

GOVERNMENT OF ZAMBIA

ACT

No. 14 of 2003

Date of Assent: 16th September, 2003

An Act to establish the Zambia Institute of Marketing and to provide for its functions; to constitute the Council of the Zambia Institute of Marketing; to provide for the registration of members; and to provide for matters connected with or incidental to the foregoing.

[16th September, 2003

ENACTED by the Parliament of Zambia

Enactment

PART I

PRELIMINARY

1. This Act may be cited as the Zambia Institute of Marketing Act, 2003 and shall come into operation on such date as the Minister may, by statutory instrument, appoint.

Short title
and
commencement

2. In this Act, unless the context otherwise requires—
“appointed date” means the date appointed by the Minister under section *one*;

Interpretation

“Chairperson” means—

“the Chairperson of the Registration Committee elected under subsection (5) of section *seven*; or

the Chairperson of the Disciplinary Committee elected under subsection (1) of section *twenty-eight*”;

“Council” means the Council constituted under section *five*;

“corporate membership” means membership accorded to a corporate body;

“degree” means a Bachelor of Business Administration degree; Bachelor of Marketing degree; Bachelor of Commerce degree, Bachelor of Economics degree or any other degree approved by the Council;

Cap. 119

- “Disciplinary Committee” means the Disciplinary Committee of the Institute constituted under section *twenty-eight*;
- “diploma” means a marketing diploma obtained from a recognised institution approved by the Council;
- “Executive Committee” means the Executive Committee of the former Institute;
- “financial year” means the period of twelve months ending 31st March in any year;
- “former Institute” means the Zambia Institute of Marketing registered under the Societies Act;
- “Institute” means The Zambia Institute of Marketing established under section *three*;
- “marketer” means any person recognised and registered as such under this Act and includes marketing and advertising consultants, and “marketing” shall be construed accordingly;
- “marketing field” includes advertising agency, marketing research agency, marketing consultancy practice, public relations agency and sales management;
- “member” means a member of the Institute and “membership” shall be construed accordingly;
- “practising certificate” means a certificate issued under section *eight* authorising a person to practice as a marketer;
- “President” means the President of the Council elected under subparagraph (2) of paragraph 1 of the Schedule;
- “Publicity Secretary” means the Publicity Secretary of the Council elected under subparagraph (2) of paragraph 1 of the Schedule;
- “Registrar” means the Registrar of the Institute appointed under subparagraph (1) of paragraph 8 of the Schedule;
- “Registration Committee” means the Marketer’s Registration Committee constituted under section *seven*;
- “related discipline” means a business discipline or professional qualification other than marketing which is approved by the Council;
- “Secretary” means the Secretary of the Council elected under subparagraph (2) of paragraph 1 of the Schedule;
- “special resolution” means a resolution passed by not less than a two-thirds majority of the total

THE ZAMBIA INSTITUTE OF MARKETING ACT, 2003

ARRANGEMENT OF SECTIONS

PART I

Section

1. Short title and commencement
2. Interpretation

PART II

THE ZAMBIA INSTITUTE OF MARKETING

3. Establishment of Institute
4. Functions of Institute

PART III

THE COUNCIL OF THE ZAMBIA INSTITUTE OF MARKETING

5. Constitution of Council
6. Functions of Council

PART IV

REGISTRATION OF MEMBERSHIP

7. Marketer's Registration Committee
8. Application for membership
9. Qualification for membership
10. Disqualification of member
11. Classes of membership
12. Fellow
13. Member
14. Honourary Member
15. Graduate Member
16. Student Member
17. Associate Member
18. Corporate Membership
19. Right to vote
20. Designation of Members
21. Penalty for improper use of title or description
22. Register
23. Offences relating to practice
24. Offences relating to registration
25. Cancellation of registration
26. Appeal
27. Application for re-registration

PART V

DISCIPLINARY COMMITTEE

28. Disciplinary Committee
29. Functions of Disciplinary Committee
30. Proceedings of Disciplinary Committee
31. Powers of Disciplinary Committee
32. Professional misconduct
33. Penalties to be imposed by Disciplinary Committee
34. Appeals to Council

PART VI

MISCELLANEOUS

35. Branches of Institute
36. Professional fees
37. Professional practice
38. Offences and penalties
39. Regulations by Council
40. Savings and transitional provisions
41. Transfer of staff

