

## BYLAWS

### of the

## INTERNATIONAL COUNCIL OF MANAGEMENT CONSULTING INSTITUTES



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#### ARTICLE I: Name

The name of the organization shall be the International Council of Management Consulting Institutes. The abbreviation of the name shall be ICMCI. The official language of ICMCI shall be English.

#### ARTICLE II: Period of Existence

The period of existence of the organization shall be perpetual.

#### ARTICLE III: Purpose

The purpose of this organization is to:

1. Enhance the flow of information between the existing national certifying and registration bodies of management consultants in order to increase the knowledge of the process, encourage assistance between institutes and improve the process of certification throughout the world.
2. Elevate the standards of management consultants worldwide while increasing the acceptance of management consulting as a respected profession.
3. Encourage the networking of management consultants across national boundaries, improving the free flow of information and developing a greater cooperative spirit between countries.
4. Encourage reciprocity between institutes with recognized universal standards and adherence to an International Code of Professional Conduct.
5. Increase the profile of management consulting with international and regional entities.

#### ARTICLE IV: Status of the Organization

**Section 1.** The organization shall be non-stock, not-for-profit; and no dividends, liquidating dividends or distributions shall be declared or paid to any private individual, officer or Delegate of the organization.

**Section 2.** No part of the net earnings or the net income of the organization shall inure to the benefit of any private individual, officer or Delegate; provided however, that such a person may receive compensation for personal expenses necessary to carrying out the purpose of the organization.

#### ARTICLE V: Membership

**Section 1.** Membership will be limited to not-for-profit organizations (“Organizational Members”) representing the management consulting profession and have the purpose of the certification or registration of individual management consultants. Certification will ensure that management consultants have minimum standards of education, experience and competence, and adhere to a formal Code of Professional Conduct including a Code of Ethics.

**Section 2.** Only one Organizational Member will be admitted from each country except in cases where the Board deems that there is political and geographical separation between regions of a country that a single organization is impractical. The Organizational Member admitted will be the one that is most widely recognized and be determined as the leading certification/registration organization in its respective country or region.



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A single regional organization representing a group of associated small countries, may be allowed at the decision of the Board e.g., where the countries do not have existing professional management consulting bodies, and there is support for a collective institution.

**Section 3.** Every three years Organizational Members shall reconfirm that they continue to meet the membership qualifications of ICMCI. If an Organizational Member no longer meets the membership qualifications, the Membership Committee will review and recommend appropriate action to the Board.

**Section 4.** All Organizational Members who operate a certification scheme assessed to be compliant with the requirements laid down by the Board shall be deemed to be “Full Organizational Members”, whilst those without such an assessed scheme shall be designated “Provisional Organizational Members”.

### ARTICLE VI: Domiciles, Offices

The location of the registered office shall be Zurich, Switzerland or at any location deemed appropriate by the Board.

### ARTICLE VII: Assembly of Delegates

#### Section 1. General Powers.

The affairs of ICMCI shall be controlled by its Assembly of Delegates. The Assembly of Delegates consists of all the Delegates of the Full Members.

The Assembly of Delegates shall establish Terms of Reference that define its authority, responsibility, duties and conduct.

#### Section 2. Number of Delegates.

The number of Delegates is dependent upon the number of Full Organizational Members, and the number of individual members of each Organizational Member as specified in Section 4 below. Representatives from Provisional Organizational Members can attend the Assembly of Delegates and participate in the proceedings but do not have voting rights and are exempted from the qualification requirement specified in Section 3 below.

#### Section 3. Qualification of Delegates.

Members of the Assembly of Delegates shall have professional management consulting qualifications, including certification by a Full Organizational Member.

#### Section 4. Election of Delegates.

Full Organizational Members may elect or appoint one to four named individuals, according to the number of regular, individual members representing the management consulting profession, to serve as Delegates.

- 0 - 499 members = 1 Delegate
- 500 - 999 members = 2 Delegates
- 1000 - 1999 members = 3 Delegates
- 2000+ members = 4 Delegates

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### **Section 5. Resignation.**

A Delegate may resign at any time by filing a written resignation with the Secretary of the Assembly and the Secretary of his/her respective Member.

