



## **CONSTITUTION OF THE INSTITUTE OF MANAGEMENT CONSULTANTS NEW ZEALAND INCORPORATED**

(Adopted at the Annual General Meeting of the Institute, 4 April 2019)

### **Name**

1. The name of the society is the “Institute of Management Consultants New Zealand Incorporated” (the Institute).

### **Registered Office**

2. The Registered Office of the Institute will be located in New Zealand as Council determines from time to time.

### **Objectives**

3. The objectives of the Institute are:
  - a. to develop the practice of the profession of management consultancy in New Zealand,
  - b. to ensure Members’ adherence to high standards of professional performance and ethical conduct,
  - c. to actively promote the training, education and qualification of persons practicing or intending to practice the profession in New Zealand,
  - d. to grant diplomas, certificates and classes of membership to members which denote their proficiency and experience in the profession,
  - e. to develop or provide lectures, meetings, conferences and publications and to promote research in management consultancy,
  - f. to promote any other related activities which are in the interests of the Institute or the profession, and
  - g. to ensure the New Zealand management consultant profession is actively committed to its international obligations with respect to the International Council of Management Consulting Institutes (ICMCI).

### **Membership**

#### **Classes of membership**

4. The Institute’s classes of membership are set out in the Membership Bylaw which may be amended by Council from time to time.
5. Council may not remove voting rights from any membership class without the consent of the Institute by majority vote at a General Meeting.

#### **Becoming a member**

6. Individuals may apply to join the Institute in an appropriate membership class by application in writing to the Council. An online application is considered to be an application in writing. Council will use the Membership Bylaw to consider each application. Council holds the authority to make the final decision to accept or reject any

application. Provision of a written application will be taken as evidence that the applicant consents to being member of the Institute if Council accepts the application.

### **Being a member**

7. All Members must adhere to the Institute's Code of Professional Conduct.
8. All fully paid up Members may participate equally in the affairs of the Institute, excepting Members in any membership classes specifically excluded from holding voting rights in the Membership Bylaw.
9. Members must provide the Secretary with the information required to keep the membership register up to date.

### **Ceasing to be a member**

10. Members may cease to be a Member by giving written notice of resignation to Council.
11. Council may terminate membership where it considers that there is due cause. This may include, but is not limited to, failure to pay membership fees or failure to adhere to the Institute's Code of Professional Conduct.
12. Members are liable for all fees payable up to the date of resignation or termination.
13. Upon resignation or termination of membership, the Member's CMC certification is withdrawn.

### **Membership Register**

14. The Institute will keep an up to date Membership Register showing each Member's name, contact details and membership status.
15. Any Member may request the Secretary to provide a copy of the information held about them in the Membership Register.
16. The Institute will provide public online access to information from the Membership Register to allow verification of the names of Members who hold the Certified Management Consultant (CMC) designation.

### **Council (Committee)**

#### **Council's composition**

17. The Institute's affairs are governed and managed by a committee ("Council"). Council consists of:
  - a. the President;
  - b. the Vice-President;
  - c. the Secretary;
  - d. the Treasurer; and
  - e. such other members (Councillors) as the Institute decides.
18. The President, Vice-President, Secretary and Treasurer are the Officers of the Institute. No person may hold more than one office at a time.
19. The Secretary is the designated Contact Officer for the Institute.
20. There must be a minimum of two Councillors in addition to the Officers, and there may be up to five.

#### **Council's role and powers**

21. Subject to the Institute's Constitution, the role of Council is to:
  - a. direct, manage, administer and control the affairs of the Institute;
  - b. carry out the objectives of the Institute, and use money or other assets to do that;
  - c. make regulations (including bylaws, policies and procedures) as required for the effective operation of the Institute;
  - d. decide how a person becomes a Member, and how a person stops being a Member;

- e. delegate responsibility and co-opt Members where necessary;
  - f. ensure that all Members follow the rules set out in this Constitution;
  - g. set membership fees, including subscriptions and levies;
  - h. manage the Institute's financial affairs, including approving the annual financial statements for presentation to the Members;
  - i. set accounting policies in line with generally accepted accounting practice;
  - j. decide the times and dates for meetings of the Institute, and set the agenda for meetings; and
  - k. decide the procedures for dealing with disputes/complaints/grievances and related disciplinary actions.
22. Council has all of the powers of the Institute and Council decisions bind the Institute, unless Council's power is limited by the Constitution, or by a majority decision of the Institute.

