



## By-Laws of The Mediators' Institute of Ireland

**As Approved at the EGM of 5 September 2009**

### **General**

1. These By-Laws shall remain in full force and effect and may be changed only by the Members in General Meeting in accordance with the Memorandum and Articles of Association.
2. Any form, paper, proposal form, ballot paper, application, notification, letter referred to in these By-Laws shall be in the form prescribed from time to time by the Council and may include electronic formats.

### **Council**

3. The number of Council members shall be 22 of whom 20 shall be elected by the members entitled to vote.
4. 2 places on Council may be filled by co-option at the discretion of Council. Any person co-opted shall retire at the next AGM but may then be eligible for election. In exercising their right 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.

### **Proceedings of Council**

5. The quorum for Council meetings shall be one third of the Council members plus one.
6. The number of Council meetings shall be no fewer than four in any calendar year.
7. Council meetings may be held electronically (in all or in part) and Council members may attend by conference telephone call or other electronic means and the minutes of the meeting shall show the type of attendance.
8. The Council members shall at the first Council meeting of each year review the Standing Orders.
9. All questions of Council shall be decided by open voting.
10. Each member present shall have a vote. In the event of a tie, the President or chairperson of the meeting shall have a casting vote.
11. If a Council Member cannot attend a meeting he or she may give to the President or the chairperson of the meeting their proxy in writing to vote in a particular way on an issue or to cast the vote as the President or chairperson thinks fit.
12. The Council shall have authority to take and execute all decisions including policy decisions which in its opinion are necessary to advance the objectives of the Institute.
13. Any policy decisions so made shall be brought on notice before the next Annual General Meeting of the Company for ratification by the Members. In the event of ratification being withheld at the Annual General Meeting, such failure to ratify shall not apply retrospectively to any action taken by the Council.

### **Committees**

14. The Council shall from time to time to establish committees of the Council which shall be chaired by a member of the Council.
15. The rights and duties and delegated functions of the committees shall be established by the Council from time to time.
16. The membership of the committees may be comprised of Council Members, the Members and non members. The membership of each Committee shall be agreed by the Council.
17. The committees shall report to Council as prescribed by Council from time to time.
18. Each Committee shall at its first meeting in each year establish Standing Orders in relation to notice of meetings to be given, agendas, minutes and circulation of documents.
19. A report by the chairperson of each committee shall be made to each Council meeting and to the members at the Annual General Meeting.
20. At the first meeting after the AGM in each year the Council shall appoint one Council member to be responsible for the commercial sector, one Council member to be responsible for the community sector, one Council member to be responsible for the family sector and one Council member to be responsible for the workplace<sup>1</sup> sector.
21. The Council may from time to time appoint one or more Council members to be responsible for possible new sectors.

### **Declarations of Interest**

22. Each year each member of Council and each member of any committee shall declare whether or not they have any interest that might give rise to a conflict of interest either on the Council or on a particular committee.
23. It shall be the responsibility of the President and of the chairperson of each committee to obtain the declarations from each member and transmit them to the Honorary Secretary.
24. The Honorary Secretary shall maintain a register of the declarations of interest which shall be available for inspection by the Members.
25. If during the period of the year a potential conflict arises for any member of a committee they shall immediately inform the chairperson of the committee and excuse themselves from the discussion and from the voting. The chairperson of the meeting may, at their sole discretion, allow the conflicted member to remain and/ or to contribute to the discussion.

### **Confidentiality**

26. All the proceedings of the Council and any of its committees are confidential to Council members. If appropriate the chairperson at each Council or Committee meeting shall determine what information may be given to members of the institute or otherwise.

### **Membership**

27. The different categories of membership are laid down by the Memorandum and Articles of Association.
28. The Council may from time to time decide further categories of membership.
29. The Council may from time to time decide the criteria for membership in each category.

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<sup>1</sup> Organisation and Workplace Sector

30. The Council may from time to time specify different criteria for membership for different Sectors.

### **Applications for Membership**

31. All applications for membership with the exception of Honorary Members or other members as prescribed by the council from time to time shall be to the Registrar with the appropriate fee in the manner prescribed by the Council from time to time.
32. The Registrar shall cause the application to be reviewed and on being satisfied that all of the criteria and formalities have been met shall cause the member to be registered in the appropriate category of membership.
33. Where an applicant for membership is dissatisfied at the category of membership in which they have been registered or if they have been refused registration they may appeal the decision in accordance with the appeals procedure for the time being available from the Honorary Secretary or on the Institute website.