SCHEDULE

(Section 5 (2))

1. Composition of Council
2. Tenure of office and vacancy
3. Seal of Institute
4. Proceedings of Council
5. Committees of Council
6. Disclosure of interest
7. Immunity of members
8. Registrar and other staff
9. Prohibition of publication or disclosure of information

paid-up membership of the Institute duly convened with the due notice of the intention to propose such a resolution;

“Treasurer” means the Treasurer of the Council elected under subparagraph (2) of paragraph 1 of the Schedule;

“Vice-President” means the Vice-President of the Council elected under subparagraph (2) of paragraph 1 of the Schedule;

“Vice-Secretary” means the Vice-Secretary of the Council elected under subparagraph (2) of paragraph 1 of the Schedule; and

“Vice-Treasurer” means the Vice-Treasurer of the Council elected under subparagraph (2) of paragraph 1 of the Schedule.

PART II

THE ZAMBIA INSTITUTE OF MARKETING

3. There is hereby established the Zambia Institute of Marketing which shall be a body corporate with perpetual succession and a common seal, capable of suing and of being sued in its corporate name and with power, subject to the provisions of this Act, to do all such acts as a body corporate may by law do or perform.

Establishment
of
Institute

4. The functions of the Institute are to—

Functions of
Institute

(a) promote the general advancement of the marketing profession and related disciplines;

(b) promote, uphold and improve the standards of training, practice and professional competence of persons engaged in marketing in Zambia;

(c) conduct training of persons in marketing;

(d) publish text books, journals, pamphlets, newsletters or papers in marketing;

(e) raise the standards of marketing as a means of increasing productivity and efficiency in industry, trade and commerce;

(f) promote ethical and responsible practice among practitioners in the marketing profession and related disciplines;

(g) apply to the appropriate authorities for registration and protection of all or any badges or designations as the Institute may deem fit;

(h) hold meetings of the Institute for the reading and discussion of papers for professional interest and development, to make awards to authors of papers of special merit, to recognise outstanding marketing personalities and to

- arrange for other activities of interest or benefit to members;
- (i) acquire, hold, take, develop, lease, hire or dispose of properties of all kinds whether movable or immovable, and to derive capital or income therefrom, for all or any of foregoing objects;
- (j) raise or borrow money for all or any of the foregoing objects in such a manner and upon such security as may from time to time be determined by the Council or general meeting and in particular by issue of bonds, debentures, bills of exchange, promissory notes or other obligations or securities of the Institute or mortgage or charge any part of the property of the Institute;
- (k) verify or cause to be verified by the Registration Committee qualifications of applicants for admission to membership of the Institute by examination, inquiry or otherwise in the theory or practice of marketing and grant certificates of proficiency, prizes, grants and scholarships;
- (m) provide advisory and consultancy services in marketing; and
- (n) do all such things as are connected with or incidental to the attainment of any of the foregoing objects.

PART III

THE COUNCIL OF THE ZAMBIA INSTITUTE OF MARKETING

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|-------------------------|----------------------------------------------------------------------------------------------------------------------------------------------|
| Constitution of Council | 5. (1) There is hereby constituted the Council of the Zambia Institute of Marketing. |
| | (2) The provisions of the Schedule shall apply to the Council. |
| Functions of Council | 6. The functions of the Council are to— |
| | (a) exercise the functions of the Institute; |
| | (b) set minimum educational qualifications for enrolment of persons as students of the Institute; |
| | (c) enrol students of marketing and to keep a register of all the enrolled students; |
| | (d) determine fees to be paid by any member or person in respect of courses and examinations set by the Council; |
| | (e) set and establish such course of study or syllabus whether graduate or otherwise as it considers necessary; |
| | (f) confer certificates on persons who are successful candidates in the examinations conducted by the Council; |
| | (g) set, establish and monitor standards for persons employed in marketing management; |
| | (h) maintain a register of the names of all persons who are members of the Institute and the class of membership applicable to such persons; |

- (i) appoint representatives to meetings of local or international bodies where required; and
- (j) determine appeals against decisions or penalties imposed by the Disciplinary Committee.

PART IV

REGISTRATION OF MEMBERSHIP

7. (1) There shall be a Marketers' Registration Committee of the Council that shall register all professional marketers in Zambia.

