



# **CONSTITUTION**

## **1 Name**

The Association shall be known as and called the Marketers Association of Zimbabwe, herein after called the "Association" and generally referred to as "M.A.Z".

## **2 Background**

The need to establish a marketers Association emerged as a result of a number of observed challenges:

Firstly, we have observed that marketing as a profession in the Zimbabwean business context is not being given the recognition it deserves. Most businesses are collapsing because the marketing function is non-existent or is being managed by wrong people who do not hold proper marketing qualification.

Secondly, we have identified gross fragmentation amongst professionals themselves due to lack of networking facility to meet and exchange ideas hence speak with a single voice. The establishment of this Association will enable standards, norms and business ethics from a marketers' perspective to be established and observed by all.

Thirdly, at this juncture where the economy requires the development and implementation of marketing strategies, the establishment of this Association will provide an interactive platform. This consequently benefits the entire industry, government and the economy at large.

Fourthly, the image of the profession has been tarnished, especially by infiltrators emerging from other professions claiming undeserved marketing positions. This consequently results in failure to produce the expected results hence the marketing function is regarded as a spender of acquired resources instead of a major contributor as it should be.

Lastly the establishment of the Association will promote the profession and uplift its status particularly emphasizing its importance across the board and ensure a continuous career development to its members for the benefit of organizations they represent.

## **3 VISION**

To become a leading body of marketing professionals promoting professionalism to the highest standards for the benefit of the industry and the economy at large.

## **4. Mission**

Our mission is to promote marketing excellence and further professionalism in the economy thereby ensuring that outstanding marketing is learnt, recognized and implemented to the highest level for business' sustainability and development of the economy at large.

## **5. Objectives**

- 5.1 Promote the implementation of professional marketing ethics and norms in business' operational systems.
- 5.2 Provide a platform for marketing professionals to exchange ideas that enhance the attainment of individual organizational goals and objectives.
- 5.3 To associate and collaborate with other organizations and / or institutions both locally and internationally in order to broaden the information base for the benefit of our members, organizations and the nation at large.
- 5.4 Work with relevant authorities in the promotion of provision of quality goods and services by stakeholders hence achieving the ultimate goal of customer satisfaction delivery.
- 5.5 To facilitate the acquisition and dissemination of information on news on marketing and the establishment of a well informed economic perspective about the profession.
- 5.6 To make recommendations for the improvement or simplification of the law and practice of marketing.
- 5.7 To collect information on any subject, which may be related to or included in the objectives and activities of the Association, and to disseminate the same, and advertise generally by or through any medium whatsoever, including displays, workshops, public meetings and exhibitions.
- 5.8 For the furtherance and attainment of the aforesaid objectives, the Association will have the following powers:
  - 5.8.1 To promote and stimulate interest in marketing as a professional career by advocacy or holding or sponsoring the holding of competition exhibitions, displays and/or the publication of literature of any description in relation to marketing or business interaction.
  - 5.8.2 To sell, distribute and deal in literature, apparatus, supplies and materials of all kinds relating to the objectives of the Association.
  - 5.8.3 To advocate for promulgation, repeal or amendment of any legislation if such are considered necessary or likely to promote or further the objects and activities of the Association and its members.
  - 5.8.4 To embark on any enterprise or to adopt any lawful means of collecting funds in order to carry out the objects of the Association, whether by holding competitions, exhibitions, displays, selling goods or articles, providing any facilities or services or obtaining grants, subsidies, requests and donations.
  - 5.8.5 Generally to utilize the funds of the Association for any purpose or in any manner with a view to further and advance the objectives of the Association.
  - 5.8.6 To take over, purchase, take or lease or otherwise acquire, hold, develop, improve, manage, let, sell, transfer, exchange, mortgage, pledge, grant servitudes, licenses, or

other rights over, or otherwise dispose of, or change or encumber any property or interests therein, whether movable, and to accept (with or without conditions, donations, gifts, bequests of any such property of interest, including subscriptions and donations in cash and investments), and to erect and construct, maintain, enlarge, alter, demolish or remove any thing or other erections or works of any immovable property.

