



INSTITUTE OF PEOPLE MANAGEMENT OF ZIMBABWE

CONSTITUTION

DEFINITIONS	2
CHAPTER I - INTRODUCTION	3
CHAPTER II - OBJECTS AND POWERS OF THE INSTITUTE	3
CHAPTER III - MEMBERSHIP	6
CHAPTER IV - STRUCTURE OF THE INSTITUTE	9
CHAPTER V - FINANCE AND ASSETS OF THE INSTITUTE	18
CHAPTER VI - PROFESSIONAL REGISTRATION OF MEMBERS	20
CHAPTER VII - AMENDMENT OF THIS CONSTITUTION & WINDING UP	21

DEFINITIONS

Accounting Officer	means the legal custodian of Institute finances, assets, and critical documentation; charged with executive authority of acting in good faith on behalf of National Council and in terms of the Institute Laws
Current member	a person who is a member in good standing on the terms and conditions laid down by the previous constitution and regulations on the effective date
Effective date	is the date on which this constitution shall come into operation
Electronic copy	copy sent by electronic media e.g. email, internet, diskette etc
Gender	'He' includes 'she', and vice versa
HR	abbreviation for Human Resources
HR Practitioner	refers to a member employed in the profession of people management and development
Institute Dues	means joining fees, membership annual subscriptions, professional registration fees or any other payments as determined by Council from time to time
In writing	includes writing carried by electronic media
Institute Laws	include this Constitution, Council Regulations, Code of Professional & Ethical Conduct, General Meeting Resolutions and Special Resolutions or one or some of these
Member in good standing	a member who has fully paid all the Institute's dues & meets all the Institute's professional requirements; has no disciplinary cases pending; where he has previously been disciplined over an appropriate case, has been declared to be fully rehabilitated in terms of Council regulations
National Council	the Council created by section 10 of this constitution
New members	are the members who attain membership of the Institute on or after the effective date
The profession	the profession of people management and development

CHAPTER I - INTRODUCTION

1. Name of the Institute

The name of the Institute to which this constitution pertains is the **Institute of People Management of Zimbabwe**, a voluntary professional association of People Management Specialists. The Institute shall operate in Zimbabwe, but this shall not prevent the Institute from offering membership to Non-Zimbabwean persons on the terms and conditions set out in Council Regulations.

2. Operative Date, Interpretation and Vested Rights

2.1 This constitution repeals and replaces the constitution pertaining to the same Institute, and adopted by the Institute in March 1985. This constitution shall come into operation on the date and time it shall receive approval by the Institute's Extra Ordinary General Meeting, being the ____ day of _____ in the year 2009.

2.2 The interpretation of all the terms and provisions in this constitution lies with the National Council, whose interpretation is final and binding on all members.

2.3 On the day on which this constitution shall come into operation, all current members of the Institute who are in good standing shall, subject to their meeting all current membership requirements as spelt out in Council Regulations, and without further application, hold the following classes of membership: -

Honorary Fellow shall remain an Honorary Fellow

Fellow shall remain a Fellow

Member shall remain a Member

Associate shall become a Member

Affiliate shall become Associate

However, from the effective date, both current and the new members shall be governed by the terms and conditions of this constitution, and regulations made there under. Provided that those current members who owing solely to the adoption of this constitution do not meet the requirements outlined herein, shall be afforded a fair opportunity by Council Regulations, to remedy such deficiency

2.4 Adoption of this constitution shall not affect the length of any person's membership.

CHAPTER II - OBJECTS AND POWERS OF THE INSTITUTE

3 Objects of the Institute

The objects of the Institute shall be

- 3.1 To effectively contribute to the successful management of industry and commerce by participating in all forms of management but specializing in the profession of people management and development;
- 3.2 To establish, promote and monitor standards of professional training, practitioner competence, good practice, conduct and ethics in the HR profession;
- 3.3 To provide a professional vehicle for the promotion of intercourse and exchange of knowledge and ideas among HR practitioners, and
- 3.4 To obtain an Act of Parliament which will assist the Institute to carry out its objectives

all these shall be achieved with a view to elevate to the highest possible prominence, the contribution of HR as a profession - in the best interests of the public, and for the specific purpose of protecting business and the public at large, from both unethical and illegal HR practices.

