

COMPANIES ACT 2014

CONSTITUTION

OF

THE MEDIATORS' INSTITUTE OF IRELAND

COMPANIES ACT 2014

CONSTITUTION OF The Mediators' Institute of Ireland

1. The name of the Company is The Mediators' Institute of Ireland.
2. The Company is a company limited by guarantee, registered under Part 18 of the Companies Act, 2014.
3. The main object for which the Company is established is to promote the use of mediation as a process of dispute resolution in all areas by ensuring the highest standards of education training and professional practice of mediation and by increasing public awareness of mediation.
4. The following objects set out hereafter are exclusively subsidiary and ancillary to the main object set out above and these objects are to be used only for the attainment of that main object and any income generated therefrom is to be applied for the main object only.
 - (a) To organise and run conferences, workshops, seminars and courses for the ongoing education of members.
 - (b) To increase public awareness of mediation and its benefits as a process of dispute resolution in all areas.
 - (c) To engage in any other activity which in the opinion of the Company is related to or likely to advance or facilitate any of the above objectives.
 - (d) To assess and grant accreditation to members where appropriate.
 - (e) To ratify applications for accreditation and types of membership.
 - (f) To ratify applications from trainers and supervisors for accreditation of training courses that meet the requirements of the Company as agreed with its members from time to time.
 - (g) To do all such things related to mediation as shall from time to time seem appropriate.
 - (h) To assist or reach out to diverse socio economic and cultural communities by making scholarship funding available to individuals in need who wish to become educated in mediation in Ireland.
 - (i) To offer from time to time mediation services to those in needy circumstances without payment.

5. The following are the powers of the company:

- (a) To raise funds and help raise funds in furtherance of the Company's objects.

- (b) To carry on any business which may seem to the Company capable of being conveniently carried on in connection with the above main object or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property, rights or interests.
- (c) To make, draw, accept, endorse, issue, discount, and otherwise deal with promissory notes, bills of exchange, cheques, letters of credit, circular notes and other mercantile instruments.
- (d) To acquire by purchase, exchange, lease, fee farm grant or otherwise, either for an estate in fee simple or for any less estate or interest, whether immediately or reversionary, and whether vested or contingent: any lands, tenements or hereditaments of any tenure, whether subject or not to any charges or encumbrances and to hold and farm and work or manage or to sell, let, alienate, mortgage, lease or charge land, house property, shops, flats, majorettes, reversions, interests, annuities, life policies and any other property real or personal, movable or immovable, either absolutely or conditionally and either subject to or not to any mortgage, charge, ground rent or other rents or encumbrances and to pay for any lands, tenements, hereditaments or assets acquired by the Company in cash or debentures or obligations of the Company, whether fully paid or otherwise, or in any other manner.
- (e) To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) of the Company, or all such methods, the performance of the obligations of and the repayment or payment of the principle amounts and interest of any person, firm or Company or the dividends or interest of any securities, including (without prejudice to the generality of the foregoing) any company which is the Company's holding company or a subsidiary or associated company.
- (f) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the main object(s).
- (g) To purchase or otherwise acquire and carry on the whole or any part of the business property, goodwill and assets of any company carrying on or proposing to carry on any business which the Company is authorised to carry on or which can be conveniently carried on in connection with the same, or may seem calculated directly or indirectly to benefit the Company, or possessed of property suitable for the purposes of the Company, and as part of the consideration for any of the acts or things aforesaid or property acquired to undertake all or any of the liabilities of such company or to acquire an interest therein, amalgamated with or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition or for mutual assistance

with any such company and to give, issue or accept cash or any shares, debentures or other securities that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures or securities so received.