5. 8.7 To enter into any contract whatsoever with reference to the whole or any part of the property on rights of the Association.
- 5.8.8 To invest and/or reinvest any monies of the Association, in such a manner as the Association may, from time to time, deem expedient.
- 5.8.9 To borrow money for any purpose of the Association on such terms as seem expedient and, if necessary, to secure the same by mortgage, pledge, charge debentures, debenture stock, other security charged or any of the property of the Association, to enter into any guarantee surety-ship or undertaking the debts and engagements or others.
- 5.8.10 To open and operate accounts any appropriate financial institutions, and to withdraw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, and other negotiable instruments or transferable instruments and securities.
- 5.8.11 To institute and defend proceedings in any court of law, and to otherwise oppose any proceedings or applications which may seem calculated directly or indirectly to endanger or prejudice the interests or objects of the Association.
- 5.8.12 To enter into any contract of employment or service with any person and to remunerate any person, firm or company rendering to the Association either by cash payment or otherwise as may thought expedient.
- 5.8.12 To do such other lawful acts and things as may be incidental or conducive to the objects aforesaid.
- 5.8.15 And it is hereby declared that in the interpretation of this clause the meaning of any of the Association's objects shall not be restricted by reference to any of the Association's objects or by the name of the Association, and that in the event of any ambiguities this clause shall be constructed in such a way as to widen and not restrict the power of the Association.

## **6. Membership**

### **6.1 Associate Membership**

6.1.1 Associate membership shall be open to:

6.1.1.1 All those who are working in the supporting fields of marketing management e.g. Public Relations, Advertising, Sales etc.

6.1.1.2 Retired marketing professionals who are still keen towards and have an active interest in marketing management.

### **6.2 Full Membership**

6.2.1 Full membership shall be open to:

6.2.1.1 Any person who has attained a qualification from a tertiary institution or any institute/college or university majoring in marketing management.

6.2.1.2 Any person who without such qualifications as outlined above can prove to the Board of Trustees with no reasonable doubt that they have been in marketing leadership for at least five years.

### **6.3 Honorary Membership**

6.3.1 Honorary membership may be conferred on any person who, in the opinion of the Board of Trustees, has rendered outstanding service to the cause of the Association or to marketing as a profession within Zimbabwe.

### **6.4 Corporate Membership**

6.4.1 Corporate Membership shall be opened to any organization, corporation, enterprise or company that is registered and operates within the laws of Zimbabwe.

### **6.5 Membership Rules**

6.5.1 Application for membership shall be made on the prescribed form and submitted to the Executive Secretary

6.5.2 Membership shall become effective and operational on approval by the Board of Trustees and on payment of the first subscription and shall remain as long as the members concerned are up to date with their subscriptions.

6.5.3 Upon admission, the Association shall provide a membership certificate bearing the member's name, membership category and such further particulars of the member, as may be necessary to afford easy identification of the member.

6.5.4 Acceptance of membership by any person signifies acceptance of all the rules and regulations of the Association, a copy of the constitution, which shall be issued to the member on acceptance.

## **6.6 Cessation of Membership**

### **6.6.1 Suspension / Expulsion**

6.6.1.1 Notwithstanding clause 6.3.1 and 6.5.1, the Standard Committee may suspend or expel from the Association any members, whose conduct tarnishes the image of the Association, and makes such suspension or expulsion necessary.

6.6.1.1 Appeals against such actions may be made to the Board of Trustees through the Executive Secretary.

### **6.6.2 Termination of Membership**

6.6.2.1 Any member may withdraw membership from the Association on one calendar month's notice in writing clearly stating the reasons for resignation to the Executive Secretary and a copy to the Chairman of the Board of Trustees, in which event the party withdrawing will cease to be entitled to any benefits or privileges of the Association.