### **Section 6. Removal.**

A Delegate may be removed from office with or without cause by the affirmative vote of a simple majority of the Board then in office, either at a regular meeting or at any special meeting of the Board called for that purpose. The Organizational Member may elect or appoint a replacement Delegate immediately a Delegate is removed.

## **ARTICLE VIII: Meetings of Delegates**

### **Section 1. Annual Meetings.**

The Assembly of Delegates shall meet annually in the Annual Meeting of Delegates. The date shall be established six months prior to the meeting. Notice will be mailed, telefaxed or emailed to all Delegates.

### **Section 2. Virtual Meetings.**

All meetings of Delegates may be conducted by electronic transmission. The Chair of the Board will normally chair the meeting, unless a majority of Delegates at the meeting choose an alternative. The Secretary shall be responsible for keeping a record of the meeting.

### **Section 3. Special Meetings.**

Special meetings of the Assembly of Delegates may be held at any time for any purpose or purposes, unless otherwise prescribed by statute, on call of the Board, or shall be called by the Secretary on the written request of at least one-fifth of all Delegates. Special meetings may be conducted by electronic transmission.

### **Section 4. Notice.**

Notice of any meeting shall be given by oral or written notice delivered personally to each Delegate at least 60 days in advance. If mailed, telefaxed or emailed it shall be deemed to be delivered when the mail, telefax or email is sent. Delegates are responsible for maintaining their current contact information with the ICMCI secretariat.

### **Section 5. Location of Meetings.**

The Board may designate the location of all meetings of Delegates, including virtual meetings.

### **Section 6a. Quorum.**

A simple majority of the Assembly of Delegates shall constitute a quorum for the transaction of business at any meeting of the Delegates where proper notice has been given. If less than such majority is present in person or by proxy at a meeting, a simple majority of the Delegates present may adjourn the meeting without further notice.

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### **Section 6b. Resolutions and voting.**

Proposed resolutions must be advised to all Delegates 21 days prior to the meeting and require a simple majority of Delegates' votes at a quorate meeting to be accepted with immediate effect.

Resolutions presented with less than 21 days' notice will require a simple majority of all Delegates to support the resolution voting in person, by mail or electronic poll within 45 days for the resolution to be accepted. If a majority in favour is not reached within the 45-day period, or as soon as a majority against the resolution is reached, the resolution will be rejected.

If a meeting is not quorate, all resolutions may be decided by voting by mail or electronic poll, with 45 days allowed for response. Resolutions will be accepted and take effect as soon as a simple majority of all Delegates have cast a vote in favour. If a majority in favour is not reached within the 45-day period, or as soon as a majority against the resolution is reached, the resolution will be rejected.

### **Section 7. Proxies.**

Delegates of ICMCI who will not be able to attend any meeting of ICMCI may assign their proxy to any Delegate attending the meeting. Cascading proxies will not be permitted; a Delegate must register a direct assignment of their vote. Such proxies will be counted in determining whether a quorum is present.

### **Section 8. Conduct of Meetings.**

The Chair or, in his/her absence, one of the directors of the Board, shall call meetings of the Delegates to order and shall act as Chair of the meetings. The Secretary of ICMCI shall act as Secretary of all meetings of the Delegates, but in the absence of the Secretary, the presiding Officer may appoint any Assistant Secretary or any Delegate or other person present to act as Secretary of the meeting.

### **Section 9. Manner of Acting.**

The act of a simple majority of the Assembly of Delegates present at a meeting at which a quorum is present shall be the act of the Delegates, unless the act of a greater number is required by these Bylaws. In the case of mail or electronic polls, if a quorum is achieved, a simple majority is defined as the number of votes in favour being greater than the number of votes opposed. In all cases, proxy votes will be counted on the same basis as other votes.

All Delegate decisions shall be published to all Delegates with the actual voting results. As well, all decisions should be recorded by the Secretary and published on the ICMCI's website.

### **Section 10. Presumption of Assent.**

Delegates who are present at a meeting of the Delegates, or Committee thereof, at which action on any corporate matter is taken, shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting, or unless they shall file their written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof; or shall forward such dissent by registered mail to the Secretary of ICMCI immediately after the adjournment of the meeting. Such right to dissent shall not apply to Delegates who voted in favour of such action.