4 Powers Of The Institute

The Institute shall achieve its objects by exercising the following powers:

- 4.1 Establishing programmes of education, training and continuous professional development with recognized standards of achievement to support the systematic development, accreditation and registration of members; to hold examinations and tests of knowledge and experience, and to award certificates and diplomas to those who pass such examinations and tests;
- 4.2 Establishing a Code of Professional and Ethical Conduct; and enforcing the same consistently, firmly but fairly;
- 4.3 To authorize suitable persons to use after their names, such words and/or letters which indicate their professional standing with the Institute;
- 4.4 Organizing the activities of members through branches or other structures and providing educational, advisory and other services to members at local, national, regional and international levels for their continuing professional development;
- 4.5 Publishing journals, reports, pamphlets, books, tapes, cd roms, discs, electronic media and other material;
- 4.6 Promoting, conducting and supporting research into the profession of people management and development, and to publish the results of such research;
- 4.7 Establishing, developing and maintaining links and strategic alliances for the purpose of exchanging information and ideas with other bodies and organizations with similar objectives, at local, national, regional and international levels;

- 4.8 Organizing and facilitating conferences, lectures, seminars, workshops, training programmes and other educational events;
- 4.9 Establishing and maintaining a library and associated information services;
- 4.10 Subject to Zimbabwean laws and the laws of the affected country, seeking the registration and/or recognition of the Institute in other countries;
- 4.11 Subject to this constitution, Council Regulations and national laws, making the necessary arrangements for the carrying out the work of the Institute, and for such purpose to engage and provide in whole or in part for the salaries, pensions, superannuation and gratuities for officers and other employees of the Institute and their widow(er)s and dependants;
- 4.12 Leasing, purchasing, hiring or otherwise acquiring any real or personal rights in any property in any part of the world, necessary for the promotion of the objects of the Institute; or to construct, maintain and alter any buildings necessary or suited for the work of the Institute;
- 4.13 Selling, letting, mortgaging, disposing of all or any part of the property or assets of the Institute, where necessary;
- 4.14 Administering the affairs and property of the Institute in all respects without any restrictions whatsoever and in the same manner as any reasonable and responsible individual of sound mind and tendencies would manage his own affairs and property;
- 4.15 Incorporating or causing to be incorporated, and operating any company to generate profits for the benefit of the Institute and its objects;
- 4.16 Liaising with the Zimbabwe Government, its departments and other relevant authorities in tendering professional advice on people management and development policies and practices; and;
- 4.17 To do all such other lawful things as shall further the attainment of the above objects or any of them;

CHAPTER III - MEMBERSHIP

5 Categories of membership

There shall be three categories of membership, namely

5.1 Full member, which shall be composed of the following

- 5.1.1 Honorary Fellow
- 5.1.2 Past Fellow
- 5.1.3 Fellow
- 5.1.4 Member

5.2 Affiliate member, which shall be composed of the following

- 5.2.1 Associate member, and
- 5.2.2 Student member

5.3 Corporate Member

Which shall be composed of those companies wishing to participate in the activities of the Institute with a view to raise the level of development and participation of the HR profession in the management of business and commerce in Zimbabwe.

6 Application for, and Conferment of Membership

6.1 Honorary Fellow

In exceptional circumstances, the National Council may, as recognition and honor of a person who has established an outstanding reputation in the management and development of people; and has rendered outstanding service to the Institute, confer Honorary Membership on such person.

Honorary membership may only be held on the terms and conditions Council may set from time to time, and at the pleasure of the National Council.