### **Council member roles**

23. The President is responsible for:
- a. ensuring that the Institute's rules as set out in this Constitution are followed;
  - b. convening Council and General Meetings of the Institute and establishing whether or not a quorum is established;
  - c. chairing meetings, deciding who may speak and when;
  - d. overseeing the operation of the Institute;
  - e. approving the record of Council meetings and General Meetings;
  - f. providing a report on the operations of the Institute at each Annual General Meeting (AGM); and
  - g. representing the Institute to media and other external parties.
24. The Vice-President is responsible for:
- a. deputising for the President as required.
25. The Secretary is responsible for:
- a. ensuring an accurate record is kept of Council meetings and General Meetings;
  - b. ensuring the Membership Register is kept up to date;
  - c. holding the Institute's common seal, records, documents, and books except those required for the Treasurer's function;
  - d. ensuring all correspondence is received and replied to as Council requires;
  - e. forwarding the annual financial statements for the Institute to the Registrar of Incorporated Societies upon their approval by the Members at an AGM; and
  - f. advising the Registrar of Incorporated Societies of any rule changes.
26. The Treasurer is responsible for:
- a. keeping proper accounting records of the Institute's financial transactions to allow the Institute's financial position to be readily ascertained;
  - b. preparing annual financial statements for presentation at each AGM;
  - c. providing a financial report at each AGM; and
  - d. providing financial information to Council as Council requires.
27. The other Councillors are responsible for:
- a. providing input, support and guidance to enable the Institute to manage its affairs effectively.

### **Council meetings**

28. Attendance at Council meetings may be by either physical presence at a meeting place or through the use of any technology that enables effective communication between all members attending the meeting. The meeting Chairperson will determine the identification of the attendees and whether such attendance is effective.
29. A quorum for Council meetings is half its members in attendance. Proxies may not be used to establish a quorum.
30. Voting at Council meetings may be by any format determined by Council.

31. The President chairs Council meetings. In their absence, the Vice-President or other Council member as determined by the meeting will chair the meeting.
32. All decisions of Council are by majority vote. In the event of votes being equal, the President or chair of the meeting may exercise a casting vote, that is, a second vote.
33. Proxies may be provided for Council votes where the resolution has been distributed in writing at least one week in advance of the vote.
34. Council may make decisions outside of Council meetings if at least three quarters of Council members support the resolution in writing.

### **Election and appointment of Council members**

35. Council terms run from 1 April each year.
36. Council elections will be held at least annually in time to allow Council members to take office from 1 April.
37. Council members must be fully paid up Members of the Institute with voting rights to be eligible for stand for election or to be co-opted. They must remain Members in good standing throughout their tenure as a member of Council.
38. Members of Council are generally elected for individual terms of up to two years. No person may serve more than three consecutive terms in any combination of roles.
39. No person may be President for more than two consecutive years.
40. Where a vacancy arises before the end of a Council member's term of election, Council may co-opt a replacement until the next annual election takes place. Co-opted member's positions automatically become vacant at the end of the next election cycle.
41. Council must seek to maintain an even balance of Council members renewing or retiring each year, and accordingly may determine that positions available at each election are for one or two year terms. Election notices must state for every position on Council which are:
  - a. continuing, along with the name of the current position holder, their date of election and the remaining portion of their term; or
  - b. vacant, along with the proposed term.

### **Cessation**

42. Members of Council cease to be member of Council when:
  - a. they cease to be a Member of the Institute;
  - b. they resign from Council;
  - c. they are absent from three consecutive meetings of Council without leave of absence granted by Council or just cause being shown and accepted by Council for the absence;
  - d. they fail to remain a fully paid up Member;
  - e. they are removed from office by a two thirds majority vote at a Special General Meeting held for that purpose and of which the relevant member of Council has been given notice in writing at least 14 day before the meeting; or
  - f. their term expires.
43. Persons ceasing to be a member of Council must within one month give to Council all Institute documents and property.

