3) The Auditor-General shall, within six months after the end of the immediately preceding financial year, audit the accounts and forward a copy each of the audit report to the Minister and the Council.
- (4) The financial year of the Institute shall be the same as the financial year of the Government.

#### Section 48—Annual report and other reports

- (1) The Council shall, within thirty days after the receipt of the audit report, submit an annual report to the Annual General Meeting covering the activities and the operations of the Institute for the year to which the report relates.
- (2) The annual report shall include the report of the Auditor-General.
- (3) The Council shall, within thirty days after the preparation of the annual report, submit the report to the Minister with a statement that the Council may consider necessary.
- (4) The Council shall also submit to the Minister any other reports which the Minister may require in writing.

(5) The Minister shall, within thirty days after the receipt of the annual report, submit the report to Parliament with a statement that the Minister considers necessary.

#### Miscellaneous Provisions

##### Section 49—Custody and use of common seal

- (1) The Institute shall have a common seal to be kept by a person determined by the Council.
- (2) The common seal shall not be affixed to a legal document except
  - (a) with the prior authorisation of the Institute in writing; and
  - (b) in the presence of two members of the Council who shall sign the document independently of any other person who may have signed the document as a witness.

##### Section 50—Offences

- (1) A person who
  - (a) makes a false declaration in an application for registration as a marketing professional,
  - (b) wilfully and falsely uses a name, title or addition implying a qualification to engage in the practice of marketing,
  - (c) is not registered under this Act, but
    - (i) practises or professes to practise as a marketing professional, or
    - (ii) receives payment for the practice as a marketing professional, or
  - (d) wilfully alters, destroys or damages a register kept under this Act

commits an offence and is liable on summary conviction to a fine of not less than two hundred and fifty penalty units and not more than five hundred penalty units or to a term of imprisonment of not less than one year and not more than two years or to both and in the case of a continuing offence to a further fine of ten penalty units for each day during which the offence continues after written notice has been served on the offender by the Institute.

- (2) Where an offence under this Act is committed by
  - (a) a body corporate, each director or secretary of that body corporate shall be considered to have committed the offence, or
  - (b) a partnership, each partner shall be considered to have committed the offence.

(3) Despite subsection (2), a person shall not be convicted of an offence if the person proves that the offence was committed without the knowledge or consent of that person, or that the person took the necessary steps having regard to the circumstances, to prevent the commission of the offence.

##### Section 51—Regulations

The Minister shall, within twelve months of the coming into force of this Act, on the advice of the Council, by legislative instrument, make Regulations to



- (a) prescribe the conditions for registration of marketing professionals including the use of a personal identification number for a qualified marketing professional and the use of certificates;
- (b) prescribe practice standards for marketing professionals;
- (c) provide for the discipline of marketing professionals;
- (d) prescribe fees to be paid under this Act;
- (e) prescribe details of registers to be kept; and
- (f) provide for any other matter necessary for the effective implementation of the provisions of this Act.

#### Section 52—Interpretation

In this Act, unless the context otherwise requires,

"committee" means a group appointed by the governing body to act on behalf of the governing body;

"Corporate Member" means an institutional member approved by the Council;

"Council" means the governing body of the Institute established under section 4;

"high academic and professional qualification" means a professional marketing qualification, masters or doctoral degree;

"Institute" means the Chartered Institute of Marketing, Ghana established under section 1;

"marketing" means the activities that relate to the identification, anticipation and satisfaction of customer-wants profitably;

"marketing professional" means a person who has formal marketing qualification from the Institute or any other body recognised by the Institute;

"member" means a member of the Institute;

"Minister" means the Minister responsible for Education;

"President" means the person elected in accordance with section 34;

"professional misconduct" means a conduct as defined in the Third Schedule;

"public agency" means a body set up by Government in the public interest;

"public interest" includes any right or advantage which enures or is intended to enure to the benefit generally of the whole of the people of Ghana;

"Registrar" means the person appointed under section 38; and

"Student Member" means a person who is undertaking a programme or course of study in a recognised institution of marketing within or outside the country.