6.2 Fellow

This is the highest grade of primary membership and is applicable to full members who are in good standing, and are actually working at strategic level in the field of people management and development. Additionally, National Council shall only confer this grade to a member who can show that:

- 6.2.1 He has been a full member of the Institute continuously for an unbroken period of eight years; or an aggregate period of ten years;
- 6.2.2 Holds at least a Human Resources Diploma or relevant higher qualification from an institute recognized by the Institute;
- 6.2.3 He has worked in the people management and development field at policy making level for not less than eight years, or an aggregate of ten years; and

6.2.4 He has benefited from Continuing Professional Development (CPD) during the immediate past three years or longer, and can prove at least three days or twenty-one hours of CPD for each of those years.

6.3 Past Fellow

A fellow who retires from active work in people management and development may do so on the title of Past Fellow. He would immediately relinquish the title of Fellow.

6.4 Member

Council may confer Member status to a person who can prove that he:

6.4.1 Holds a diploma or higher qualification in people management and development from an institute recognized by the National Council; and

6.4.2 Is currently engaged in the work of people management and development in a management or advisory capacity; Or

6.4.3 Has worked in management or advisory level in people management and development for at least three years.

6.5 Associate Member

Council may confer Associate member status on a person who can show that although he is not working in the field of people management and development, he holds a diploma in people management and development from the Institute or an Institute recognized by the Institute;

6.6 Student Member

Council may confer Student Member status on a person who can show that he holds the minimum qualifications required by Council Regulations to embark on studies of a diploma of the Institute, and has shown *bona fide* intentions to embark on such studies.

- 6.7 All categories of membership may attend the Institute's general meetings, participate in the deliberations and vote; all categories of membership entitle each member to a single vote.
- 6.8 Applications for membership - Any person wishing to apply for membership, or to migrate categories of membership of the Institute shall do so on the form prescribed by the Institute from time to time in Council Regulations. Council shall have discretion in determining applications for membership, provided that no undue hardship is caused to membership applicants, and that such discretion is exercised with the view to achieve the true letter and spirit of this constitution.

7 Termination of Membership

Membership of the Institute may be terminated by:

- 7.1 Written resignation by the member concerned, delivered to the Institute's Executive Director or his lawful delegate;
- 7.2 Written termination, delivered to the member concerned by the Institute's Disciplinary Committee; Or
- 7.3 Written termination, delivered to the member concerned by the National Council for non-payment of the Institute's dues as prescribed by the Council Regulations.

A member whose membership has been terminated by way of disciplinary proceedings and/or by failure to pay the Institute dues may apply for the reinstatement of membership on the specific terms and conditions National Council may, in its full and sole discretion, state.

CHAPTER IV - STRUCTURE OF THE INSTITUTE

8 Annual General Meeting

This is the Institute's Supreme Policy Making body.

- 8.1 The Institute's Annual General Meeting (AGM) shall be held once in every calendar year during the same calendar month to be set by National Council in Council Regulations; such month shall not be further than July in each year.

Provided that during the calendar year in which this constitution is adopted by Extra Ordinary General Meeting, the Extra Ordinary General Meeting may consider the Institute's business for Annual General Meeting, thus dispensing the need for an AGM for that particular Calendar Year.

- 8.2 Every member in good standing shall be given no less than thirty consecutive days' written notice of the AGM. Such notice shall state the full agenda of the meeting, including the enclosure of a copy of the Institute's audited financial statements. An electronic copy of the Institute's Audited Financial Statements, certified as being true and correct by the Executive Director, shall suffice for this purpose; Provided that certified hard copies of the audited statements shall be available at the Institute's registered office and all Branch Offices for inspection by any member in good standing, during the notice period, and at the AGM venue on the day of the meeting. This shall not in any way limit or take away the rights of members to inspect the Institute's financial statements as provided for elsewhere in this constitution;
- 8.3 The Notice of an AGM shall be accompanied by an enclosed Nomination Form, calling for the nomination and secondment of persons for election at the AGM as Councilors. Such form shall have provision for a nomination, seconder and the nominee's signature, indicating willingness to be so elected;
- 8.4 The omission by *bona fide* error, to send any eligible member the notice for an AGM, shall not in itself constitute ground to invalidate the resolutions taken by AGM;
- 8.5 Any member entitled to attend and vote at the AGM may appoint in the format and time frame provided by Council Regulations, a fit and proper person as their proxy, to attend and vote in their stead. Each proxy shall apply to a specific meeting and the adjournment thereof; Any proxy may be revoked at any time by the member who gave it;
- 8.6 On the day of AGM, National Council shall cause to be kept at the entrance of the venue a complete list of members in good standing for the time being, which will be extracted from the register of members ordinarily kept by the Institute; any person purporting to be a member in good standing whose name is not on the list shall not be granted permission to attend and participate in any way during the proceedings of the meeting;
- 8.7 In the situation where the postponement of the AGM is inevitable or desirable, such postponement shall be for a period not exceeding three consecutive months, provided that the AGM shall not be postponed beyond the month of July in any calendar year;