6.6.2.2 No claim can be made on any regular subscriptions paid.

6.6.2.3 Membership lapses when subscriptions are three or more calendar months in arrears.

6.6.2.4 Renewal of membership shall be made a month before the time of expiry of membership.

## **7 Subscriptions**

### **Determination**

7.1 Subscriptions for membership shall be determined from time to time by the Board of Trustees of the Association.

7.2 All subscriptions, whether by stop order or cash, shall be forwarded to the Treasurer of the Association, in full, and the treasurer shall ensure that such subscriptions are deposited into the Association's account on the next business day from the date of receipt.

7.3 Corporate membership subscriptions shall only be limited to benefit only three (3) of its members where such benefits are entitled to members.

## **8 Organization**

8.1.1 The business of the Association shall normally be conducted at Harare or any other place that shall, from time to time, be determined by the Board of Trustees.

8.1.2 The postal address of the Association shall be P.O. Box 5710 Harare.

### **8.2 Association's Conference**

8.2.1 The Annual Conference shall be the supreme body of the Association, made up of delegates from the Association's Board of Trustees, and all other members of the Association.

### **8.3 Time and venue of Conference**

8.3.1 The Annual Conference shall be held during the first week of the 11th month of the year.

8.3.2 The Board of Trustees shall decide the time and venue for the Annual Conference.

8.3.3 Members shall be entitled to receive at least three (3) weeks notice of the Association's intention to hold an Annual Conference

### **8.4 Extra-ordinary conference**

8.4.1 An extra-ordinary conference may be convened by the Board of Trustees at a time and place deemed expedient by the Board of Trustees and must be convened when requested by at least two-thirds ( $\frac{2}{3}$ ) of the Board of Trustees members and it shall be on twenty (21) one days' notice to all members.

### **8.5 Business of Association's Annual Conference**

Conference shall be empowered to:

8.5.1 Review past work and plan for the future.

8.5.2 Receive and approve reports, including financial statements, from the Board of Trustees.

8.5.3 Consider all matters on the conference agenda.

8.5.4 Elect Board of Trustees members.

8.5.5 Deal with marketing management issues affecting the industry and the country at large.

- 8.5.6 Approve the budget of the Association submitted by the Treasurer through the Board of Trustees.
- 8.5.7 Censure Board of Trustees or expel a member from the Board of Trustees if proved unsatisfactory or for any proved misconduct.
- 8.5.8 Deal with any other matter consistent with the Association's aims and objectives.
- 8.5.9 Rescind, after and/or add to any article of the constitution and rules of the Association in accordance with proper procedures as set out by the standing orders of the Association.
- 8.5.10 Deliberate and make decisions on motions, resolutions, issues, problems, and recommendations submitted by the Board of Trustees, which have been previously circulated to delegates through the executive officer.

## **8.6 Observers at the Conference**

- 8.6.1 Observers shall provide their own accommodation, meals and other travel expenses.
- 8.6.2 Observers may, with leave of the Chairman/, express their views, but without voting rights.



## **8.7 The Board of Trustees**

- 8.7.1 The Board of Trustees shall be elected at National Conference, and be constituted as follows:
- 8.7.1.1 The Chairman, Vice Chairman, Treasurer and six other council members.
  - 8.7.1.2 The Board of Trustees shall be the chief deliberate and executive body in between Conferences and shall be answerable to the Annual Conference for all its activities, including all accounting for the disbursement of Association monies.
  - 8.7.1.3 The Board of Trustees shall meet at least once every quarter of the year to review and transact business in between conferences.
  - 8.7.1.4 Emergency meetings may be convened by the Executive Secretary upon the instruction of the President/President when necessary or at the request of half the members of the Board of Trustees.
  - 8.7.1.5 The traveling and subsistence expenses of members of the Board of Trustees, incurred in executing Association business, or attending authorized meetings, shall be borne by the Association on a basis to be decided by the Board of Trustees from time to time.
  - 8.7.1.6 Proper minutes of each Board of Trustees meeting shall be recorded and kept by the Executive Secretary who shall be the Secretary of the Board of Trustees.
  - 8.7.1.7 The Board of Trustees quorum shall be two-thirds (2/3) of the total members.
  - 8.7.1.8 The Board of Trustees shall interpret the constitution and enforce its rules and regulations, standing orders and code of ethics of the Association, and clarify such interpretation to Association members.
  - 8.7.1.9 Board of Trustees members shall serve for three years and may stand for re-election in the same post for one more term consecutively.
  - 8.7.1.10 Vacancies occurring through deaths, resignations, permanent incapacity or otherwise on the Board of Trustees shall be filled as follows:
    - 8.7.1.11 The person elected to fill a vacancy shall serve for the remainder of the term of office for the member whom he/she replaces.
    - 8.7.1.12 The Board of Trustees shall have vested in them all the real and personal property belonging to the Association and shall deal with it in such manner as the National Conference may direct.

