

**Association of Management Consultants  
(St. Lucia) Incorporated  
Constitution, Codes and Legal Documentation**

---

# THE INTERNATIONAL COUNCIL OF CERTIFIED MANAGEMENT CONSULTING INSTITUTES

## CODE OF PROFESSIONAL CONDUCT

**Confidentiality** A member will treat client information as confidential and will neither take personal advantage of privileged information gathered during an assignment, nor enable others to do so.

**Unrealistic Expectations** A member will refrain from encouraging unrealistic expectations or promising clients that benefits are certain from specific management consulting services.

**Commissions / Financial Interests** A member will neither accept commissions, remuneration, nor other benefits from a third party in connection with recommendations to a client without the client's knowledge and consent, nor fail to disclose any financial interest in goods or services which form part of such recommendations.

**Assignments** A member will accept only assignments which the member has the skills and knowledge to perform.

**Conflicting Assignments** A member will avoid acting simultaneously in potentially conflicting situations without informing all parties in advance that this is intended.

**Conferring with Client** A member will ensure that before accepting any engagement, a mutual understanding of the objectives, scope, workplan, and fee arrangements has been established, and that any personal, financial, or other interest which might influence the conduct of the work has been disclosed.

**Recruiting** A member will refrain from inviting an employee of a client to consider alternative employment without prior discussion with the client.

**Approach** A member will maintain a fully professional approach in all dealings with clients, the general public, and fellow members.

**Other Management Consultants** A member will ensure that other management consultants carrying out work on behalf of the member are conversant with and abide by this Code of Professional Conduct.

## **By-Laws**

### **ARTICLE I. NAME**

The name of this organization shall be the “Association of Management Consultants of (St. Lucia) Incorporated.”

### **ARTICLE II. PURPOSE**

The Association is founded as an association of professional individuals dedicated to the advancement of the consulting industry.

The mission of the Association is to advance the profession of Management Consulting by enhancing the quality of services provided to clients, and providing a vehicle for recognition of its members. To this end, the Association:

1. Promotes the highest standards in the conduct of management consulting as evidenced by the Association’s Code of Professional Conduct;
2. Serves as a body of specialized skills and expertise; and
3. Anticipates and responds to present and future needs within industry.

### **ARTICLE III. MEMBERSHIP**

#### ***A. Classes of Membership***

1. The Association shall be composed of individuals not organizations.

2. Three classes of membership shall be established: Professional, Associate, and Honorary.

3. Admission to membership shall be through the Membership Committee and according to criteria and procedures established by the Membership Committee and approved by the Board from time to time.

4. Individuals who continue to meet the requirements for each class of membership and have been accepted into membership shall have equal rights as set forth below by member class.

***B. Professional and Associate Members***

1. An application for membership shall be by written form, which shall include a signed agreement to abide by the Code of Professional Conduct and such professional and character references and other professional and personal information as the Membership Committee shall from time to time require.

2. Each candidate shall be sponsored by an active Member acquainted with the work and reputation of the candidate.

3. Each sponsor shall submit in writing the specific reasons why he or she is recommending the individual as a candidate for membership.

4. Sponsors of a candidate shall be excluded from the process of screening that candidate

5. The Membership and Professional Development Committee shall:

a. Check references and conduct, if necessary, a personal interview with the candidate.

b. Review two specific assignments, based on established criteria, undertaken in the past five years.

c. The Board directs the Membership Committee to submit all screened candidates to the Board for approval prior to submission of the candidacy to the membership for vote. Board approval shall require an 80 percent vote of the Board.

5. Criteria for admission as a Member are:

### **Professional Member**

The Professional Member is one who is a full time practicing management consultant who meets all the conditions of membership of the association and who agrees to subscribe to the AMCS Code of Professional Conduct. An applicant for membership as Professional Member must provide evidence of:

- Primary professional activity as a practicing consultant;  
And at least one of the following:
- Bachelor's Degree, from an accredited university, or its equivalent plus three years or more consulting experience; or
- Master's Degree, from an accredited university, plus two years or more consulting experience; or
- Technical certification plus three years or more consulting experience; or
- No academic or technical certification but at least 7 years of management consulting experience.

### **Associate Member**

The Associate Member is one who is not a full time practicing management consultant or is a consultant who has not, as yet, gained the experience or qualifications necessary for Professional Membership and who agrees to subscribe to the AMCS Code of Professional Conduct.