- (h) To promote any company for the purpose of acquiring all or any of the property or liabilities of the Company, or if undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of or render more profitable any property, assets or business of the Company, or for any other purpose which may see directly or indirectly calculated to benefit the Company.
- (i) To accumulate capital for any purposes of the Company, and to appropriate any of the Company's assets to specific purposes, either conditionally or unconditionally. Prior permission to be obtained from Revenue where it is intended to accumulate funds for a period in excess of two (2) years.
- (j) To enter into any arrangements with any government or authority, supreme, municipal, local or otherwise, or company that may seem conducive to the Company's main object(s), and to obtain from any such government authority or company, any charters, contracts, decrees, rights, privileges and concessions and to carry out, exercise and comply with any such arrangements, charters, contracts, decrees, rights, privileges and concessions.
- (k) To raise or borrow money, and to secure the payment of money by the issue of or upon debentures or debenture stock, perpetual, terminable or otherwise, or bonds or other obligations, charged or not charged upon, or by mortgage, charge, hypothecation, lien or pledge of the whole or any part of the undertaking, property, assets and rights of the Company, both present and future, and generally in such other manner and on such terms as may seem expedient, and to issue any of the Company's securities, for such consideration and on such terms as may be thought fit, including the power to pay interest on any money so raised or borrowed: and also by a similar mortgage, charge, hypothecation, lien or pledge, to secure and guarantee the performance by the Company of any obligation or liability it may undertake, and to redeem or pay off any such securities.
- (l) To create, maintain, invest and deal with any reserve or sinking funds for redemption of obligations of the Company, or for depreciation of works or stock, or any other purpose to advance the main object(s) of the Company.
- (m) To grant pensions, gratuities, allowances or charitable aid to any person who may have served the Company as an employee, or to the wives, husbands, children or other dependents of such person provided that such pensions, gratuities, allowances or charitable

aid shall be no more than that provided by an occupational pension scheme and provided that such occupational pension scheme has been operated by the company and the beneficiary of the pensions, gratuities, allowances or charitable aid, or their spouse or parent, has been a member of the occupational pension scheme while employed by the company; and to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company and to subscribe or guarantee money for charitable objects.

- (n) To promote freedom of contact and to resist, insure against, counteract and discourage interference therewith to join any lawful federation, union, association or party and to contribute to the funds thereof, or do any other lawful act or thing with a view to preventing or resisting directly or indirectly any interruption of or interference with the Company or any other trade or business or providing or safeguarding against the same, or resisting or opposing any strike movement or organisation which may be thought detrimental to the interest of the Company or its employees and to subscribe to any association or fund for any such purposes.
- (o) To procure the Company to be registered or recognised in any foreign country, colony, dependency or place.
- (p) To pay all or any expenses of, incidental to or incurred in connection with the formation and incorporation of the Company and the raising of its loan capital, or to contract with any person or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any debentures or securities of the Company.
- (q) To do all or any of the above things on any part of the world, and as principals, agents, contractors, trustees or otherwise, and either by or through trustees, agents, sub-contractors or otherwise and either alone in partnership or conjunction with any person or company, and to contract for the carrying on of any operation connected with the Company's main object by any person or company.
- (r) To do all such other things as may be deemed incidental or conducive to the attainment of the above main object(s).

And it is hereby declared that in the construction of this Clause, the word "company", except where used in reference to this Company, shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated and whether domiciled in Ireland or elsewhere, and words denoting the singular number only shall include the plural number and vice versa.

6. The liability of the members is limited.
7. Every member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member or within one year afterwards, for payment of debts and liabilities of the Company contracted before he ceases to be a member and the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding One Euro.

WINDING UP

8. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the members of the Company. Instead, such property shall be given or transferred to some other company or companies (being a charitable institution or institutions) having main objects similar to the main objects of the Company. The company or companies (being a charitable institution or institutions) to which the property is to be given or transferred shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 9 hereof. Members of the Company shall select the company or companies (being a charitable institution or institutions) at or before the time of dissolution. Final accounts will be prepared and submitted that will include a section that identifies and values any assets transferred along with the details of the recipients and the terms of the transfer