Marketers'
Registration
Committee

(2) The Committee shall consist of—

- (a) the Dean of the School of Business of a public university;
- (b) the Head of the Department of Business Studies of the Evelyn Hone College;
- (c) the Head of Marketing Programmes of the Zambia Institute of Management;
- (d) the Head of the Department of Economics of a public university;
- (e) the Director of Standards of the Technical Education, Vocational and Enterprenuership Training Authority; and
- (f) five registered Members who shall be elected by the Council.

(3) Where any member of the Registration Committee referred to in paragraphs (a) to (e) of subsection (2) is unable to attend any meeting, that member may in writing nominate another person to attend in that member's stead and such person shall be deemed to be a member for the purposes of the meeting.

(4) The Registrar shall provide secretarial services to the Registration Committee.

(5) The Registration Committee shall at its first meeting each year elect a Chairperson and Vice-Chairperson from amongst its members.

(6) The Chairperson and the Vice-Chairperson elected under subsection (5) shall be eligible for election at the expiration of one year:

Provided that no member shall hold office as Chairperson for more than two years.

(7) The members of the Registration Committee other than the Chairperson shall hold office for three years and shall, on the expiration of that period, be eligible for reappointment:

Provided that no member shall serve on the Registration Committee for more than six consecutive years.

(8) Subject to the provisions of this section the Registration Committee may regulate its own procedure.

(9) The Registration Committee shall meet for the transaction of its business at least once in every three months at such places and at such times as the Chairperson may determine.

(10) Six members of the Registration Committee shall constitute a quorum.

(11) There shall preside at every meeting of the Registration Committee the Chairperson or in the absence of the Chairperson, the Vice-Chairperson or in the absence of both the Chairperson and the Vice-Chairperson such member as the members present may elect for the purpose of that meeting.

(12) A decision of the Registration Committee shall be by a majority of the members present and voting at a meeting and, in the event of an equality of votes, the person presiding at the meeting shall have a casting vote in addition to the deliberative vote.

Application
for
membership

8. (1) A person shall apply for membership to the Registrar of the Institute in the prescribed form upon payment of the prescribed fee.

(2) The Registrar shall, as soon as possible after receipt of an application, forward it to the Registration Committee.

(3) Where the Registration Committee is satisfied that the applicant holds the relevant qualifications the Registration Committee shall issue a practising certificate.

Qualification
for
membership

9. A person shall not be registered as a member of the Institute unless the person—

(a) has attained the age of twenty-one;

(b) holds qualifications recognised by the Council;

(c) has passed the professional competence examinations conducted by the Council; and

(d) has paid the registration and membership fees prescribed by the Council.

Disqualification
of
member

10. A person shall not qualify to be registered as a member if the person—

(a) has been convicted of an offence involving dishonesty;

(b) has been adjudged or declared to be of unsound mind or insane; and

(c) is an undischarged bankrupt.

11. There shall be seven classes of membership of the Institute namely, Fellow, Member, Honourary Member, Graduate, Student, Associate and Corporate. Classes of membership

12. (1) A person may apply to the Council and be admitted as a Fellow if the person— Fellow

- (a) is a Member of the Institute and has fulfilled the conditions for such membership;
- (b) has attained an appropriate marketing qualification from a recognised institution;
- (c) holds a business degree acceptable to the Council for such class of membership; or
- (d) at the time of making the application of admission as a Fellow, the person—
 - (i) has been engaged in marketing practice at a senior level for at least five years;
 - (ii) has practiced as a marketing consultant for at least five years and has acquired eminence in the profession;
 - (iii) has lectured or taught at a university, college or the Institute for at least five years; or
 - (iv) has engaged in research in marketing or related fields for at least five years.

13. (1) A person may apply to the Council and be admitted as a Member if the person— Member

- (a) has attended a university, college or school approved by the Council and holds a degree or diploma in marketing or any other qualification approved by the Council for that class of membership;
- (b) has been educated in the profession for such period and passed such examination as may be determined by the Council;
- (c) has demonstrated improved educational attainment by submitting an essay of a standard acceptable to the Council and held an oral discussion on the subject matter with members of the Council to their satisfaction; and
- (d) at the time of making the application for admission as a Member, the person has been—
 - (i) engaged in the management, planning, execution or implementation of professional work;
 - (ii) employed as a lecturer or teacher;

(iii) engaged in research in marketing or a related field and has—

(A) undergone training, acceptable to the Council for at least two years under an approved professional person;

(B) satisfied the Council that the person has other suitable professional training; and

(C) after such training, gained relevant experience of at least two years, one of which is in a position considered by the Council to be professional work.