- 8.8 Thirty members in good standing shall constitute a quorum. Where there is no quorum after thirty minutes from the scheduled starting time of the meeting, the meeting shall be adjourned for not less than thirty consecutive days. A notice to all eligible members, stating the reasons for the adjournment, the date, venue and business of the adjourned AGM shall be dispatched within five working days of such adjournment. Should there be no quorum at the subsequent meeting, thirty minutes after the scheduled starting time of the meeting, whatever number of eligible members present shall be adequate to dispatch the business of the meeting;
- 8.9 The business of the Institute to be considered by the AGM shall include, but not limited to:
- 8.9.1 Consideration and possible adoption of the minutes of the last AGM; such minutes when approved as such, shall be preserved for not less than seven years from the date of such adoption;
 - 8.9.2 Receive and consider the President's report;
 - 8.9.3 To consider and possibly adopt the Institute's Audited Financial Statements for the previous year;
 - 8.9.4 The appointment and remuneration of Auditors; AGM may authorize National Council to determine the remuneration of auditors;
 - 8.9.5 Election of the Institute's Councilors;
 - 8.9.6 Members' business: the invitation to the AGM shall request members to submit any business they wish to have considered by the meeting. Such business shall be received by the Executive Director in writing no less than five working days before the AGM;
 - 8.9.7 Any other business arising from the proceedings of the day.
 - 8.9.8 Voting at every Annual General Meeting shall be
 - 8.9.9 ballot.
 - 8.9.10 Every matter put to the vote and passed by fifty percent of the AGM shall be termed a resolution.

9 Extra Ordinary General Meeting

- 9.1 Every general meeting other than the AGM shall be termed an Extra Ordinary General Meeting (EOGM), whose resolutions shall be termed Special Resolutions. An EOGM may be called by Council or by at least one percent of the membership, in a written petition to be delivered to the Executive Director who shall be obliged to call the meeting, giving the same notice period as in the AGM. However, the business of the EOGM shall be as stipulated by Council or by the members so demanding the meeting;
- 9.2 No proxies may be utilized at EOGM;
- 9.3 The modalities, time frames and proceedings of the EOGM shall take the same format as the AGM.

10 National Council

- 10.1 This is the Executive Decision Making Body of the Institute, guided always by this constitution, the policies and resolutions of the AGM and the EOGM. Where AGM and EOGM have not taken a decision on an issue, National Council shall be guided by this constitution, especially the objects of the Institute and the need to enhance the profile and image of the profession;
- 10.2 National Council shall be composed of the following Officers:
 - 10.2.1 **The President**, who shall chair all Council meetings, AGM and EOGM. Between National Council meetings, the President shall monitor the progress achieved by the Executive Director and other staff in carrying out their mandate as given by National Council. Observations and occurrences of note, made between Council meetings shall be reported to National Council at the next meeting for consideration and ratification.