INCOME AND PROPERTY

9. The income and property of the Company shall be applied solely towards the promotion if its main object(s) as set forth in this Memorandum of Association. No portion of the Company's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Company. No Council Member shall be appointed to any office of the Company paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Company. However, nothing shall prevent any payment in good faith by the company of:
 - a) reasonable and proper remuneration to any member, officer or servant of the company (not being a Director) for any services rendered to the Company;
 - b) interest at a rate not exceeding 1% above the Euro Interbank Offered Rate (Euribor) per annum on money lent by Directors or other Council members of the Company to the Company;

- c) reasonable and proper rent for premises demised and let by any Council member of the Company (including any Council Member) to the Company;
- d) reasonable and proper out-of-pocket expenses incurred by any Director in connection with their attendance to any matter affecting the Company;
- e) fees, remuneration or other benefit in money or money's worth to any company of which a Director may be a member holding not more than one hundredth part of the issued capital of such company;

Nothing shall prevent any payment by the Company to a person pursuant to an agreement entered into in compliance with section 89 of the Charities Act, 2009 (as for the time being amended, extended or replaced).

ADDITIONS, ALTERATIONS OR AMENDMENTS

10.

The Company must ensure that the Charities Regulator has a copy of its most recent Constitution. If it is proposed to make an amendment to the Constitution of the Company which requires the prior approval of the Charities Regulator, advance notice in writing of the proposed changes must be given to the Charities Regulator for approval, and the amendment shall not take effect until such approval is received.

KEEPING ACCOUNTS

- 11. Annual audited accounts shall be kept and made available to the Revenue Commissioners on request.

We, the several persons whose name and addresses are subscribed, wish to be formed into a Company in pursuance of this Memorandum of Association

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Karen Erwin, Montana House, Whitechurch, Dublin 16. Mediator. Solicitor

**Patricia B Hayes, 54 Station Court, Station Road, Portarlington, Co Laois.
Mediator / Trainer / Facilitator.**

Fiona McAuslan, Barraderry, New Road, Donabate, Co Dublin. Mediator.

Delma Sweeney, 6 Hampton Park, Booterstown, Co Dublin. Mediator.

Eimear Hayden, Knckgrania Cottage, Ballymote, Co Sligo. Mediator.

Polly Phillimore, 103 Lansdowne Park, Dublin 4. Mediator.

**David Samuel Charles Thompson, 16 Lyndengate Park, Portadown, Co
Armagh, BT63 5YJ. Chartered Engineer**

Dated this day of February 2006

Witness to the above Signatures:-

COMPANIES ACT 2014

ARTICLES OF ASSOCIATION OF The Mediators' Institute of Ireland

PRELIMINARY

The “optional” provisions as defined by Section 54(1) of the Act shall apply to the Constitution of the Company save to the extent that they are dis-applied, modified or supplemented by this Constitution.

1. In these Articles:-

“**Act**” means the Companies Act 2014 and every statutory modification and re-enactment thereof for the time being in force;

“**By-Laws**” The By- Laws shall mean the By-Laws of the Company. The Company shall have power in General meeting to make and ordain, vary, suspend or rescind such and so many By-Laws Rules orders or Regulations as to it shall seem necessary, convenient and proper for the regulation and good government of the Company and of the members and officers thereof and generally for the proper management of the affairs of the Company. Provided that no By-Law Rule Order or Regulation of the Company shall amount to such an alteration of or addition to the Articles could only legally be made by a special resolution in accordance with Section 191 of the Act but subject to this restriction, the Company shall be at liberty from time to time to make new By-Laws Rules Orders or Regulations or vary suspend or rescind any of its By-Laws Rules Orders or Regulations in such manner as it shall deem expedient.

“the **Directors**” means the Directors for the time being of the Company or the Directors present at a meeting of the Board of Directors or Council and includes any person occupying the position of Director, or Council Member
“the **Office**” means the registered office for the time being of the Company.