Honourary
Member

14. (1) Any person whom the Institute desires to honour for—

(a) distinguished work in marketing practice or education or in a related discipline;

(b) exceptional and exemplary services relating to marketing or a related discipline;

(c) exceptional services rendered to the Institute; or

(d) association to the Institute which is beneficial to it; may be elected an Honourary Member of the Institute.

(2) Notification of the intention to propose a person as an Honourary Member shall be made at a meeting of the Council.

(3) The proposal of such Honourary Member shall be made at a subsequent meeting of the Council of which notice should have been given to all members together with an intimation of the proposal.

(4) The election of an Honourary Member shall be by unanimous vote of the members of the Council present at the subsequent meeting held under subsection (3).

Graduate
Member

15. A person may on application to the Council be admitted as a Graduate Member of the Institute if the person has graduated with a diploma or degree in marketing from a university, college, school or institution approved by the Council and has less than three years of experience in any marketing field.

Student
Member

16. A person may on application to the Council be admitted as a Student Member, if the person is a bona fide student at a recognised university, college or institute and is studying marketing or a related discipline or is undergoing a period of training in industry relevant to marketing after graduation.

Associate
Member

17. (1) A person may apply to the Council and be admitted as an Associate member, if the person—

(a) has attended a university, college or school approved by the Council and holds a degree, diploma or other qualifications

- acceptable to the Council for that class of membership;
- (b) has been educated in the marketing profession for such period and has passed such examinations as may be determined by the Council;
- (c) at or not more than one year before, the time of making an application for admission as an Associate member has been—
- (i) engaged in work of an administrative or technical nature within the profession; or
 - (ii) employed as a lecturer or teacher in an approved institution; or
 - (iii) engaged in research in marketing or related fields;
- (d) has undergone training acceptable to the Council for a period of at least two years; and
- (e) has had, an aggregate period of two years further experience of such work as, in the opinion of the Council, is appropriate to marketing or a related discipline.

(2) Notwithstanding subsection (1) a university or college graduate with a degree or diploma approved by the Council for purposes of paragraph (a) of section *thirteen* may apply to be admitted as an Associate if the person—

- (a) is at least eighteen years old and has had at least two years of such practical experience as is acceptable to the Council; or
- (b) has a degree or diploma approved by the Council without marketing specialisation and is desirous of pursuing professional marketing studies and has at least two years of such practical experience as is acceptable to the Council.

18. A statutory corporation, a company, a training institution, an association or other body, division, department or section which is directly engaged in marketing activity or is professionally interested in marketing in Zambia and which has two or more members of staff who are Members or Fellows, may on application to the Council, be admitted as a Corporate Member.

Corporate membership

19. A Fellow, Member, Graduate and Associate shall have a vote on any matter arising within the Institute.

Right to vote

20. A member shall be entitled to describe and designate oneself as follows:

Designation of members

- (a) "Fellow" as "Fellow of the Zambia Institute of Marketing" or by initials "FZIM";
- (b) "Member" as "Member of the Zambia Institute of

- Marketing ” or by initials “MZIM ”;
- (c) “Honourary Member ” as Honourary Member of the “Zambia Institute of Marketing ” or by initials “HZIM ”;
- (d) “Graduate ” as Graduate of the Zambia Institute of Marketing or by initials “GZIM ”;
- (e) “Student ” as “Student of the Zambia Institute of Marketing ” or by initials “SZIM ”;
- (f) “Associate ” as “Associate of the Zambia Institute of Marketing ” or by initials “AZIM ”;
- (g) “Corporate Member ” as “Corporate Member of the Zambia Institute of Marketing ” or by initials “CZIM ”.

Penalty for improper use of title or description

21. (1) A person using the title or description Fellow, Member, Honourary Member, Graduate, Student or Associate, corporate of the Zambia Institute of Marketing or authorised letters designating these titles when not entitled to do so commits an offence and shall be liable on conviction to a fine not exceeding ten thousand penalty units or imprisonment for a period not exceeding twelve months or to both.