In addition to his deliberative vote, the President shall exercise a casting vote in meetings where a tie is registered;
 - 10.2.2 The **Immediate Past President**. This is the Advisor and Mentor of National Council, with full voting rights. At the President's request, he together with the Vice Presidents may carry out some of the President's duties.
 - 10.2.3 **Three Vice Presidents** responsible for specific functions; Provided that should the exigencies of the Institute so demand, National Council may elect more or less vice presidents;
 - 10.2.4 The **Branch Chairpersons** of the respective branches; Provided that the office in National Council shall be held only for as long as incumbent continues to hold the position of Branch Chairperson;
 - 10.2.5 **Six Councilors**, from whom shall be elected the Vice Presidents;

11 Election To National Council

- 11.1 Members who are eligible for election to hold office in National Council shall be:
 - 11.1.1 Fellows of the Institute; Or
 - 11.1.1 Members who have held the grade of Member continuously for a period of one or more years;
- 11.2 At its meeting immediately preceding the AGM, when elections are due, National Council shall elect from among the Vice Presidents, a President Elect;
- 11.3 Additionally, when elections are due, National Council shall elect from its officers, two persons to be Councilors Elect;
- 11.4 AGM shall elect four members in good standing to become councilors; Persons to be so elected shall have been nominated in accordance with the notice of the AGM; Provided that where four or less nominations will have been received, such nominees shall be deemed to have been duly elected. However, should there still be vacancies at this stage, further nominations not exceeding four may be received from the floor at the AGM. Should there be more nominations than vacancies at that time, elections shall then be held;
- 11.5 A Branch Chairperson who is elected to National Council by AGM shall immediately cease to be the Branch Chairperson.

12 National Council's Term of Office

- 12.1 Council's term of office shall be two years;
- 12.2 No councilor may hold office continuously for more than seven years; A councilor who has held office continuously for seven years shall retire at the end of the seventh year and shall not be eligible for re-election to council unless he has been out of Council for a period of not less than two years;
- 12.3 The term of office of the President shall be two years, without further extension or renewal.

13 Occasional Vacancies & Co-option of Persons With Specific Skills

- 13.1 When a vacancy occurs within National Council between AGMs, and Council deems it fit and necessary, Council may fill such vacancy in the time being by co-opting a member in good standing to National Council. Such co-opted person shall hold office up to the next AGM.

- 13.2 In instances where National Council requires certain skills and experience among its officers, and does not in the meantime have such skills and experience – Council shall be entitled to co-opt on specific terms, a member in good standing. Such co-opted person shall hold office at the pleasure of Council.
- 13.3 An officer co-opted in terms of this section shall be entitled to participate in Council deliberations and make recommendations to Council, and to vote.

14 Powers of National Council

In discharging its obligations in terms of this constitution, National Council shall be entitled to exercise the following powers:

- 14.1 Council shall be vested with and shall exercise the fullest executive powers, provided always that in the exercise of such powers, it shall do nothing inconsistent with this constitution, the resolutions and special resolutions of AGM and EOGM respectively;
- 14.2 All the property, funds and assets of whatever description owned by the Institute shall be acquired and disposed of by or according to the order and direction of the National Council; this includes property at the respective branches.
- 14.3 With a view to achieve the objects of the Institute, and to effectively and efficiently achieve the day-to-day running of the affairs of the Institute at its direction, National Council may appoint on terms and conditions it deems fit, an Executive Director and a deputy. Through Council regulations, National Council shall specify the roles of the Director and the Deputy;
- 14.4 To establish, fragment and dissolve Branches in consultation with existing Branches likely to be affected ;
- 14.5 To admit and discipline members, and subject to the Institute's Code of Conduct, withdraw membership; In appropriate cases, to make provision for the rehabilitation and period thereof, of members who have been disciplined;
- 14.6 To recommend the appointment of auditors and accountants to AGM
- 14.7 To submit an annual report and audited financial statements to the AGM;
- 14.8 To execute all financial and legal documents on behalf of the Institute. Council may delegate this to any two of its officers.
- 14.9 To formulate, amend or repeal Council Regulations which must not be in conflict with this Constitution, AGM and EOGM resolutions; Such Council regulations shall cover, but shall not be limited to the following:
 - 14.9.1 Terms and conditions of membership, including membership of non-Zimbabweans; the method and format for applying for and terminating membership;
 - 14.9.2 The quantum and frequency of payment of Institute Dues;