### **Membership Subscriptions**

34. The Membership is annual and runs from 1<sup>st</sup> January in each year.
35. The Annual Subscription and the Entrance Fee (if any) shall be agreed by Council.
36. The Annual Subscription is payable before 1<sup>st</sup> January in each year.
37. Where application to become a member is made after 1<sup>st</sup> July in any year the subscription shall be half that referred to in 35 above.
38. Membership is personal to the individual and they are liable for the subscription.
39. Where any Member has not paid their Annual Subscription by 1<sup>st</sup> February in any year they shall be deemed no longer to be a Member and shall be notified accordingly. If they pay their Annual Subscription in that year they will automatically be readmitted to Membership. In any other circumstances the Member will have to reapply for Membership.
40. A member of Council who has not paid their subscription by 1<sup>st</sup> February in any year shall be deemed to be removed from the Council and their seat become vacant.
41. Once the Annual Subscription has been paid, the Honorary Secretary will issue a Practising Certificate and/or a Membership Certificate as appropriate. Details of those with Practising and /or Membership Certificates will be contained in a Register which will be available for inspection by the members and by the public. The Honorary Secretary is responsible for the upkeep of the register.

### **Accreditation Standards Training and Criteria**

42. The Council shall from time to time determine the standards, criteria and the professional training for accreditation of MII Mediators including Practitioner and Associate Practitioners and such other category of practitioner as shall be agreed by Council from time to time.
43. The Council shall establish an Accreditation Policy Committee whose role it will be to recommend to Council from time to time courses for suitable training for accreditation and the criteria for membership of the Institute and the regular review of courses in accordance with By-Law 48.
44. The chairperson of this committee shall be entitled The Accreditation Director and shall be a Practitioner Member and an Officer of the Council. The Accreditation Director must be a Practitioner Member with a current Practising certificate.
45. The Committee will establish procedures for the approval process of courses and criteria and in so doing will be minded of best professional practice. The then current

- processes and criteria shall be kept in a register available to members and to the public.
46. The Council shall either provide and/or approve training courses and/or trainers for those wishing to become accredited Practitioner and Associated Practitioner Members and such other category of practitioner as shall be agreed by Council from time to time.
  47. Where the Institute is providing a training course for accreditation, the content and the Trainer shall be assessed by an independent third party assessor and any course shall be reviewed by an independent assessor periodically but not less than once every five years.
  48. Where the Council has approved a training course and / or a trainer for accreditation run by a third party, the content and delivery of that course shall be reviewed from time to time but not less than once every 5 years.
  49. A condition of approval of a training course is that the content, duration and minimum and maximum class size shall not change without the prior written approval of the Council. It will be a further condition that trainee evaluations will be sent directly by the trainees to the Accreditation Director and the accreditation Director or someone with their authority may attend all or part of the course for the purposes of assessment.
  50. Where the Council provides and/or approves a training course and/or trainer it will issue a Certificate of Approval and details of the course and/or trainer shall be inserted in the register. The register shall be available for inspection by the members and the public.
  51. Those responsible for Approved Training Courses will keep the Institute informed of changes from time to time in course fees and these together with details as to how to apply to attend the course will be contained in the register of courses.
  52. The Accreditation Director is responsible for the maintenance and upkeep of the Approved Training Courses Register.
  53. The Council shall decide from time to time the procedure to be adopted by those seeking approval of training courses and/or trainers and details of the procedure shall be contained in the register and be available to members and to the public.
  54. The Council may prescribe different standards and different criteria in different Sectors from time to time. The criteria will be reviewed and developed from time to time and any amendments will be subject to the approval of Council. The policy is that accreditation is as a Mediator and is not limited to any sector and the Council shall decide on transitional provisions to effect this.
  55. If as part of the accreditation criteria a candidate is required to have a Practice Consultant or Practice Supervisor the Council may prescribe conditions such as qualifications and experience of the Practice Consultant and details of these and of those qualified will be kept in a register maintained for this purpose. The Accreditation Director is responsible for the upkeep of this register which will be available to members and to the public.

### **Accreditation Registration**

56. The Council shall establish a committee entitled the Accreditation Registration Committee and the chairperson of this committee shall be called the Registrar who shall be an Officer of the Council.
57. The Committee shall from time to time recommend to the Council procedures for applications for accreditation to the Institute and in so doing will be minded of best professional practice. They shall establish transitional procedures for times when the Council has changed the requirements.