(2) Where a statutory corporation, a company, a training institution, an association or other body is convicted of an offence under subsection (1) any person who is a director of, or who is concerned in the management of, that statutory corporation, company, training institution, association or other body shall be deemed to have committed the offence and shall be liable on conviction to a fine not exceeding ten thousand penalty units or imprisonment for a period not exceeding twelve months, or to both.

Register

22. The Registrar shall keep a register in which the names and other particulars relating to the members of the Institute shall be entered.

Offences relating to practice

23. (1) A person not registered by the Council or a person who is de-registered by the Council shall not—

- (a) practice or offer services in marketing;
- (b) practice or offer services as a consultant or adviser in marketing;
- (c) adopt, use or exhibit any title designated under this Act; or
- (d) do anything likely to lead persons to infer that the person is registered as a Member under this Act.

(2) A person who contravenes subsection (1) commits an offence and is liable, upon conviction, to a fine not exceeding twenty thousand penalty units or to imprisonment for a period not exceeding two years, or to both.

24. A person who—

(a) makes or causes to be made an unauthorised entry, alteration or erasure in a register, practising certificate, or in any copy thereto; or

(b) procures or attempts to procure oneself or any other person a practising certificate by means of fraud, misrepresentation or concealment of any material facts; commits an offence and shall be liable upon conviction to a fine not exceeding twenty thousand penalty units or to imprisonment for a period not exceeding two years, or to both.

Offences
relating to
registration

25. (1) The Council may, on its own motion or on the recommendation of the Disciplinary Committee, de-register any person registered under this Act where—

Cancellation
of
registration

(a) it is proved to the satisfaction of the Council or the Disciplinary Committee, that the registration of the person was obtained through fraud, misrepresentation or concealment of a material fact;

(b) the person has breached the code of conduct or principles of good practice prescribed under this Act;

(c) the person ceases to be a member of the Institute; or

(d) the member has not paid the subscription fee for a period of three years.

(2) The Council shall, before de-registering any person under subsection (1) give the person fourteen days notice of the intention to de-register that person and give the person an opportunity to show cause why that person should not be de-registered.

(3) The Council shall, after de-registering a person under this section, publish a notice of the de-registration in the *Gazette*.

26. (1) A person aggrieved by a decision made by the Council may within thirty days of the Council's decision, appeal to the Minister.

Appeal

(2) A person aggrieved with the decision of the Minister may, within thirty days of the Minister's decision appeal to the High Court.

27. Where the registration of any person registered with the Institute has been cancelled, suspended or withdrawn, the member may apply for re-registration in the prescribed form upon payment of a prescribed fee, after a period of not less than one year from the date of de-registration.

Application
for
re-
registration

PART VII

DISCIPLINARY COMMITTEE

- Disciplinary Committee**
- 28.** (1) There shall be a Disciplinary Committee of the Institute elected at the Annual General Meeting of the Institute.
- (2) The Disciplinary Committee shall consist of the following—
- (a) a Chairperson, who shall be a Fellow;
 - (b) a Vice Chairperson, who shall be a Member;
 - (c) a representative of the Law Association of Zambia; and
 - (d) four registered members who shall be elected by the Council.
- (3) The members of the Disciplinary Committee shall hold office for two years and may be re-elected upon the expiration of the term of office.
- (4) There shall preside at every meeting of the Disciplinary Committee the Chairperson, or in the Chairperson's absence the Vice-Chairperson or in the absence of the Chairperson and the Vice-Chairperson such member as the members present may elect for the purpose of that meeting.
- Functions of Disciplinary Committee**
- 29.** The functions of the Disciplinary Committee shall be to hear and determine any—
- (a) complaint or allegation against a member of the Institute;
 - (b) complaint or allegation against the Registration Committee.
- Proceedings of Disciplinary Committee**
- 30.** (1) Except as approved in this section, the Disciplinary Committee may regulate its own procedure.
- (2) Four members of the Disciplinary Committee shall form a quorum.
- (3) A decision of the Disciplinary Committee shall be by a majority of votes of members present and voting:
- Provided that in the event of an equality of votes, the person presiding at the meeting shall have a casting vote in addition to the deliberative vote.
- (4) All proceedings of the Disciplinary Committee shall be in camera.
- (5) The Disciplinary Committee shall cause to be kept a record of all its proceedings.
- (6) A party to the proceedings before the Disciplinary Committee shall as of right be present throughout the hearing:
- Provided that any party to a hearing before a Committee may be represented by a legal practitioner or with the leave of the Committee by any person authorised by the person in that behalf.