- 14.9.3 The month during which the AGM shall be held every year;
- 14.9.4 The terms, conditions and format of appointing proxies for the AGM;
- 14.9.5 The broad roles to be fulfilled by the Executive Director and this deputy;
- 14.9.6 Payment/reimbursement of out of pocket expenses for members engaged in the business of the Institute;
- 14.9.7 Establishing the words and/or letters which may be used behind names of members;
- 14.9.8 Periods within which proof of being in practice shall be produced to the Institute in terms of Chapter VI
- 14.9.9 The academic qualifications pre-requisite for admission to study any of the certificates and diplomas awarded by the Institute;
- 14.9.10 Each member's obligation to undergo annual CPD necessary for registration as a **Member In Practice and Good Standing**;
- 14.9.11 The method and period in which every member falling short of the terms and conditions of membership following the adoption of this constitution may remedy such shortfall;
- 14.9.12 Where a member has been disciplined, the terms and conditions on which such member may be declared by National Council to be fully rehabilitated;

15 National Council Meetings

- 15.1 Council shall meet together to dispatch the Institute's business, to adjourn or otherwise regulate its meetings as it sees fit. Council shall meet at least once per quarter and as frequently as the exigencies of the Institute's business may require;
- 15.2 A third of the Council's substantive members present at any Council meeting shall constitute a quorum;
- 15.3 If after five minutes from the scheduled start time of any Council meeting there be no member of the Presidency, councilors present may elect one of them to preside over the meeting and exercise all the powers this constitution allows the President in presiding over meetings;
- 15.4 The President; in his absence a Vice President; or any four members of Council (other than the foregoing), may call for a Council meeting through the office of the Executive Director;
- 15.5 It is desirable that Council takes its decisions on the basis of consensus. Where this is not possible, Council shall take its decisions on the basis of a vote. On the demand of three Councilors, a vote shall be taken by ballot.

- 15.6 On the demand of any three members of Council present at any meeting, any resolution of Council made or about to be passed at the meeting shall be adjourned to the next meeting for further consideration; and in such a case, any such resolution shall not become effective unless passed or confirmed by the majority of Council at such subsequent meeting – provided always that the further consideration of such resolution shall not be further adjourned at such next meeting except by resolution of Council.
- 15.7 During the mid-year and end-of-year meetings of Council, Council shall review its performance and identify ways in which it can improve its effectiveness.

16 Minutes

Council shall cause proper minutes of all Council and committee meetings to be taken, circulated among all Councilors before the next meeting and be considered and adopted as a correct record at such subsequent meeting. The presiding officer's signature and date on such minutes shall signify the veracity of such minutes.

All Council minutes so taken and approved shall be preserved for not less than seven years from the date of such adoption.

17 Committees of Council

Council may appoint committees and may delegate to such committees such powers as may be necessary and may be lawfully delegated.

18 Indemnification of Council and its Members

All *bona fide* acts done by any meeting of Council, or any committee of the Council or by any person acting as a member of Council shall, notwithstanding it be afterwards found out that there was some defect in the appointment or continuance in office of any such member acting as aforesaid, or that they or anyone of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of Council.

19 Disqualification of Council Members

The office of a member of Council shall become vacant forthwith when:

- 19.1 A Councilor is declared insolvent by a competent court, or when he makes an arrangement with his creditors; Or
- 19.2 A Councilor is certified to be of diminished mental responsibility by a competent court; Or
- 19.3 A Councilor ceases to be a member of the Institute; Or
- 19.4 A Councilor resigns in writing from Council; Or
- 19.5 A Councilor fails to attend three consecutive meetings without just cause in the opinion of Council; Or
- 19.6 If in the opinion of Council his activities and/or behaviour could be interpreted as being prejudicial or inimical to the objects of the Council.