58. The Council shall from time to time agree the procedures to be adopted in relation to applications for accreditation and these shall be contained in a register available to members and to the public.
59. The committee shall arrange for the assessment of candidates for accreditation and in so doing shall apply the standards approved from time to time by the Council.
60. The names and dates of candidates who have achieved accreditation shall be maintained in a register which is available for inspection by members and by the public.
61. The Registrar shall be responsible for the registration of and communications with the sharing and learning groups and Council.

### **Further Education**

62. The Council is mindful of its obligation to provide further education on mediation not only to its members but to the public at large.
63. The Council will establish an Education Committee whose role it will be to provide further education for members, Continuing Professional Development courses, a regular newsletter and educational items to be available on the website.

### **Continuing Professional Development**

64. The Council shall provide and/or approve Continuing Professional Development (CPD) courses and shall establish a committee to put this into effect.
65. The Council shall decide from time to time the requirements for CPD required for continuing Practitioner membership.
66. A Practitioner and Associate Practitioner Member not completing the then required CPD standard shall not receive a Practising Certificate until the training has been completed.

### **Accounts**

67. The Council shall cause proper books of accounts to be kept relating to
  - a. All sums of money received and expended by the Institute and the matters in respect of which the receipt and expenditure takes place;
  - b. All sales and purchases of goods by the Institute and
  - c. The assets and liabilities of the Institute.
68. The Accounts and books of account of the Institute shall be kept by the honorary Treasurer and subject to reasonable restrictions as to time and manner of inspection shall be available for inspection by a fully paid up member.
69. The Council shall from time to time in accordance with the Companies Acts 1963 – 2005 cause to be prepared and to be laid before the Annual General Meeting of the Institute such income and expenditure accounts, balance sheets, and reports as are required by statute.
70. A copy of every Balance sheet including every document required by law to be annexed to it together with a copy of the Council's Report and Auditor's Report shall not less than 21 days before the date of the Annual General Meeting be made available electronically or otherwise, to every person entitled to them.

### **Registers**

71. Where under these By-Laws a register is to be kept it is sufficient for it to be kept on the website with access to the public, where appropriate. Hard copies will also be available in appropriate formats.

72. The Honorary Secretary shall be responsible to ensure that the registers required by these By-Laws are established and maintained up to date in the various formats.

### **Ethics and Standards**

73. The Council will establish a committee entitled the Ethics and Disciplinary Committee. The Committee will recommend to the Council the ethical standards to be espoused by members.
74. The Committee shall also deal with any complaints in relation to the Institute, Training Courses, accreditation, individual members or any matter affecting the Institute.
75. The chairperson of the committee shall be the Vice-President unless they have a conflict of interest in which case the chairperson shall be the Honorary Treasurer.
76. The Ethics and Disciplinary Committee shall have the authority to apply any disciplinary action against a member as they agree appropriate including dismissal as a member of the Institute.
77. The Ethics and Standards Committee may appoint a number of its members to hear any complaint and may in its sole discretion appoint one or more independent assessors and/or legal or other advisors as it thinks appropriate in each case.

### **Appeals**

78. The Council will establish a committee entitled the Appeals Committee whose role it will be to deal with any Appeal from any decision made by or on behalf of the Institute.
79. The chairperson of the Appeals Committee shall be the President unless they have a conflict of interest in which case the chairperson shall be one of the Officers.
80. Any person aggrieved by any action or decision of the Institute or by any committee of the Institute or by any person acting on behalf of the institute may appeal to the Appeals committee. Such appeal shall be brought in writing as soon as is practicable but in any event no later than 3 months from the date of the subject of appeal arising.
81. The appeals committee shall adopt whatever procedure they deem appropriate according to the nature of the appeal and having due regard for the provisions of natural justice. If they believe it appropriate they may involve the assistance of a non member to assist in an appeal.

### **Notices**

82. Any notice to be sent under these By-Laws may be sent by post, by fax or electronically to the last known address of the member.
83. It is the duty of each member to keep the Honorary Secretary informed of their up-to-date contact information.

### **Duties of the President**

84. The President shall be the spokesperson for the Institute and shall use his/her reasonable endeavours to promote the Institute and the use of mediation.
85. In addition to any duties prescribed by the Articles or by these By-Laws, the President shall take cognisance of all matters and occurrences affecting the general welfare of the profession from time to time and shall summon Council to consider the same or shall personally take such action thereon as the President shall deem expedient in the interests of the profession as the occasion or emergency may suggest and report such action to the Council at its next meeting.