(7) A party to the proceedings or the party's advocates if any, shall be invited to cross-examine any person giving evidence before the Committee.

(8) The Disciplinary Committee shall, at the close of the hearing of each case make a ruling, which shall be communicated, to the parties and to the Council.

31. (1) The Disciplinary Committee may, for purposes of any inquiry hear and receive any evidence and may administer oaths.

Powers of
Disciplinary
Committee

(2) Any person summoned to appear before the Disciplinary Committee who, without sufficient cause---

(a) refuses or fails to attend at the time and place specified in the summons, or having attended leaves without the permission of the Committee;

(b) having attended refuses to be sworn or to affirm;

(c) refuses without lawful excuse to answer to the best of the person's knowledge any question lawfully put to the person;

(d) refuses to produce any book, record, document, or thing which that person has been required by summons to produce other than that which the person could not be compelled to produce in the trial of an action in a court of law;

commits an offence and shall be liable, upon conviction, to a fine not exceeding one thousand five hundred penalty units or to imprisonment for a period not exceeding two weeks, or to both:

Provided that no such person shall be compelled to answer any question or produce any book, record, document or thing which the person could not be compelled to answer or produce on the trial of an action in a court of law.

32. (1) A registered marketer shall be guilty of professional misconduct if, in the course of practice as a marketer, the marketer—

Professional
misconduct

(a) allows a person, other than a registered marketer or trainee marketer in that marketer's company or institution to practice in the name of such registered marketer;

(b) unlawfully discloses or uses to own advantage any information which was acquired in the course of professional engagement with a client;

(c) certifies or submits in the marketer's name or in the names of the firm a report, document, statement and related records which have not been made by the marketer, the

- marketer's partner or a marketer employed by the firm;
- (d) permits the marketer's name or the name of the firm to be used in connection with technical specifications or financial calculations contingent upon future transactions in the manner which may lead people to infer that the marketer vouches for the accuracy of such information;
 - (e) charges for professional work, fees which are higher than those approved by the Council;
 - (f) in a report in which the marketer's client has an interest, fails to disclose or knowingly conceals from such client mis-statements or facts known to the marketer and the disclosure of which is necessary in order that the report does not mislead, or give an opinion in a professional capacity without obtaining sufficient information on the subject; or

(2) For purposes of this section lying on oath before the Disciplinary Committee shall constitute professional misconduct on the part of a registered marketer.

Penalties to
be imposed
by
Disciplinary
Committee

33. (1) Where the Disciplinary Committee, after due inquiry finds that the marketer is guilty of professional misconduct as a member of the Institute, it may impose one or more of the following penalties:

- (a) order the cancellation of the practising certificate or modify the fields of speciality in which the person may practice;
- (b) recommend to the Council, the expulsion or suspension of any member;
- (c) censure the marketer;
- (d) impose a fine not exceeding one thousand penalty units to be paid to the Institute;
- (e) order the person to pay to the Institute or any other party to the hearing any costs of, or incidental to, the proceedings; or
- (f) impose reasonable conditions for the postponement or suspension for a period not exceeding two years of any of the foregoing punishments.

(2) In any hearing before the Disciplinary Committee, any decision, which is shown to have been made by any court in Zambia, shall be conclusive evidence of the facts so found.

(3) The Disciplinary Committee shall as soon as practicable after the completion of each hearing submit to the Council a report of the proceedings together with a copy of the record kept in accordance with subsection (5) of section *thirty-one*.

34. (1) A marketer who is aggrieved by any decision of the Disciplinary Committee may within thirty days of the notification to the marketer of a decision, appeal to the Council. Appeals to Council

(2) The cancellation of registration ordered by the Disciplinary Committee under subsection (1) of section *twenty-five* shall not take effect until after the expiration of the time allowed for lodging an appeal against such an order.

(3) The Council may, on appeal against the findings and orders of the Disciplinary Committee—

- (a) confirm, vary or set aside any findings made, penalty imposed or direction given by the Disciplinary Committee; or
- (b) refer the matter back to the Disciplinary Committee for further consideration.