An applicant for membership as Associate Member must provide evidence of:

- A Bachelor's Degree, from an accredited university, or its equivalent plus two years or more consulting experience; or

- A Master's Degree, from an accredited university, plus one year or more consulting experience;
- No academic or technical certification but at least 3 years of consulting experience.

8. Professional Members shall have rights to vote at all regular and special meetings of the Association and shall be eligible for Board or Officer Positions of the Association.

The benefits and privileges available to Associate Members will be determined by the Board from time to time. Associate Members shall not have rights to vote and shall not be eligible for Board or Officer Positions of the Association.

### ***C. Honorary Members***

1. Honorary membership shall be by vote of two-thirds of the Membership at a General Meeting to extend an invitation to such persons that the Board of Directors has deemed to be in the best interest of the Association for such persons' contribution to the industry or the consulting profession.

2. Honorary membership shall be for life, unless otherwise so determined by the Board.

3. The number of Honorary Members may vary at the discretion of the Board of Directors.

### ***D. Retention of Membership***

An individual shall retain membership by the timely paying of dues, continuing as a practicing consultant, as defined in B7 above, and by remaining in compliance with the Code of Professional Conduct and the criteria appropriate to the individual's class of membership as such criteria are from time to time established by the Board.

### ***E. Termination of Membership***

Voluntary termination shall be by resignation in writing to the Board.

Involuntary termination shall be in writing to the Member for cause upon a three-fourths vote by the Board in accordance with the Code of Professional Conduct; except, however, in the event that involuntary termination is on the basis that the Member no longer meets the criteria for membership; then no finding of cause shall be required.

A Member whose membership has been terminated for failure to meet the criteria for membership may reapply for membership when again able to meet the criteria for membership.

### ***F. Reinstatement of Membership***

1. A Member who has voluntarily terminated membership may reapply for membership, within 12 months, and may be readmitted on a seventy-five percent vote of the Board, excluding other membership application processes.
2. A Member of any class whose membership has been involuntarily terminated for cause becomes eligible for consideration for readmittance for membership of that class following two years and an eighty per cent vote of the Board.
3. A Member whose membership has been terminated for failure to meet the criteria for membership may reapply for membership when again able to meet the criteria for membership.



## **ARTICLE IV. DUES**

Annual membership dues shall be such amount as determined by the Board from time to time. There shall be no dues for Honorary Members.

Dues are payable annually on January 1 for the upcoming year; dues past due for more than sixty days shall will result in suspension of membership privileges; dues past due for 1 yr will constitute failure to meet the criteria for membership”.

Candidates for membership shall pay a non-refundable application fee, to be established by the Board from time to time, to cover the cost of the application process.

## **ARTICLE V. BOARD OF DIRECTORS**

### ***A. Positions***

The President, Vice President, Secretary, Treasurer, and Public Relations Officer, shall be members of the Board of Directors. The Immediate Past President will be an ex-officio member.

### ***B. Eligibility***

A professional member in good standing, who is resident in Saint Lucia for a period of nine (9) months in a calendar year.

### ***C. Election***

The officers shall be nominated from the membership and elected by a simple majority of the membership at the AGM for a term of two years or until their successors are elected and installed;

2. A vacancy in an office shall be filled by the simple majority vote of the Board of Directors for the un-expired term or until the successor is elected and installed.

3. The officers shall assume their duties at the close of the annual meeting of the membership at which they are elected.

### ***C. Duties***

#### ***1. President***

The President shall preside at the meetings of the Board and at the annual meeting, shall be an ex-officio member of all committees.

#### ***2. Vice President***

The Vice President shall assume the duties of the President in his/her absence; assist the President, and chair the Membership and Professional Development Committee.

#### ***3. Secretary***

The Secretary shall be responsible for keeping, maintaining and disseminating all internal and external non-financial corporate communications of the Association as well as all non-financial minutes and records.

#### ***4. Treasurer***

The Treasurer shall be custodian of the funds of the Association, shall be responsible for keeping and maintaining the books and records and disseminating all internal and external financial information of the Association, and shall share responsibility with the President for preparation and presentation of the annual budget of the Association at the annual meeting.

#### ***5. Public Relations Officer***

The Public Relations Officer will have a responsibility for:

1. Developing internal communications, including writing, commissioning and editing material for the AMCS publications such as magazines and the website.

2. Raising the public profile of the AMCS, as well as enhancing the AMCS reputation with better public awareness of its goals, achievements and development, in accordance with the strategic objectives of the AMCS.