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### ARTICLE IX: The Board, and Committees of the Board

#### Section 1. The Board.

The Board will be a standing committee reporting to the Assembly of Delegates. It will be composed of all elected officers and directors and the immediate past chair. Its purpose is to provide the strategic direction and operational control of all the activities of ICMCI.

Annually, achievement against the previous plan will be reported on, and a revised plan tabled for review and approval by the Delegates at the Annual Assembly of Delegates. The Board shall create the standing committees defined in these bylaws.

The Assembly of Delegates shall establish Terms of Reference and a Charter which shall detail the accountability and authority of the Board.

The Board may create one or more special committees as needed, consisting of Delegates, officers, directors and other volunteers from Members. Special Standing Committees have such powers and duties consistent with any existing delegation of powers to the Board, as may be provided in the resolution creating such committee as initially adopted or as thereafter supplemented or amended by further resolution adopted by similar vote of the Board.

The Assembly of Delegates will require the establishment of two Standing Committees that shall report to the Board and be chaired by a Director of the Board:

- Governance and Nominations Committee
- Finance and Audit Committee

#### Section 2. Nominations and Succession Planning Committee.

The Governance and Nominations Committee will be a standing committee of the ICMCI Assemble of Delegates and shall be responsible for overseeing the governance systems of ICMCI, and managing an open nominations and election process for the Chair and Board directors. The committee will undertake Succession planning and rotation of Board officers and directors and Committee Chairs. The committee shall be headed by the immediate past chair of ICMCI (or a past chair) and composed of other members as shall be defined in the Committee Terms of Reference.

The Committee will be governed by Terms of Reference that are approved by the Board and the Committee will be required to report annually to the Assembly of Delegates on its activities throughout the year and the state of ICMCI's governance.

The list of candidates for election will be distributed to all Delegates 21 days before the date of the Annual Meeting of Delegates.

#### Section 3. Finance and Audit Committee

The Finance and Audit Committee will be a standing committee of the ICMCI Assembly of Delegates responsible for the oversight of ICMCI finances and audit practices including the managing any internal audits of systems, processes and procedures within ICMCI. The Committee will be chaired by the Treasurer and composed of members as shall be defined in the Committee Terms of Reference.



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The Committee will be governed by Terms of Reference that are approved by the Board and the Committee will be required to report annually to the Assembly of Delegates on its activities throughout the year and the health of ICMCI's finances and its audit process.

### **Section 4. Standing Committees and Task Forces of Delegates**

Delegates may by resolution create one or more standing committees, each consisting of three or more Delegates and other volunteers from Members as needed. Standing Committees of Delegates have such powers and duties consistent with any existing delegation of powers to a Committee of Delegates, as may be provided in the resolution creating such committee as initially adopted or as thereafter supplemented or amended by further resolution adopted by similar vote.

The Assembly of Delegates shall have the authority to create Task Forces to carry out work specified by them for a shorter duration of time than a Standing Committee.

### **Section 5. Alternate Members.**

All Delegates who are not members of a given Delegate Committee shall be alternate members of such Committee and may take the place of any absent member or members at any meeting of such committee, upon request of the Chair of the Assembly of Delegates or the Chair of such meeting.

### **Section 6. Rules of Committees.**

Each Committee of the Board or Delegates shall fix its own rules governing the conduct of its activities, consistent with rules promulgated by the Delegates or the Board as appropriate and shall make such reports to the Board or the Delegates of its activities as the Board or Delegates may request. The terms of reference of the Board must be approved by the Delegates.

### **Section 7 Volunteers**

Any volunteers carrying out governance / strategic work shall fall under the authority of the Board, as overseen by Governance and Nominations Committee with the support of the Executive Director.

Any volunteers carrying out operational work shall fall under the authority of the Executive Director.

## **ARTICLE X: Directors of the Board**

The policies established by the Assembly of Delegates shall be carried out by the Board of the organization.

### **Section 1. Composition of the Board**

The Board shall consist of nine directors. Of these directors there shall be three officers: a Chair, a Secretary, and a Treasurer. Such other Officers and assistant Officers and agents as may be deemed necessary may be elected or appointed by the Board. Such appointments shall be communicated to the Delegates within 30 days of appointment.