### **Financial and property management**

44. The Institute will apply its income and property solely towards the promotion of the objectives of the Institute.
45. The Institute will pay all monies received into the banking accounts of the Institute.
46. Payments from the Institute's funds may only be made by people authorised to do so by Council and for purposes agreed by Council.
47. Council may authorise the funds of the Institute to be invested in bank deposits, securities or investments as authorised under the Trustee Act 1956 and in any land and buildings required for the objectives of the Institute.

### **Seal**

48. The Secretary is the custodian of the Seal of the Institute.
49. The Seal may be affixed to a document only after a Council resolution to that effect. Two voting Members must sign every instrument to which the Seal is affixed.

### **General Meetings**

50. Council will organise an AGM each year. The business of the AGM will be to receive and consider:
  - a. the report of Council on the Institute's activities for the preceding year;
  - b. the financial report and any review of this report;
  - c. the election of an Auditor (if any); and
  - d. the consideration of such other business as Council or any Member on due notice may bring before it.
51. A Member wishing to bring before the AGM any motion or business not relating to the ordinary annual business of the Institute must give notice in writing to the Secretary at least two weeks before the day of the meeting. The AGM may not consider any motion or business other than the business put forward by Council unless appropriate notice has been given.
52. General Meetings of the Institute other than the AGM will be called Special General Meetings (SGM). Council may convene an SGM at any time. Council must also convene an SGM within twenty one days of receipt in writing of a request for an SGM signed by at least five voting Members. The request must state the purpose of the SGM.
53. The Secretary must arrange for at least one month's notice to be given to each Member at their last given address of every General Meeting specifying the date, time and place of the meeting and the general nature of the business to be dealt with.
54. The President chairs any General Meeting. In their absence, the Vice-President, other Council member or other voting Member as determined by the meeting will chair the meeting.
55. Attendance at a General Meeting may either be by physical presence at a meeting place or through the use of any technology that enables effective communication between all Members attending the meeting. The meeting Chairperson will determine the identification of the attendees and whether such attendance is effective.
56. A quorum for a General Meeting is eight voting Members in attendance, at least two of whom must not be members of Council. Proxies may not be used to establish a quorum. No Member may be present or vote at any meeting or be considered in a quorum if the Member's subscription is due and unpaid for six months or more.
57. If a quorum cannot be established within 30 minutes of the time appointed, the meeting will be abandoned.
58. Voting at a General Meeting may be by any format decided by Council. Unless otherwise decided:
  - a. each motion submitted in a General Meeting will be decided in the first instance by voices or a show of hands;
  - b. unless a poll is demanded by at least two Members in attendance and entitled to vote, a declaration by the meeting Chairperson that a resolution has been carried or lost and an entry to that effect made in the records the Institute will be conclusive evidence of the fact;
  - c. if a poll is demanded it must be taken promptly and the result of the poll will be deemed to be the resolution of the meeting. The demand for a poll will not prevent the continuation of a meeting for the transaction of any other business. The demand for a poll may be withdrawn. Any poll duly demanded concerning the election of a Chairperson of a meeting or on any question of adjournment will be taken at the meeting without adjournment.
59. The General Meeting at which the poll is demanded will appoint two scrutineers, who will open the voting records and report to the Chairperson the result of the voting. The Chairperson will communicate the report to the meeting and this report will be conclusive evidence of the result of the poll.

60. Members may provide proxies for votes where the resolution has been distributed in writing at least one week in advance of the meeting. Members must provide the Secretary with their proxy voting instructions in writing not less than 48 hours before the time fixed for the meeting. The Secretary will confirm that the Member is eligible to vote before providing a summary of proxy votes to the Chairperson of the meeting. Members may withdraw their proxy by notification in writing or by attendance at the meeting in person.
61. All decisions at a General Meeting are by majority vote. In the event of votes being equal, the Chairperson of the meeting may exercise a casting (second) vote.
62. The Chairperson may, with the consent of the meeting, adjourn the meeting. No business may be transacted at any resumption of an adjourned meeting other than the business unfinished at the meeting from which the adjournment took place.
63. Minutes of all resolutions and proceedings of any General Meeting must be properly recorded. Minutes signed by the Chairperson of the meeting or by the Chairperson of a subsequent meeting will be sufficient evidence of the facts set out in the minutes. Minutes of all General Meetings will be made available to Members.