### ***E. Duties of the Board***

The Board of Directors shall have full authority to direct the operations of the Association consistent with these By-Laws and the laws of Saint Lucia. The Board may appoint, delegate and otherwise authorize others to act on its behalf and may compensate such others for so doing.

### ***F. Vacancies***

Vacancies among directors may be filled by majority vote of the remaining Members of the Board. Persons so elected shall serve the un-expired term or until the (the next AGM).

### ***G. Removal of Directors***

A director may be removed for cause only and for that by:

1. A three-fourths vote of the Board of Directors, or
2. A two-thirds vote of the Members, whether assembled or by proxy.
3. In the event that a director does not attend two regularly scheduled Board Meetings “without reasonable excuse” within that director’s term, the director would be deemed to have vacated their position.

### ***H. Meetings of the Board***

1. Board meetings shall be at the annual meeting and at such other times as the business of the Association shall require.
2. Meetings may be by telephone.
3. Special meetings of the Board may be called by the President.

## ***I. Quorum***

1. A SIMPLE majority of the Board shall constitute a quorum.
2. Each Member of the Board shall have one vote, and a simple majority of those present and voting at the meeting shall decide all questions, unless a higher-percentage vote is required for specific types of questions specified elsewhere in these By-Laws.

## **ARTICLE VI. COMMITTEES**

### ***A. Standing Committees***

The standing Committees shall be Membership and Professional Development Committee, and the Disciplinary Committee

### ***B. Standing Committee Composition***

1. The Board shall appoint the Chairman and members of each standing committee.
2. No committee's composition shall include more than one person from any firm or organization.

### ***C. Special Committees***

The Board may appoint special committees from time to time.

### ***D. Committee Operation***

The rules and procedures for the operation of the disciplinary committee shall be approved by three fourths of the members present at any general meeting .

## **ARTICLE VII. MEMBERSHIP MEETINGS**

### ***A. Annual Meetings***

The annual meeting shall be held at such time and place as the Board shall set at the immediately preceding annual meeting.

### ***B. Special Meetings***

1. Special meetings of the membership may be held at the call of the Board or the majority of the membership following thirty (30) days written notice.
2. Any business of the Association may be conducted at a special meeting; provided, however, that such business is set out in writing in the notice of the meeting.

### ***C. Other Meetings***

The Association may hold such other additional meetings from time to time as the Board approves

### ***D. Quorum***

A simple majority of the membership shall constitute a quorum for any meeting of the membership.

### ***E. Voting***

Each Professional Member shall have one vote, reversing a Board action, amending the By-Laws, or removing a director require two thirds vote of the Association's Professional Membership. Honorary members, Associate Members, and non-financial members will not have voting rights.

### ***F. Record of Meetings***

1. Any called meeting of Members of the Association shall be recorded in minutes. Except in the case of a meeting other than the annual meeting held not more than thirty days prior to the request, such minutes shall be provided within fifteen (15) days of their request to any Member of the Association.
2. The Minutes of the annual meeting of the Association shall be circulated to the membership within sixty days of the close of the annual meeting.

### **ARTICLE VIII. FISCAL YEAR**

The fiscal year of the Association shall be a calendar year

### **ARTICLE IX. INDEMNIFICATION**

Any officer, director or Member acting by or on behalf of the Association in a Board-approved manner shall be defended and held harmless by the Association to the extent of its funds and any insurance, which insurance shall be obtained as soon as the Association is able, against any action or proceeding of any kind, provided only that the action taken by such officer, director or Member was taken in good faith.

### **ARTICLE X DISSOLUTION**

In the event of dissolution of the Association and after payment of all debts and other obligations, the assets of this Association shall be dedicated or transferred only in accordance with the purposes set out herein and the laws of the Saint Lucia.

The unanimous vote of the Board and three-quarters of the Members shall be required to dissolve the Association.

## **ARTICLE XI AMENDMENTS AND RULES OF ORDER**

### ***A. Amendments***

These By-Laws may be amended by two-thirds vote of the Members at a regular or special meeting or mail ballot, provided only that such proposed amendment and the reasons therefore shall have been submitted to the membership in writing not less than thirty days prior to the date of the vote.

### ***B. Rules of Order***

“Robert’s Rules of Order Newly Revised’ shall be the rules of parliamentary procedure governing the conduct of all meetings of the Association not otherwise provided for in these By-Laws.