#### Section 53—Transitional provisions

(1) The rights, assets and liabilities accrued in respect of the properties vested in the Chartered Institute of Marketing, Ghana established in 1981 and existing immediately before the coming into force of this Act and the persons employed by the Institute shall be transferred to the Chartered Institute of Marketing, Ghana established under this Act and accordingly proceedings taken by or against the former Institute may be continued by or against the Institute.

(2) A contract subsisting between the Institute established in 1981 and another person in effect immediately before the coming into force of this Act shall subsist between the Institute and that other person.

#### Section 54—Dissolution and savings

(1) The Chartered Institute of Marketing, Ghana established in 1981 under the Professional Bodies Registration Decree, 1973 (NRCD 143) is dissolved.

(2) Despite the dissolution under subsection (1), any notices, orders or directives issued, appointments made, or any other act lawfully made or done by the Institute and in force immediately before the coming into force of this Act, shall be considered to have been made or done under this Act and shall continue to have effect until reviewed, cancelled or terminated.

(3) Any registers of marketing professionals in use immediately before the coming into force of this Act and every document, regulation, bye-law, notice, direction, appointment or any act lawfully, made or prepared before the coming into force of this Act shall continue in force as if made, kept, prepared or issued under the corresponding provisions of this Act until expressly repealed, cancelled or revoked.

(4) Until the date of the first meeting of the Council, the governing Council of the Chartered Institute of Marketing, Ghana shall have and exercise the powers conferred on the Council established under section 5.

### SCHEDULES

#### FIRST SCHEDULE

(section 4)

##### Meetings of the Institute

##### 1. Composition of the General Assembly

The total membership of the Institute constitutes the General Assembly of the Institute.

##### 2. Annual General Meeting

(1) The Council shall convene an Annual General Meeting of the Institute to

(a) elect the President, the Vice-President, the National Secretary and the National Treasurer and three other members one of whom is a woman as members of the Council;

(b) approve

(i) the annual report of the Council;

(ii) the audited accounts of the Institute; and

- (iii) the report of the auditor;
- (c) determine the allowances to be paid to members of the Council; and
- (d) appoint auditors for the ensuing year.

(2) The Annual General Meeting of the Institute shall be held not later than the 30th of June each year or on a date appointed by the Council but which date shall not be more than fifteen months from the date of the previous Annual General Meeting.

(3) The President of the Institute or in the absence of the President, the Vice-President of the Institute shall preside at each Annual General Meeting of the Institute.

(4) In the absence of both the President and the Vice-President, a member of the Institute from among the members of the Council elected from among the members of the Council present at the meeting shall preside.

(5) A member who intends to move a motion not related to the ordinary annual business of the Institute may do so if

- (a) notice in writing of the proposed motion is given and received by the Secretary not later than five weeks before the Annual General Meeting; and
- (b) the proposed motion relates to matters affecting the Institute or the marketing profession.

### 3. Extraordinary General Meeting

(1) The Council may convene an Extraordinary General Meeting of the Institute on its own or on receipt of a written request signed by not less than twenty members of the Institute.

(2) A request for an Extraordinary General Meeting shall state the purpose of the proposed meeting to the Secretary to the Council.

### 4. Notice of meeting

(1) The Secretary shall send to each member of the Institute a notice stating the day, time, place and the agenda for the meeting not less than twenty-one days before an Annual General Meeting or Extraordinary General Meeting of the Institute.

(2) Members may agree on a shorter notice.

(3) The Secretary shall, on the instructions of the Council, send to each member of the Institute

- (a) a notice of the meeting;
- (b) a copy of the annual report;
- (c) a copy of the audited accounts of the Institute with the report of the auditor on the accounts;
- (d) a list of persons nominated for membership of the Council;
- (e) the name of any auditor proposed by the Council for the Institute; and
- (f) particulars of motions to be moved at the meeting in the case of the Annual General Meeting.