PART VIII

MISCELLANEOUS

35. (1) There shall be as many branches of the Institute as the Council may approve according to the number of members in particular geographical areas. Branches of Institute

(2) Subject to the general directions of the Council, a branch may regulate its own procedure.

(3) The management and control of each branch shall be vested in an executive committee elected annually by that branch and the chairperson of the committee shall be a Member.

(4) A committee of the branch shall be responsible for all matters affecting the branch including the receipt and expenditure of moneys relating to its activities other than membership subscriptions.

(5) A branch may be dissolved with the prior approval of the Council.

36. A practising marketer shall for professional services rendered, charge fees as the Council may, with the approval of the Minister, by statutory instrument, prescribe. Professional fees

37. In all professional relations, members of the Institute shall be governed by a code of conduct for marketers, which shall be prescribed by the Council with the approval of the Minister. Professional practice

38. Any person who contravenes any of the provisions of this Act commits an offence and where no specific penalty is provided shall be liable, upon conviction, to a fine not exceeding one thousand penalty units or to imprisonment for a term not exceeding one month, or to both. Offences and penalties

Regulations
by
Council

39. (1) Subject to the approval of the Minister, the Council may, by statutory instrument, make regulations for the Institute prescribing all or any of the following:

- (a) the manner of application for membership to the Institute and transfer of any member from one class to another;
- (b) entrance fees and annual subscriptions;
- (c) the manner of election, removal and replacement of the President, Vice President, the officers and other members of the Council, its committees and of representatives of the Institute or any other body;
- (d) the regulation of powers exercisable by the Council, its committees and branches of the Institute;
- (e) provision for voting by proxy, post or otherwise;
- (f) the manner of keeping accounts of the Institute;
- (g) registration of members of the Institute;
- (h) the form and manner of summons requiring the attendance of a witness before the production of any book, record, document or thing;
- (i) the procedure to be followed and rules of conduct to be observed in proceedings before the Disciplinary Committee;
- (j) the manner of application for registration as a marketer and fees payable for such registration;
- (k) the grounds for expulsion or suspension of members from the Institute and procedure relating thereto;
- (l) the preservation of copyrights of papers, reports of proceedings and discussions of the Institute;
- (m) the code of conduct to which all members of the Institute shall subscribe;
- (n) the fixing of fees for professional services and any other fees which are required to be subscribed; and
- (o) other matters as may be deemed by the Council to be necessary for the proper conduct and regulation of the affairs of the Institute.

Savings and
transitional
provisions

40. (1) A person who immediately before the appointed date was registered with the former Institute shall continue to be a member of the Institute as if registered under this Act.

(2) A person who immediately before the appointed date held office as an Executive Committee member of the former Institute shall hold office for a period of three months after which period the members shall be replaced by members of the Council elected under this Act.

(3) Nothing in this Act affects the rights of a person employed by the former Institute immediately before the appointed date.

(4) All property, assets, rights, liabilities and obligations of the former Institute before the appointed date shall vest and continue to vest in, or subsist against the Institute established under this Act together with the rights, liabilities and obligations arising out of any contract or otherwise.

(5) Any proceedings or cause of action instituted or pending by or against the former Institute shall continue against the Institute as if instituted under this Act.

41. (1) The employees of the former Institute shall be deemed to be transferred to the Institute from the appointed date.

Transfer of staff

(2) The service of the employees referred to under subsection (1) shall be treated as continuous service and the terms and conditions of service with the Institute shall not be less favourable than those the employees enjoyed in the former Institute.

SCHEDULE (Section 5 (2))

1. The Council shall consist of the following members:

Composition of Council

- (a) the President who shall be a Fellow;
- (b) two Vice-Presidents;
- (c) the Secretary;
- (d) the Vice-Secretary;
- (e) the Treasurer;
- (f) Vice-Treasurer;
- (g) Publicity-Secretary;
- (h) Vice-Publicity Secretary; and
- (i) the immediate past President of the Council.

(2) The members referred to in items (a) to (h) shall be elected by secret ballot at an annual general meeting.

2. (1) A member shall hold office for a period of two years and may be re-elected for a further term of two years.