In the absence of the Chair or in the event of his/her death, inability or refusal to act, or in the event for any reason it shall be impractical for the Chair to act personally, the remaining Board directors shall appoint one of the remaining Board directors to perform the duties of the Chair.



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### **Section 2. Election and Term in Office.**

Candidates eligible to stand for office must be Delegates who represent full Members to ICMCI or current directors of the Board. The directors of the Board of ICMCI who are elected by the Delegates shall take office at the Annual Assembly of Delegates for a three-year term. Each year, three directors of the Board shall normally retire on a rotational basis. The Governance and Nominations Committee shall conduct the election process in the period prior to the Annual Meeting of Delegates in accordance with Article IX, Section 5.

1. Delegates shall as the vacancy occurs separately elect the Chair of the Board.
2. Delegates shall elect each year as vacancies occur the remaining directors to the board
3. The Board will elect from within their number the Secretary and Treasurer.

A director of the Board may serve a maximum of two consecutive elected terms as a Board director. If a director of the board is elected Chair, the term of office as Chair will be three years even if this would extend the period of office beyond the two-term limit. If applicable, a director may also serve one initial partial term as board director if appointed to fill a vacancy. All board director terms are three (3) years.

Each board director shall hold office until his/her successor shall have been duly elected or until his/her death or until he/she shall resign or shall have been removed in the manner herein after provided. Board directors must be elected by the Delegates. If a Delegate is elected as a Board director, that Delegate's position is then considered vacant. The Organizational Member may elect or appoint a replacement Delegate immediately a Delegate is appointed to the Board.

### **Section 3. Removal**

Any Board director or agent elected or appointed by the Delegates may be removed by the Delegates by the affirmative vote of a simple majority of Delegates, whenever in the Delegates' judgment the best interests of ICMCI will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights.

Any Board director, officer or agent appointed by the Board may be removed by the Board by the affirmative vote of a simple majority of the Board, whenever in the Board's judgment the best interests of ICMCI will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Appointment by the Board shall not of itself create contract rights.

### **Section 4. Vacancies.**

A vacancy in any office because of death, resignation, removal, disqualification or other circumstances, may be filled by the Board for the unexpired portion of the term.

### **Section 5a. Chair.**

The Chair of ICMCI shall, when present, preside at all meetings of the Board and at all meetings of the ICMCI Assembly of Delegates. The Chair shall oversee all the business and affairs of ICMCI, and in general shall perform all duties as may be prescribed by the Delegates from time to time.



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### Section 5b. The Executive Director

The Executive Director shall, subject to the control of the Board and the Delegates, supervise and control all the business and affairs of ICMCI, shall be accountable for the implementation of the strategy of ICMCI, and in general shall perform all duties as may be prescribed by the Board of Directors from time to time.

### Section 5c. Authority of Directors, Officers and Agents

The Chair may sign, with the Secretary or any other proper director of the Board of ICMCI thereunto authorized by the Delegates, any deeds, mortgages, bonds, contracts, or other instruments which the Delegates or the Board have authorized to be executed, except in cases where the signing of the execution thereof shall be expressly delegated by the Delegates to some other director of the Board or agent of ICMCI, or shall be required by law to be otherwise signed or executed.

The authority of Officers, assistant Officers and agents appointed by the Board will be determined by the Board and communicated to the Delegates within 30 days of appointment.

### Section 6. Duties of Directors

Board directors other than the officers will handle the duties assigned them by the Chair.

### Section 7. The Secretary.

The Secretary shall:

- a) keep the minutes of the Assembly of Delegates' meetings in one or more books provided for that purpose;
- b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law;
- c) be custodian of ICMCI records; and
- d) in general perform all duties incident to the Office of Secretary, and such other duties as from time to time may be assigned to him/her by the Chair or by the Delegates.

### Section 8. The Treasurer.

The Treasurer shall:

- a) have charge and custody of and be responsible for all funds and securities of ICMCI; receive and give receipts for monies due and payable to ICMCI from any source whatsoever, and deposit all such monies in the name of ICMCI in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of XVI of these Bylaws; and
- b) in general perform all of the duties incident to the office of Treasurer, and such other duties as from time to time may be assigned to him/her by the Chair or by the Delegates

### Section 9. The Past Chair.

The immediate Past Chair shall be an ex officio director of the Board.