## **8.8 Functions of the Board of Trustees**

The Board of Trustees shall:

- 8.8.1 Conduct the affairs of the Association and exercise the direction and supervision of business and Association finances.
- 8.8.2 Discuss and approve the budget.
- 8.8.3 Help organize and supervise the administrative machinery of the Association at all levels.
- 8.8.4 Appoint Ad hoc committees as the need arises:
- 8.8.5 Negotiate and lobby in case that are of a national nature and make representation to the government.
- 8.8.6 Control and organize international affairs.
- 8.8.7 Prepare the agenda of the Conference, including all resolutions and motions for amendments of the constitution and regulations and forward copies to delegates three weeks before the start of Conference.
- 8.8.8 Enforce decisions and programs of the Association as determined by Conference.
- 8.8.9 Have the power to employ officers and assistants and any other employees it deems necessary.

## **8.8 Duties of the President**

- 8.8.1 The President shall be the head of the Association and the official spokesperson.
- 8.8.2 The President shall preside at all Conferences and meetings of the Board of Trustees.
- 8.8.3 He/She shall be responsible for the proper conduct of business at such meetings.
- 8.8.4 He/She shall have a deliberative and casting vote, and shall sign the minutes of each meeting at the time they are approved and adopted.
- 8.8.5 He/She shall make official statements on national issues on behalf of the Association, and may delegate this function as deemed necessary.

## **8.9 Duties of the Vice President**

- 8.9.1 The Vice President supervises and coordinate specific functions of the Association as assigned by the council.
- 8.9.2 The Vice President shall, in the absence of the President, perform the duties and functions of the President and generally assist the President.

## **8.10 Duties of the Executive Secretary.**

- 8.10.1 The Executive Secretary shall be the head of the Executive.
- 8.10.2 He/She shall be Chief Administrative officer of the Association and automatically be a member of the Board of Trustees.
- 8.10.3 He/She shall be responsible for the recording of all minutes of Conference, Board of Trustees and any other meetings convened by the Association as well as other records and documents.
- 8.10.4 The Executive Secretary in consultation with the President shall assign duties to the full-time staff of the Association.
- 8.10.5 Shall in conjunction with the President and/or Treasurer sign cheques on behalf of the Association.

## **8.11 Duties of the Treasurer**

- 8.11.1 The Treasurer shall be the financial authorizing officer of the Association.
- 8.11.2 She/he shall see to it that expenditure is kept within the approved budget.
- 8.11.3 The Treasurer shall make available for checking or inspection the financial books in his/her custody to the Board of Trustees or authorized Association officials and auditors.
- 8.11.4 He/She shall prepare and present income and expenditure reports based on audited financial statements at the Conference.

8.11.5 He/She shall be responsible for all MAZ assets.

## **8.12 Disciplinary Mechanism**

8.12.1 The Board of Trustees may suspend or dismiss or replace any officer, officers or member(s) of the Board of Trustees, of the Association for negligence of duty, dishonesty, and incompetence or for failure to obey its decisions, or for other reasons it may deem fit and important in the interest of the Association.

8.12.2 In the event of such suspension, the Board of Trustees shall have power to appoint one of its members to act in such post pending its decision on whether or not such an officer should be removed altogether or reinstated after the case has been reviewed.

8.12.3 In the event of failing to reach the consensus, the Board of Trustees shall put the matter to vote and the President of the Board shall have a casting vote in the event of a deadlock.