“Secretary” means any person appointed to perform the duties of the Secretary of the Company;

“the Seal” means the Common Seal of the Company;

“a Sector” means a field of mediation in which a Mediator works and includes Commercial Sector; Community Sector; Family Sector; Organisation and Workplace Sector; Restorative Practice Sector, Education Sector, Agriculture Sector, Elder Mediation Sector, Peacebuilding Sector and such other sectors as the Council shall from time to time decide.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including reference to printing, lithography, photography and any other modes of representing or reproducing words in a visible form.

Unless the contrary intention appears, words or expressions contained in these Articles shall bear the same meaning as in the Act, or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

MEMBERS

2. For the purpose of registration the number of members of the Company is declared unlimited.
3. Membership of the Company shall comprise the following categories:
 - i. A Member - a trained and accredited mediator who has satisfied the criteria set down by the Council.
 - i. An Advanced Member - an experienced and accredited mediator with advanced mediation knowledge/qualifications who has undergone additional assessment criteria set down by the Council from time to time.
 - iii. Honorary Membership – Honorary membership may be offered to any person whom the Company wishes to recognize as having given exemplary service in the field of mediation and conflict resolution. Such membership shall be conferred following a proposal to an Annual General Meeting and carried by a two thirds majority (including postal or proxy) of those eligible and voting. Honorary membership is granted for life and no annual subscription is payable by them.
4. The Council may also confer affiliate status on persons and bodies with an interest in mediation. An affiliate is not a member of the Company but may participate in such events and receive such publications as the Council may determine.
1. The number of members with which the Company proposed to be registered is 7 but the Council Members may from time to time register an

increase of members.

2. The subscribers to the Memorandum of Association and such other persons as the Council shall admit to membership shall be members of the Company.
3. The rights and liabilities attaching to any Members of the Company may be varied from time to time by a Special Resolution of the Company.
4. Membership of the Company shall cease
 - (i) by written resignation delivered to the Secretary
 - (ii) by death
 - (iii) if he/she becomes bankrupt or compounds with his/her creditors
 - (iv) if he/she becomes of unsound mind or becomes a lunatic
 - (v) if he/ she is convicted of an indictable offence (other than an offence under the Road Traffic Acts)
 - (vi) if the Council resolve that he/she has ceased to be a member and notice in writing of such decision is given to him/her or sent to his/her last known address
 - (vii) if the member does not pay the annual subscription within two months of its becoming due or such other period as the By-Laws shall prescribe
 - (viii) Any member who has resigned or who has had their membership withdrawn may re-apply for membership at a later date and their readmission to membership will be at the absolute discretion of the Council.

ADMISSION, ELECTION OR EXPULSION OF MEMBERS

5. The Company shall from time to time make By-Laws regulating the mode of admission, accreditation, election or expulsion of members. The By-Laws shall provide for the process of accreditation together with the criteria and membership fees for particular classes of membership. Those applying for membership shall apply to the Council or a committee thereof showing their conformance with the criteria for the particular type of membership sought. The granting of membership shall be at the sole discretion of the Council.
6. Candidates who have applied for and have been granted membership status by the Council may receive a membership certificate for such period and subject to such payment of a fee as shall from time to time be decided by Council. Those applying for membership must agree to adhere to the Institute's Code of Professional Conduct as prescribed by Council from time to time.

Annual Subscriptions

7. The Council shall be entitled from time to time to determine any Annual Subscriptions to be payable by any member of the Company including the timing and method of such payment.

Registers

8. The Council shall maintain registers containing
 - i. the then current criteria for each category of membership and showing the members in each category
 - ii. The then current criteria for trainers and those approved in that category
 - iii. the then current criteria for Supervisors and those approved in that category and the register shall be available for inspection by any member and where appropriate by the public and
 - iv such other registers as Council may from time to time prescribe. .

OFFICERS

9. The Officers of the Company shall consist of a President, a President Elect (every third year), an Honorary Secretary, an Honorary Treasurer, an Accreditation Director, a Registrar and such other honorary or paid officers as may hereafter be prescribed by the Company in General Meeting.