### **Referendum**

64. Either the Institute in General Meeting, or Council at any time, may refer any question to the voting Members of the Institute by way of referendum. The meeting or Council (as appropriate) must also appoint two scrutineers to record the votes and report the result to the Secretary.
65. Council will develop and present a fair statement of the matter in question. Within twenty one days of the meeting that directed the referendum the statement, together with a voting record, must be sent to every Member of the Institute entitled to vote.
66. Council will determine the period within which the voting record must be returned. This period must be within thirty five days of the meeting that directed the referendum.
67. The scrutineers will advise the Secretary of the result. This advice will be conclusive evidence of the result of the referendum. The Secretary will communicate the result to Council. Council will advise Members of the result and any actions to be taken.

### **Complaints**

68. Members of the Institute or members of the public who wish the Institute to formally investigate a Complaint must provide details in writing to the Secretary or, if the Complaint relates to the Secretary, to the President.
69. Council will determine whether the Complaint is valid and requires investigation. It will appoint an independent Member (or group of Members), or (if required) an external Investigator to consider the Complaint. Council will then notify all parties involved in the Complaint of approach to be taken to investigate the Complaint.
70. The results of any investigation, along with recommendations, will be provided in writing to Council. Council will consider the findings and recommendations and decide what, if any, actions are appropriate.
71. The Institute's detailed guidance for handling disputes, grievances and complaints are set out in the Complaints Management Bylaw which may be amended by Council from time to time.

### **Amending the Constitution**

72. The Institute may alter this Constitution by majority vote at a General Meeting. The Constitution will be provided to all Members.

### **Bylaws**

73. Council may make, alter and rescind bylaws and other policy for the administration of the Institute's affairs by resolution passed by two thirds majority of Council provided that the

bylaws and other policy do not conflict with this Constitution. The Bylaws will be provided to all Members.

### **Distribution of assets on winding up**

74. If the Institute is liquidated, removed from the Register of Incorporated Societies or otherwise wound up, then Council will:
- a. ensure that the Institute's debts, costs and liabilities are fully paid; and
  - b. nominate another New Zealand-based institution or institutions having objectives similar to the Institute to which the residual assets of the Institute will be distributed. The residual assets may not be distributed among the Members of the Institute.

### **Other matters**

75. Matters not covered in this Constitution may be decided by Council, which may also decide to put the matter to Members.

### **Definitions**

76. In this Constitution and related Bylaws:
- a. AGM means Annual General Meeting.
  - b. Bylaw means rules determined by Council for the operation of the Institute. Bylaws are subsidiary to the Constitution.
  - c. CMC means Certified Management Consultant. CMC status is attained in accordance with the Membership Bylaw. Maintaining CMC status requires ongoing professional development activity.
  - d. Code of Professional Conduct refers to the Institute's statement of professional standards.
  - e. Complaint means an expression of dissatisfaction about:
    - i) the actions of any Member related to the requirements of the Institute's Code of Professional Conduct, or
    - ii) the actions of the Institute involving the rights or interests of any Member or group of Members.
  - f. Constitutions means the formal rules of the Institute as set out in this document.
  - g. Council means the committee of the Institute.
  - h. Councillor means a member of the committee of the Institute who is not a designated Officer.
  - i. Fellow is an honorary status that may be awarded to Members.
  - j. FIMCNZ means Fellow of the Institute of Management Consultants New Zealand.
  - k. General Meeting means any General Meeting of the Institute
  - l. ICMCI means the International Council of Management Consulting Institutes.
  - m. IMCNZ means the Institute of Management Consultants (New Zealand) Incorporated.
  - n. Institute means the Institute of Management Consultants (New Zealand) Incorporated.
  - o. Officer means a member of Council with a formal role as set out in this Constitution. The Officers of the Institute are the President, the Vice-President, the Secretary and the Treasurer.
  - p. President means the Officer of the Institute responsible for chairing Council meetings and any General Meeting of the Institute.
  - q. Secretary means the Officer responsible for overseeing the administrative affairs of the Institute.
  - r. SGM means Special General Meeting.
  - s. Treasurer means the Officer responsible for overseeing the financial affairs of the Institute.