Tenure of office and vacancy

(2) If a member resigns or ceases to hold office more than six months before the next annual general meeting, an extraordinary meeting of the Institute shall be held for the purpose of electing a successor who shall hold office for the remainder of the term.

(3) The office of a member shall become vacant—

(a) if the member is adjudged bankrupt;

(b) if the member is adjudged or otherwise declared to be of unsound mind;

(c) if the member is absent without approval from three consecutive meetings of the Council, of which due notice was given to such member;

(d) upon the expiry of not less than one month's notice in writing, of that member's intention to resign given by the member to the President;

(e) if the member's practising certificate is cancelled or if the member is suspended or expelled from the Institute;

(f) upon the death of the member; or

(g) if the member is convicted by any court for an offence involving dishonesty.

Seal of
Institute

3. (1) The seal of the Institute shall be such device as may be determined by the Council and shall be kept by the Secretary.

(2) The affixing of the seal shall be authenticated by the President or one of the Vice-Presidents and Secretary authorised in that behalf by a resolution of the Council.

(3) A document purporting to be a document executed under the seal of the Institute or issued on behalf of the Institute shall be received in evidence and shall be deemed to be so executed or issued, as the case may be, without further proof unless the contrary is proved.

Proceedings
of Council

4. (1) Subject to the other provisions of this Act, the Council may regulate its own procedure.

(2) The Council shall meet, for the transaction of business, at least four times in every calendar year at such places and at such times as the President may determine.

(3) Six members shall constitute a quorum at any meeting of the Council.

(4) Subject to subparagraph (5), the Council shall, upon giving notice of not less than fourteen days, call a special meeting of the Council if not less than five members so request in writing.

(5) Where the urgency of any particular matter does not permit the giving of the notice referred to in sub-paragraph (4), a special meeting may be called upon giving shorter notice.

(6) There shall preside at a meeting of the Council—

(a) the President;

(b) in the absence of the President, one of the Vice Presidents;
or

(c) in the absence of the President and the Vice-Presidents, such member as the members present may elect for the purpose of that meeting.

(7) A decision of the Council on any question shall be by a majority of the members present and voting at the meeting and in the event of an equality of votes the member presiding at the meeting shall have a casting vote in addition to that member's deliberative vote.

(8) The Council may invite any person whose presence is in its opinion desirable, to attend or to participate in the deliberations of a meeting of the Council, but such a person shall have no vote.

(9) The validity of any proceedings, act or decision of the Council shall not be affected by any vacancy in the membership of the Council or by any defect in the appointment of any member of the Council.

(10) The Council shall cause minutes to be kept of the proceedings of every meeting of the Council and every meeting of any committee established by the Council.

5. (1) The Council may, for the purpose of performing its functions under this Act, appoint committees and delegate to the committees any of its functions.

Committees
of Council

(2) Subject to the provisions of this Act, and to any general or specific directions of the Council the committees appointed under subparagraph (1) may regulate their own procedure.

6. (1) Where a person is present at a meeting of the Council or committee of the Council at which a matter in which the person or that person's spouse is directly interested, the person shall, as soon as practicable after the commencement of the meeting, disclose that interest and shall not, unless the Council or Committee otherwise directs, take part in any consideration or discussion of, or vote on, any question touching that matter.

Disclosure
of interest

(2) A disclosure of interest made under subparagraph (1) shall be recorded in the minutes of the meeting at which it is made.

Immunity of
members

7. No action or other proceedings shall lie or be instituted against any member or member of a committee of the Council for or in respect of any act or thing done or omitted to be done in good faith in the exercise or purported of duties under this Act.

Registrar and
other staff

8. (1) There shall be a Registrar of the Institute who shall be appointed by the Council on such terms and conditions as the Council may determine.

(2) The Council may appoint, on such terms and conditions as it may determine, such other staff as it may consider necessary.

Prohibition of
publication or
disclosure of
information

9. (1) A member of the Council or any Committee or a person invited to a meeting of the council or Committee shall not, without the consent in writing given by or on behalf of the Council or Committee publish or disclose to any person, otherwise than in the course of the person's duties, the contents of any document, information or communication whatsoever which relates to, and which has come to that person's knowledge in the course of duties under this Act.

(2) A person who contravenes subparagraph (1) commits an offence and is liable, upon conviction to a fine not exceeding ten thousand penalty units or to imprisonment for a period not exceeding twelve months, or to both.