THE CONSTITUTION OF THE COUNCIL

10. The Council shall comprise the President, the President Elect (every third year), the Honorary Secretary, the Honorary Treasurer, the Accreditation Director, the Registrar and Ordinary Council Members.

The Council shall consist of no fewer than 12 and no more than 22 members comprising 20 elected members and 2 further members whom the Council may co-opt as provided for in the By-Laws. In the event of insufficient candidates for election to the Council or in the event of casual vacancies the Council may fill those positions by co-option. Only Advanced members shall be eligible for the positions of President and Director of Accreditation.

In exercising the power of co-option the Council shall have regard to the knowledge, practice and expertise of the members on Council so that the Council is as widely representative as possible of all areas of mediation. A member co-opted to Council shall retire at the next AGM but may stand for re-election.

11. The Company may from time to time by ordinary resolution increase or reduce the number of Council members, and may also determine in what rotation the increased or reduced number is to go out of office.

ELECTIONS

12. The election of President, President Elect, Honorary Treasurer, Honorary Secretary, the Accreditation Director and the Registrar shall be held at such time or times and in such manner as may be prescribed by the By-Laws.
13. The By-Laws may prescribe a maximum period of tenure of office on the Council.
14. Should the position of President, the Honorary Secretary and the Honorary Treasurer become vacant then a new election shall be held in accordance with the By-Laws and the person elected shall serve for the balance of the

term of the former holder and shall be eligible for re-election for the ensuing term.

Meetings

15. Subject to paragraph (2), the Company shall in each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meetings as such in the notices calling it; and not more than 15 months shall elapse between the date of one Annual General Meeting of the Company and that of the next.

(2) So long as the Company holds its first Annual General Meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and at such place as the Council shall appoint.

EXTRAORDINARY GENERAL MEETING

16. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

17. The Council may, whenever they think fit, convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisition or in default may be convened by such requisitionists as provided by Section 1203 of the Act. If at any time there are not within the State sufficient members of Council capable of acting to form a quorum any members of Council or any two members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Council.

NOTICE OF GENERAL MEETINGS

18. An annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least and a meeting of the Company (other than an annual general meeting or a meeting for the passing of a special resolution) shall be called by 7 days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the hour of meeting and in the case of special business, the general nature of that business, and shall be given in manner

hereinafter mentioned to such persons as are under the Articles of the Company entitled to receive notices from the Company.

19. The accidental omission to give notice of a meeting to or the non-receipt of notices of a meeting by any person entitled to receive the notice shall not invalidate the proceeding at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

Special business

20. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets and the reports of the Directors and Auditors, the election of members of the Council in the place of those retiring, the re-appointment if the retiring Auditors and the fixing of the remuneration of the Auditors.

Quorum

21. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided or as provided from time to time in the By Laws, thirty members present in person shall be a quorum.
22. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved: in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Council may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

Chairing Meeting

23. The President of the Council shall preside as chairperson at every general meeting of the Company, or if there is no such chairperson, or if he/she is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Council members present shall elect one of their number to be chairperson of the meeting.
24. If at any meeting no member of Council is willing to act as chairperson or if no member of Council is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairperson of the meeting.

Adjournment

25. The chairperson of the meeting may with the consent of any meeting at which a quorum is present (and shall, if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place. When a

meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting.

Poll

26. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-

- (a) by the chairperson, or
- (b) by at least three members present in person or by proxy, or
- (c) by any member or members present in person and representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting.

Unless a poll is so demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

27. Except as provided in Article 29 if a poll is duly demanded it shall be taken in such a manner as the chairperson directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

28. Where there is an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

29. A poll demanded on the election of a chairperson, or on a question of adjournment shall be taken forthwith. A poll demanded on any other questions shall be taken at such time as the chairperson of the meeting directs, and any business other than that upon which a poll has demanded may be proceeded with pending the taking of the poll.