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### **Section 10. Directors-at-large.**

Any directors not specified above shall have only such authority, duties and responsibilities as shall be specifically authorized and designated by the Board.

### **ARTICLE XI: Expenses and revenue**

Application fees for membership, annual membership dues, and other approved sources of revenue will be the primary source of revenue. The schedule of fees and dues shall be established or modified by the Delegates, based on the number of individual consulting members in the Organizational Member. Each year a budget of expenses and revenue shall be approved for the following two fiscal years.

### **ARTICLE XII: Indemnification**

ICMCI shall indemnify any director of the Board of ICMCI, or any person who may have served at its request as a Delegate or Officer of another Council in which it owns shares of capital stock, or of which it is a creditor, against reasonable expenses, including attorney's fees, judgments and fines, which are actually and necessarily incurred by him/her in connection with the defence of any civil, criminal or administrative action, the defence of any civil, criminal or administrative action, suit or proceeding in which he/she is made a party or with which he/she is threatened by reason of being or having been or because of any act as such Delegate or director of the Board, within the course of his/her duties of employment, except in relation to matters as to which he/she shall be judged in such action, suit or proceeding to be liable for negligence or knowing misconduct in the performance of his/her duties. ICMCI may also reimburse to any Delegate or director of the Board the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a simple majority of a Committee composed of the Delegates not involved in the matter in controversy (whether or not a quorum of the Assembly of Delegates) that it was to the interests of ICMCI that such settlement to be made and that such Delegate or director of the Board was not guilty of negligence or misconduct.

The right of indemnification herein provided shall extend to the estate, executor, administrator, guardian and conservator of a deceased or former Delegate or director of the Board or person who himself/herself would have been entitled to indemnification. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such Delegate or director of the Board may be entitled under any statute, agreement, or otherwise.

### **ARTICLE XIII: Fiscal Year**

The fiscal year of ICMCI shall begin on the first day of July in each calendar year.

### **ARTICLE XIV: Informal Action by Delegates**

Any action required by these bylaws, or any provision of law, to be taken at a meeting, or any other action which may be taken at a meeting, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Delegates entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as unanimous vote.

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### **ARTICLE XV: Waiver of Notice**

Whenever any notice whatsoever is required to be given under the provisions of these bylaws of ICMCI, a waiver thereof in writing and sent to the Secretary by mail or electronic transmission, signed at any time by the person or persons entitled to such notice, shall be deemed equivalent to the giving of such notice.

### **ARTICLE XVI: Contracts, Loans, Checks and Deposits**

#### **Section 1. Contracts.**

The Delegates may authorize any director of the Board, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of ICMCI and such authority may be general or confined to specific instances.

#### **Section 2. Loans.**

No funded indebtedness shall be contracted on behalf of ICMCI and no evidence of such indebtedness shall be issued in its name unless authorized by a resolution of the Delegates. Such authority may be general or confined to specific instances.

#### **Section 3. Checks, Drafts, etc.**

All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of ICMCI shall be signed by such Officer or Officer's agent or agents of ICMCI as designated by the Board or by resolution of the Delegates.

#### **Section 4. Deposits.**

All funds of ICMCI, not otherwise employed, shall be deposited from time to time to the credit of ICMCI in such banks, trust companies or other depositories as the Board may select.

### **ARTICLE XVII: Amendments**

These Bylaws may be amended by a two-thirds (2/3) majority of the Delegates voting in a properly constituted meeting. This vote shall be tabled by proxy or in person, at an annual meeting, or by a special mail or electronic poll, with a minimum of 21 days notice, provided that no amendment shall substantially change the original purpose of the organization.

### **ARTICLE XVIII: Dissolution**

This organization may be dissolved or liquidated by an eighty percent (80%) majority of the Delegates voting in a properly constituted meeting. This vote shall be tabulated by proxy or in person in accordance with Article VIII Section 6b. All assets would then be distributed on a proportionate basis to the Organizational Members, based upon the number of Delegates from each Organizational Member.



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“These bylaws were approved by the Assembly of Delegates in the Annual Meeting of Delegates on 12 October 2023.”

Chair – Robert Bodenstein, CMC®	Secretary – Nicholas Warn, CMC®