20. Executive Director & Other Employees of the Institute

- 20.1 National Council shall appoint a national Executive Director who shall be the accounting officer of the Institute; subject to his employment contract, the
- 20.2 powers of the Executive Director shall be as given
- 20.3 by Council from time to time;
- 20.4 The Executive Director shall sit in all meetings, including committee meetings of the National Council; While he may advise, sit and deliberate with elected councilors, he may not vote; Provided that in any meeting discussing the Director's conditions of service and anything personal to him, he will be excused from such meeting or part thereof;
- 20.3 The Executive Director and his deputy shall enter into performance contracts with the Institute and they can only be removed from office by National Council on the grounds of misconduct proven in terms of Zimbabwean Labour Laws;
- 20.4 Council may delegate to the Executive Director and his deputy, the appointment of such additional staff as the business of the Institute may require;
- 20.5 For the avoidance of doubt, the broad role of the staff of the Institute is to put into operation, the provisions of all Institute Laws, the resolutions of AGM, EOGM and National Council decisions.

21 Branches

- 21.1 Council may in its absolute discretion, and in consultation with members who may be affected by such decision, create a branch in the appropriate district or area;
- 21.2 Each Branch shall have its affairs managed by a Committee to be headed by a Branch Chairperson, whose powers and duties shall, with necessary/due amendments, be comparable to those of the President in relation to National Council Meetings, AGM and EOGM;
- 21.3 The size of the committee shall be determined by the outgoing committee, having regard to the volumes of work in running the affairs of the branch. In the case of a new branch, National Council shall, in consultation with members who may be affected, determine the size of the committee;
- At its last committee meeting prior to the Branch AGM, when elections are due, the committee shall elect a Branch Chairperson Elect;
- 21.4 The term of office of the Branch Committee and the Chairperson shall, with the necessary amendments, be the same in duration and terms as the National Council;
- 21.5 All branches shall hold an AGM not more than six weeks prior to the Institute's AGM. Such meetings, including branch EOGM, shall be run along the same lines as those of the Institute; Save that ten members of the branch present shall constitute a quorum;
- 21.6 For the avoidance of doubt, it is desirable that the branch structures, election modalities, terms and activities shall mirror those of National Council as much as is practicably possible;
- 21.7 All branches should be financially self-sufficient; however, in the early stages of a branch, or on exceptional occasions in the case of established branches, National Council may provide funds to meet running expenses of the branch. A branch may not levy charges on its members

Branch revenue shall be for the account of branch funds, but Council may call for transfer of surplus funds to a central account.

CHAPTER V - FINANCE AND ASSETS OF THE INSTITUTE

22 Income and Property

- 22.1 The income and property of the Institute, whether earned or held at national office or any of the branches of the Institute, shall be held in the name and to the account of the Institute;
- 22.2 All the income and assets of the Institute by whatever means derived, shall be applied solely towards the promotion of the Institute's objects as set out in this constitution
- 22.3 No part of the income or property of the Institute shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever, by way of profits to its members; provided that nothing contained herein shall prevent the payment in good faith to any member thereof, or to any other person in return for services rendered to the Institute; or reimbursement in good faith of any expenses incurred by any person in providing such services, or payment of interest at a rate not exceeding one percent above the Reserve Bank of Zimbabwe minimum lending rate for the time being in force, on money borrowed from any member;
- 22.4 No payment of remuneration (other than reimbursement of out of pocket expenses) shall be paid by the Institute to any member of National Council or Branch Committee, except as may be specified in Council Regulations;
- 22.5 It is the strict and onerous task of every National Council and Branch Committee, to ensure that the finances of the Institute are audited by an autonomous firm of Auditors or Accountants, and the report thereof safely preserved at the Institute Offices for a period not less than seven years;
- 22.6 Every member in good standing shall be entitled, on reasonable notice given, and during normal working hours, to inspect any audit reports of the Institute's finances and assets.