RESOLUTIONS IN WRITING

30. A resolution in writing signed by all members for the time being entitled to attend and vote on such resolution at a General Meeting (or being bodies corporate by their duly authorised representatives) shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the Company duly convened and held, and if described as a special resolution shall be deemed to be a special resolution within the meaning of the Act.

VOTES OF MEMBERS

Right to Vote

- 31. Every member shall have one vote except where otherwise prescribed by the By Laws. The chairperson of the meeting shall have a casting vote.
- 32. A member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or in a poll, by his committee, receiver, guardian, or other person appointed by that Court, and any such committee, receiver, guardian, or other person may vote by proxy on a show of hands or on a poll.
- 33. No member shall be entitled to vote at any general meeting unless all money's immediately payable by him/her to the Company have been paid.
- 34. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the voter objected to is given or tendered, any every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairperson of the meeting whose decision shall be final and conclusive.

Proxies

- 35. Votes may be given either personally or by proxy, electronically or in hard copy.
- 36. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorised in writing. A proxy need not be a member of the Company.
- 37. Except where otherwise prescribed by the By-Laws, the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office or at such other place within the State as is specified for that purpose in the notice convening the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 48 hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.

38.

An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit:-

The Mediators' Institute of Ireland

I/We, _____ of _____
 in the County of _____, being a member/members of the above
 named Company, hereby appoint _____
 of _____ or failing him/her
 or _____ as my/our proxy to vote for me/us on
 my/our behalf at the (annual or extraordinary, as the case may be)

general meeting of the Company to be held on the day of 20
and any adjournment thereof.

Signed this day of 20

This form is to be used *in favour of /against the resolution.
Unless otherwise instructed, the proxy will vote as he thinks fit.

*Strike out whichever is not desired

39. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll
40. A vote in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, if no intimation in writing of such death, insanity or revocation as aforesaid is received by the Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

POWERS AND DUTIES OF COUNCIL

General Powers

41. The business of the Company shall be managed by the Council, who may pay all expenses incurred in promoting and registering the Company, and exercise all such powers of the Company as are not by the Act or Articles required to be exercised by the Company in general meeting subject nevertheless to the provision of the Act and these Articles and to such directions, being not inconsistent with the aforesaid provisions, as may be given by the Company in general meeting, but no direction given by the Company in general meeting shall invalidate any prior act of the Council Members which would have been valid if that direction has not been given.
42. Subject to article 45, the Council shall have the management and direction of all the affairs of the Company, the sole management of the income and expenditure and the right to nominate, employ or terminate the employment of such officers or employees as it sees fit and to and may regulate its own proceedings by Standing Orders or otherwise as it may see fit.

Power to Appoint Attorneys

43. The Council may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Council to be the attorney or attorneys of the Company for such purposes and with powers, authorities and discretions (not exceeding those vested in or exercisable by the Council and under these Articles) and for such period and subject to such

conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Council may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

Cheques

44. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by such person or persons and in such manner as the Council shall from time to time by resolution determine.

45. Borrowing Powers

The Council may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

Council Members' interests

46. A Council Member may not vote in respect of any contract in which he or she has an interest or any matter arising therefrom.

Minutes

47. The Council shall cause minutes to be made in electronic format or in books provided for the purpose:-

- (a) of all appointments of officers made by the Council;
- (b) of the names of the Council members present at each meeting of the Council and of any committee of the Council;
- (c) of all resolutions and proceedings at all meetings of the Company, and the Council and of committees of the Council.

DISQUALIFICATION OF COUNCIL MEMBERS

52. The Office of Council Member shall be vacated if he or she:-

- (a) holds any office or place of profit under the Company; or
- (b) is adjudged bankrupt, or being a bankrupt has not obtained a certificate of discharge in the relevant jurisdiction or makes any arrangement or composition with his or her creditors generally; or
- (c) becomes or is deemed to be subject to a disqualification order within the meaning of Chapter 4 of Part 14 of the Act; or

- (d) a declaration of restriction is made in relation to the Director;
- (e) the health of the Director is such that he or she can no longer be reasonably regarded as possessing an adequate decision making capacity; or
- (f) resigns his or her office by notice in writing to the Company;

or

- (g) is convicted of an indictable offence, unless the Directors determine otherwise; or
- (h) the Director is for more than 6 months absent, without the permission of the Directors, from meetings of the Directors held during that period; or
- (i) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his or her interest in manner required by the Act; or
- (j) the Director ceases to be a member of the Company for any reason.