(4) The Secretary shall publish the notice of the meeting on the website of the Institute.

(5) The non-receipt of a notice by a member shall not invalidate the proceedings of the meeting to which the notice relates.

#### 5. Quorum at a meeting of the Institute

(1) Twenty members of the Institute present within thirty minutes from the time appointed for the Annual General Meeting shall form a quorum.

(2) Where this condition is not met, the meeting shall be adjourned for a week to be held at the same hour and place or at a place determined by the Council and communicated to the members.

(3) The adjourned meeting shall proceed to do business on the next adjourned date despite the fact that the members present do not form a quorum.

(4) An Extraordinary General Meeting of the Institute shall be adjourned if at least twenty members are not present at the time appointed for the meeting.

#### 6. Adjournment

(1) The person presiding at a meeting of the Institute may adjourn the meeting with the consent of members present at the meeting.

(2) Business left unfinished at the previous meeting from which the adjournment took place shall take precedence over any other business to be transacted at an adjourned meeting.

#### 7. Resolutions

(1) Every resolution and amendment proposed and seconded at a meeting of the Institute shall be put to the meeting by the person presiding and decided by majority of members of the Institute present and voting.

(2) The person presiding shall, in the event of an equality of votes, have a casting vote.

(3) A declaration by the person presiding as to the decision of the meeting shall be final.

(4) A poll of members of the Institute present at a meeting and entitled to vote may be taken" in writing prior to a decision made being declared, but a poll shall not be taken on a resolution or amendment relating to the election of the person presiding, the appointment of scrutineers or the adjournment of a meeting.

(5) Members who have not paid up their annual subscription fee shall not be entitled to vote at a meeting of the Institute.

#### 8. Polling at meetings

(1) The person presiding at a meeting of the Institute at which a poll is demanded shall at the conclusion of the meeting, state any resolution or amendment in the form of a proposition which in the opinion of the person will be most suitable to ascertain the thinking of members of the Institute on the substance of the resolution or amendment and the rendition of the person presiding shall be final.

(2) Voting papers setting out the proposition stated together with necessary notes and directions shall within fourteen days after the meeting be issued by the Council to all members of the Institute entitled to vote at the meeting at which a poll is demanded.

(3) Members of the Institute wishing to vote on a proposition shall do so by sending the voting papers to the Institute addressed to the scrutineers to be received by the scrutineers not later than twenty-one days after the meeting.

(4) At each meeting of the Institute at which a poll is demanded, the meeting shall appoint five members of the Institute present from amongst their number as scrutineers, any three of whom shall form a quorum.

(5) The scrutineers shall reject the vote of a member of the Institute whose subscription or other sum payable by the person under this Act or the Regulations is in arrears at the date of the meeting; and may in the discretion of the scrutineers, reject any vote where the voter has failed to observe the notes and discretions relating to the vote which in the view of the scrutineers ought properly to be rejected.

(6) The scrutineers shall report the result of the voting to the person presiding at the meeting as soon as practicable and shall include in the report, a statement of the number of votes rejected and the reasons for the rejection.

(7) The person presiding shall send a copy of the report to each member of the Institute as soon as practicable and where there is an equality of votes, the person presiding shall have a casting vote and declare when sending the report, the manner in which the casting vote is given and the result of the voting.

(8) The facts contained in the report of the scrutineers as to the result of the voting or the declaration by the person presiding shall be conclusive.

(9) The results from the voting shall take effect from the date of the report of the scrutineers except that where a meeting was adjourned to receive the report of the scrutineers, the voting shall take effect from the date when the report was presented to the adjourned meeting.

(10) A decision at a meeting shall be taken by a majority of persons present and voting and in the event of equality of votes, the person presiding shall have a casting vote.

(11) Where the person presiding is unable to exercise powers granted to that person, the power shall be exercised by a member of the Council who is present at the meeting and authorised by the Council to exercise the powers.

## 9. Minutes of meetings

(1) Resolutions and proceedings of the Institute shall be recorded in the minutes of the meeting and the minutes shall be signed by the person presiding at the meeting to which the minutes relate.