## **8.15 Electoral Procedures and Provisions**

8.15.1 The Board of Trustees members and other office bearers shall be elected at Annual Conference and they shall be entitled to run for a period of two (2) years from the date of the election.

8.15.2 Any member of the Association not in arrears with their subscriptions shall be eligible for election as officers of the Association.

8.15.3 The returning officer for the national elections shall be a neutral person conversant with election procedures, appointed by the Board of Trustees and ratified by Conference.

8.15.4 Nominees for Board of Trustees shall have been active Association members for at least two (2) years.

8.15.5 The election of officers at all levels shall be by secret ballot.

8.15.6 All delegates present shall have one vote for each officer to be elected.

8.15.7 The successful candidate for each office shall be declared on a simple majority of the vote cast,

## **8.15 Finance**

### **8.15.1 Income of the Association**

The revenue of the Association shall include:

8.15.2 Monthly or annual subscriptions of members deposited into National Accounts of the Association.

8.15.3 Special charges or levies of the Association for services rendered.

8.15.4 Income from awards sponsors, workshops etc.

8.15.5 Different sources including:

8.15.6 Proceeds of its processions, such as rents.

8.15.7 Proceeds from sales that may, from time to time, be organized by the Association.

8.15.8 Interest on money invested by the Association.

8.15.9 Donations made to the Association

8.15.10 Grants from public funds such as from government ministries.

## **8.16 Finance and Administration**

- 8.16.1 The Board of Trustees shall be responsible for all policy on the administration of all funds of the Association.
- 8.16.2 The Executive Secretary through the Treasurer shall choose a bank to open and maintain in the name of the Association and shall ensure that all money belonging to the Association received by him/her is paid into the said bank all, within five (5) days of receipt of such moneys.
- 8.16.3 All cheques for withdrawal of Association money shall be signed by any two (2) signatories drawn from among the President, Treasurer and Executive Secretary.
- 8.16.4 The Executive Secretary in collaboration with Treasurer shall keep the finance books of the Association up to date.
- 8.16.5 The Board of Trustees shall cause the accounts of the Association to be audited annually.
- 8.16.6 The Board of Trustees shall appoint auditors of the Association and report to the Conference.
- 8.16.7 The Treasurer's financial year shall be from 1 January to 31 December.
- 8.16.8 All income at all levels shall be used only for activities that fall within the objects of the Association.
- 8.16.9 Receipts shall be used in respect of any money obtained from or given to any person for whatever purpose.
- 8.16.10 The Board of Trustees shall have power to borrow and to lend money to finance projects and programs.
- 8.16.11 Such decision shall require a two-thirds majority of Board of Trustees members present and voting.

## **9 Publication and Confidential Matters**

- 9.1 Board of Trustees may declare any matter to be confidential and in such cases, nothing, nor any part of such matter shall be published to any person without prior consent of Board of Trustees.
- 9.2 No publishing of any sort in the name of the Association shall be made without consent of the Board of Trustees.
- 9.3 The Association shall have the right to sue any individual or party that may publish any information on the Association against the provisions of this section.

## **10 Constitutional Interpretation**

- 10.1 Problems that arise in the operation of this constitution because there is no specific clause that covers such problems shall be decided by the Board of Trustees in accordance with the objectives and the spirit of this constitution.
- 10.2 If the issues have got a fundamental effect on the policy framework of the organization, then the Board of Trustees shall call for an extraordinary conference to appropriately amend the constitution.
- 10.3 Notwithstanding the provisions of clause 10.2 above, if the issue is not fundamental as contemplated in the said clause, the Board of Trustees shall still be obliged to seek ratification of their actions, decisions or otherwise at the next Annual Conference of the Association.

## **11 Constitutional Changes**

- 11.1 This Constitution and the code of ethics herein contained may be repealed, altered, amended, or modified in any way by the Conference of the Association by means of a three-quarter (3/4) majority of the voting members present at the conference.
- 11.2 Notice of such proposed repeal, alteration, amendment or modification shall be in the hands of the Executive Secretary not less than two months before opening of the Conference at which such matter will be considered.