Election of Council Members

53. At the Annual General Meeting one third of Council Members, up to a maximum of 6, shall retire with the exception of the President, President Elect and Honorary Treasurer. A retiring Council Member shall be eligible for re-election.
54. The Council Members to retire in every year shall be those who have been longest in office since the last election, but as between persons who became Council Members on the same day, those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.

The Election and Terms of Office of Council Members shall be regulated in accordance with the By-Laws

Eligibility for Re-election

55. A retiring Council Member shall be eligible for re-election.
56. The Company, at the meeting at which a Council Member retires in manner aforesaid, may fill the vacated office by electing a person thereto, and in default the retiring Council member shall, if offering himself or herself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Council member has been put to the meeting and lost.

57. A retiring Council member shall be eligible for re-election except for the role of treasurer who shall be appointed for a maximum of 3 years, only two of which coincide with the President's 3 year term.
58. The Company may from time to time by ordinary resolution increase or reduce the number of Council members, and may also determine in what rotation the increased or reduced number is to go out of office.
59. The Council shall have power at any time, and from time to time, to appoint any person to be a Council member either to fill a casual vacancy or as an addition to the existing Council Member, but so that the total number of Council Members shall not at any time exceed the number fixed in accordance with these Articles. Any Council Member so appointed shall hold office only until the next Annual General Meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the Council Members who are to retire by rotation at such meeting.
60. The Company may by ordinary resolution of which extended notice given in accordance with Section 146 of the Act remove any Council Member before the expiration of his period of office, notwithstanding anything in these Articles or in any agreement between the Company and such Council Member. Such removal shall be without prejudice to any claim such Council Member may have for damages for breach of any contract of service between him/her and the Company.
61. The Company may by ordinary resolution appoint another person in place of a Council Member removed from office under Clause 18 above. Without prejudice to the powers of the Council under its Articles the Company in general meeting may appoint any person to be a Council Member, either to fill a casual vacancy or as additional Council Member. A person appointed in place of a Council Member so removed or to fill such a vacancy shall be subject to retirement at the same time as if he/she had become Council Member on the day on which the Council Member in whose place he/she is appointed was last elected a Council Member.

PROCEEDINGS OF COUNCIL

62. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes of those present. Where there is any equality of votes, the President shall have a second or casting vote. A Council Member may, and the Secretary on the requisition of a Council Member shall, at any time summon a meeting of the Council. If the Council Members so resolve, it shall not be necessary to give notice of a meeting of the Council to any Council Member who being resident in the State is for the time being absent from the State.

Quorum

63. The quorum necessary for the transaction of the business of the Council may be fixed by the Council Members and unless so fixed shall be eight.
64. All or any of the Council Members or members of a committee can take part in a Council meeting or a committee meeting as appropriate by the use of conference telephone, video conferencing, internet access or similar technology as prescribed from time to time in the By-Laws and shall be deemed to be present.
65. The continuing Council Members may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of Council Members, the continuing Council Members may act for the purpose of increasing the number of Council Members to that number or of summoning a general meeting of the Company, but for no other purpose.

President

66. The President shall chair Council meetings. If at any meeting the President is not present within five minutes after the time appointed for holding the same, the Council Members present may choose one of their number to be chairperson of the meeting.

Committees

67. The Council may delegate any of their powers to committees consisting of such member or members of the Council or others as they think fit; any committee so formed shall, in exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Council.
68. A committee may elect a chairperson of its meetings; if no such chairperson is elected, or if at any meeting the chairperson is not present within 5 minutes after the time appointed for holding the same, the members present may choose one of their number to be chairperson of the meeting.
69. A committee may meet and adjourn as it thinks proper. Questions arising at any meetings shall be determined by a majority of votes of the members present, and when there is an equality of votes, the chairperson shall have a second or casting vote.