(2) The minutes duly signed is sufficient evidence of the facts contained in the minutes.

## SECOND SCHEDULE

(section 11(2))

## Disciplinary Committee and Procedure for Proceedings

1. (1) The Council shall appoint five persons, at least three of whom shall be from among the members of the Council, to constitute a Disciplinary Committee for the purposes of an inquiry into the conduct of a member under this Act.

(2) One of the members shall be appointed by the Council to be chairperson of the Committee.

2. (1) The Council shall cause a statement to be prepared setting out the charges to be investigated by the Disciplinary Committee and the Secretary of the Council shall submit a copy of the statement to each member of the Committee and to the person whose conduct is the subject of the inquiry

(2) Where the inquiry is to be held in consequence of a petition or complaint alleging misconduct by any person, the Secretary of the Council shall, in addition, transmit a copy of that petition or complaint to that person and to each of the members of the Disciplinary Committee.

3. (1) The Secretary of the Council shall give notice of the first date fixed for the inquiry to the person whose conduct is the subject of the inquiry,

(2) Each notice shall be sent to the last known address of the person and shall be delivered by hand or sent by registered mail, at least fourteen days before the date fixed for the inquiry.

(3) Where a person to whom a notice has been given, fails to appear in person or is not represented by counsel, the inquiry may be held by the Disciplinary Committee in the absence of that person.

4. (1) If the Council is of the opinion that the evidence of a person or the production of a document by a person is necessary to enable a matter to be investigated by the Disciplinary Committee, the Council shall direct the Secretary of the Council to require that person to attend or produce the document at a time and place specified in a notice which shall be addressed to and delivered at the known place of residence of that person by hand or registered mail.

(2) The Secretary of the Council shall be the secretary to the Disciplinary Committee and shall sign every notice issued for the purpose of a disciplinary proceeding.

5. The Disciplinary Committee shall have power to administer oaths or affirmations to persons who are required to give evidence before the Committee, and a person who refuses to be sworn or affirmed commits an offence.

6. A person whose conduct is the subject of investigation at an inquiry or who is in anyway concerned or implicated in the inquiry may be represented by counsel at the inquiry.

7. The Council may authorise a legal practitioner to assist the Disciplinary Committee in the leading and taking of evidence.

8. An inquiry held by the Disciplinary Committee shall be held in camera unless the Council otherwise determines.

9. A question before the Disciplinary Committee shall be determined by the decision of the majority of the members of the committee present and voting at the meeting.

10. Upon the conclusion of an inquiry, the Disciplinary Committee shall prepare and submit a report to the Council on the findings of the Committee on the matter in respect of which the inquiry was held.

### THIRD SCHEDULE

(section 52)

#### Professional Misconduct

"Professional Misconduct" on the part of a member of the Institute includes the member

- (a) providing false information to seek admission for membership;
- (b) disclosing information acquired in the course of professional engagement to another person without the consent of the client or customer otherwise than as required by law;
- (c) including in a statement, a return or form submitted to the Council, particulars, knowing the particulars to be false;
- (d) stealing, embezzling and misappropriating funds and property under the custody of that member;
- (e) permitting unqualified persons to use the certificate of the member to gain employment or for other purposes;
- (f) destroying official records without authorisation with the aim of concealing evidence;
- (g) failing to keep or maintain the ethical standards of the profession;
- (h) committing gross negligence in the conduct of professional duties;
- (i) undertaking a transaction without indicating that the member is in a conflict of interest situation;
- (j) submitting a bill or charging fees for services that the member knows to be false or misleading;
- (k) charging fees
  - (i) for a service that is free, or
  - (ii) that is excessive in relation to the service offered or performed;
- (l) misusing a corporate name and logo for personal interest;
- (m) engaging in the illegal transfer of funds or money laundering; and
- (n) expressing a professional opinion without sufficient information to arrive at the opinion.

**Date of Gazette Notification: 13th August, 2020.**