### **Duties of the Honorary Secretary**

86. In addition to any duties prescribed by law or in the Articles or by these By-Laws, the Honorary Secretary be responsible for ensuring the taking of minutes at every meeting of the Institute or of the Council and shall cause those minutes to be signed when agreed and entered into the minute books.

### **Duties of the Honorary Treasurer**

87. The Honorary Treasurer shall receive all monies belonging to the Institute which shall be lodged in a bank to be approved by the Council to an account or accounts in the Institute's name.
88. The Council shall from time to time agree on the delegated powers to the Honorary Treasurer and others to withdraw funds, expend funds and invest funds.
89. The Honorary Treasurer shall in December of each year cause a budget to be prepared for the following year and shall present to each meeting of Council a report detailing current income and expenditure as against budget and such other information as the council shall require.

### **General Meetings and Voting**

90. The quorum at General Meetings shall be 20% of the fully paid up Members in person or by proxy.
91. All members are entitled to attend the Annual General meeting and any EGM and all members are entitled to one vote.

### **Elections**

92. The election process for the President, President-elect and Council shall commence with a call for written nominations with a deadline set by Council.
93. Candidates shall be proposed and seconded in writing by eligible members. Members will be given no less than a two week period in which to nominate candidates.
94. A candidate may not nominate themselves.
95. Candidates for election to Council, their proposers and seconders must at the time of proposing or seconding be a current Practitioner, Certified, Associate or General member entitled to vote or such other category as agreed by Council from time to time.
96. A candidate for Council shall have been a member of the MII for at least 12 months as at the date of the close of nominations.
97. A candidate for the position of President shall have been a member of Council for at least one year as at the date of the close of nominations and must hold a current Practising Certificate. They do not have to be a currently serving Council member.
98. Presidential and President-Elect candidates shall also automatically be included in the general Council nominations.
99. The President shall be elected by the members for a three year period.
100. The Hon Secretary shall in each year arrange that a ballot paper listing all validly nominated candidates shall be posted to each member entitled to vote with instructions on the voting procedure which will be by way of secret postal ballot. The process shall set out the time limits within which the completed ballot papers must be returned, which time limit will be no less than 2 weeks. The process shall be held such that the completion of the process shall be not less than a week prior to the Annual General Meeting. The process shall not be deemed to be invalid by reason of a member or members not receiving a ballot paper or their returned ballot paper not being received by the MII by the due date.

101. In the event of there not being sufficient nominations to fill the 20 Council seats, those validly nominated will be deemed elected. The Council may then seek nominations for the remaining seats prior to the Annual General Meeting and if there are more candidates than available seats an election will be held at the Annual General Meeting.
102. The members entitled to vote for Council members, for the President and for the President-Elect and at an Annual General Meeting and at any Extraordinary General Meeting are Practitioner, Certified, Associate and General members or such other category of member as Council shall decide from time to time, all of who have paid up their annual membership fee not less than 28 days prior to the date of the election or meeting as appropriate.
103. Trainee and Organisation members do not have a vote and may not propose or second members of Council or the President or the President-Elect.
104. Each qualifying member shall have one vote.
105. Members of Council shall be elected for a three year period. Each year one third of the Council (excluding the President) will retire by rotation and will be entitled to stand for re-election.
106. Council will determine in each year which members should retire by rotation bearing in mind the length of service on Council and any posts held. In the event of a dispute, lots will be drawn.
107. There will be no maximum number of years a person can serve on Council.
108. The Officers and heads of committees shall be elected by the Council for a three year term. In order to start the three year rotation of Council members, the Council of 2009–2010 shall agree which Officers and heads of committees shall be appointed for one year, which for 2 years and which for 3 years. Any Officer or head of committee retiring by rotation or otherwise may stand for re-election except for the role of Treasurer who shall be appointed for a maximum of three years, only two of which may coincide with the President's three year term.
109. The President-Elect shall automatically succeed the President at the end of the President's third year of their term in office in 2012.
110. An election by the members of the President–Elect shall be held in autumn 2011 and the President–Elect shall hold that office for one year before becoming President at the end of the AGM in 2012.
111. A candidate for the role of President–Elect must have been a member who has served on the then current Council for at least 9 months immediately prior to the date for nominations and must hold a current Practising Certificate.
112. In the event of a vacancy occurring on Council during the year it may be filled by co-option by Council.

#### **Review of By – Laws**

113. These By Laws will be reviewed by the Council and any proposed changes brought to the Annual General Meeting in 2012.