Acts of Council Members

70. All acts done by any meeting of the Council or of a committee of Council Members or by any person acting as a Council Member shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Council Member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Council Member.

Resolution

71. A resolution in writing, signed by all the Council Members for the time being entitled to receive notice of a meeting of the Council, shall be as valid as if it had been passed at a meeting of the Council duly convened and held.

THE SEAL

72. The seal shall be used only by the authority of the Council or of a committee of the Council authorised by the Council in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Council Member and shall be countersigned by the Secretary or by a second Council Member or by some other person appointed by the Council member for that purpose.

PROPERTY

73. The property of the Company shall be under the control and management of the Council but the Council shall not sell or otherwise dispose of or mortgage or encumber any lands tenements hereditaments or effects of the Company nor enter into any lease without the sanction of the Company passing a Special Resolution to that effect.

ACCOUNTS

74. The Council shall cause accounting records to be kept such that are sufficient to: -

- (a) correctly record and explain the transactions of the Company;
- (b) enable, at any time, the assets, liabilities, financial position and profit or loss of the Company to be determined with reasonable accuracy;
- (c) enable the directors to ensure that any financial statements of the Company, required to be prepared under the Act, and any directors' report required to be prepared under the Act, comply with the requirements of the Act and, where applicable, Article 4 of the IAS Regulation; and
- (d) enable those financial statements of the Company so prepared to be audited.

Proper accounting records shall not be deemed to be kept if there are not kept such accounting records as are necessary to give a true and

fair view of the state of the Company's affairs and to explain its transactions.

75. Subject to the Act, the Company's accounting records shall be kept at the registered office of the Company or at such other place as the Council think fit, and shall at all reasonable times be open to the inspection without charge of the Council and by other person entitled pursuant to the Act to inspect the accounting records of the Company.
76. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being Council Members, and no member (not being a Council Member) shall have any right of inspecting any account or book or document except as conferred by statute or authorised by the Council or by the Company in general meeting.
77. The Council shall from time to time in accordance with the Act cause to be prepared and to be laid before the annual general meeting of the Company such financial statements and reports as are required by the Act to be prepared and laid before the annual general meeting of the Company.
78. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Annual General Meeting of the Company together with a copy of the Directors' report shall not less than 21 days before the date of the Annual General Meeting, be sent to every person entitled under the provisions of the Act to receive them.

AUDIT

79. Auditors shall be appointed and their duties regulated in accordance with the Act.

NOTICES

80. A notice and any supporting documents may be given by the Company to any member either personally, by sending it by post to him/her to his/her registered address, by sending it by facsimile, by email or in any other way as prescribed from time to time in the By-Laws. It is the duty of every member to keep the company informed of its latest contact addresses. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of the notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at which the letter would be delivered in the ordinary course of post.

81. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-

- (a) every member
- (b) every person being a personal representative or the Official Assignee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and
- (c) the Auditor for the time being of the Company.

No other person shall be entitled to receive notices of general meetings.

82. Subject to the provisions of and so far as may be permitted by section 235(3) of the Act, every Director, secretary and other officer of the Company (excluding statutory auditors) shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him an office or employee of the Company in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court.

83. In the event of a dispute arising out of the interpretation or implementation of these Memorandum and Articles unless otherwise prescribed by the By-Laws the matter shall be referred to the President for the time being of the Law Society who shall appoint a mediator who shall not be a member of the Company.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

- 1 Sabine Walsh, Mediator.**
- 2 Brian O'Byrne, Mediator**
- 3 Michael Madigan, Mediator.**
- 4 Denis Blanch, Mediator.**
- 5 Mary Rafferty, Mediator.**
- 6 Alison Martin,**

Dated this day of 2017

Witness to the above signatures:-