23 Payment of Remuneration To Members for Services Rendered

- 23.1 In this section, 'member' and 'officer' include a spouse, company, partnership, cooperative or any other for-profit consortium of any description whatsoever, in which an officer or member is a participant in whatever form, whether directly or indirectly;
- 23.2 Officers and other members of the Institute must always bear in mind that generally, services are rendered to the Institute in a voluntary capacity in the interests of furthering the profession;
- 23.3 However, in instances where a member or an officer of the Institute offers or is asked by National Council or a Branch Committee to render services that the Institute or a comparable institute would ordinarily pay for, then the National Council or Branch Committee shall be cognizant of the need to ensure that governance standards of the highest level affecting conflict of interest on the part of members and officers are strictly taken into account when awarding such a contract;
- 23.4 When awarding a contract to an officer or member of the Institute, the committee so awarding the contract at a meeting to consider the award, shall ensure that the officer or member with a direct or indirect pecuniary interest in such contract is excluded from the proceedings/deliberations;
- 23.5 Where such a contract is awarded to a member or officer, the Institute shall satisfy itself objectively, that the quality of the goods and service being purchased is of the highest quality available in the market and that the price/fees for such goods and service are comparable to those prevailing in the market in the time being;
- 23.6 No officer or member of the Institute shall be awarded such a contract solely on the basis that they are a member or officer of the Institute;

24 Borrowing Powers

National Council shall be entitled to take the decision to borrow from financial institutions. Such decision shall always be in the best interests of the Institute.

CHAPTER VI - PROFESSIONAL REGISTRATION OF MEMBERS

25. Purpose of Registering Professionals

The provisions of this Chapter are informed by the objects of this Constitution, and more specifically by the following considerations

- 25.1 The indispensable need to ensure that the profession in Zimbabwe keeps abreast with up to date national, regional and global people management and development trends and best practice;
- 25.2 As a consequence, to ensure that all professionals in Zimbabwe are continuously informed of the latest trends and practices in the profession; and
- 25.3 To protect citizens, companies and the public at large from unethical and often unlawful people management practices.

26. Register of Members In Practice & In Good Standing

26.1 The Institute shall create and maintain a register of members in practice and in good standing. These are members who meet the following criteria:

- 26.1.1 Hold a professional qualification in People Management and Development, the minimum of which shall be a diploma awarded by an institution recognized by the Institute;
- 26.1.2 Can show that they have in the last three calendar years consistently benefited from Continuing Professional Development (CPD). Council regulations shall stipulate the specific requirements to meet this criteria;
- 26.1.3 Can produce written proof from their employer or organisation, certifying the capacity in which they are employed and the fact that the member has not been disciplined in connection with, and that there are no outstanding disciplinary cases against the member, pertaining to unprofessional and/or unethical conduct;
- 26.1.4 Council regulations shall specify fees payable for such professional registration and the periods within which proof of the requirements outlined above shall be paid and/or produced to the Institute.

27. Certificate of Professional Good Standing

At the request of a member, or any other person with the written consent of the member concerned, the Institute may take out a certificate indicating that the member concerned is an **HR Professional in Current Practice and Good Standing**, as at the date of such certificate.

CHAPTER VII - AMENDMENT OF THIS CONSTITUTION & WINDING UP

28. Amendment of the Constitution

- 28.1 This constitution is the basic and fundamental law in the running of the affairs of the Institute, and as such should not be amended or repealed willy-nilly;
- 28.2 However, where the need is agreed by the greater majority of the members of the Institute, the constitution may be amended or even repealed upon the approval of not less than two thirds of members in good standing in the time being;
- 28.3 Any proposed amendments shall be communicated to all eligible members in writing not less than thirty consecutive days before the meeting at which it is proposed to amend the constitution. Any resolution of the eligible members amending this constitution shall state the effective date of such amendment.

29 Winding Up The Institute

- 29.1 It shall be lawful for the Institute at an EOGM by a resolution passed by a majority of not less than two thirds of members in good standing and present at the meeting duly convened for that purpose, to wind up or otherwise deal with the affairs of the Institute in such a manner as shall be directed by such an EOGM or in the absence of such direction, as the National Council shall think expedient having regard to the liabilities of the Institute for the time being
- 29.2 If on winding up or the dissolution of the Institute, there shall remain after the satisfaction of all debts and liabilities, any property whatsoever, it shall not be distributed among members of any grade, or any of them; but shall be transferred to some charitable Institute or institutions having similar objects as the Institute, and which shall prohibit the distribution of its or their income and property to the extent as that imposed by the Institute under the Chapter on Finance and Assets of the Institute. Eligible members shall determine such Institute before or at time of the dissolution.
