

## NOTICE OF ANNUAL GENERAL MEETING 2025

In accordance with Article 22 of the MII Constitution, Notice is hereby given that the 2025 AGM of the Mediators' Institute of Ireland will be held as a Zoom meeting on Monday 1<sup>st</sup> December at 19.00

**The following resolutions will be proposed at the AGM**

### Amendments to the MII Constitution

#### Honorary Membership

#### SPECIAL RESOLUTION 1

To Amend Section 3 Part iii. of the Constitution as follows:

| Existing Wording                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | Proposed Wording                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
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| <p>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.</p> | <p>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.</p> <p><b>The MII Council shall determine the criteria under which nominations for Honorary Membership are considered. Decisions on the awarding of Honorary Membership shall lie with the Council. Where Council approves a nomination, Honorary Membership shall be conferred at the next Annual General Meeting.</b></p> <p><b>Honorary Membership may be offered to persons who have utilized mediation to contribute to peace and reconciliation on the worldwide stage and is not confined to current or past members of the MII.</b></p> <p>Honorary membership is granted for life and no annual subscription is payable by <b>the awardee.</b></p> |

**Reason:** This existing provision states that Honorary Membership may only be conferred following a proposal to an Annual General Meeting that requires a two thirds majority for it to be carried.

To avoid any potential embarrassment to a nominee that may arise from an unexpected voting outcome, the proposed new wording seeks to remove any uncertainty by allowing the MII

**Council to consider and decide on nominations in advance, thereby removing any need for a vote to be carried at an AGM.**

## **SPECIAL RESOLUTION 2**

To Amend Section 10 of the Constitution as follows:

| <b>Existing Wording</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | <b>Proposed Wording</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
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| <p><b>ADDITIONS, ALTERATIONS OR AMENDMENTS</b></p> <p><b>10.</b> 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.</p> | <p><b>ADDITIONS, ALTERATIONS OR AMENDMENTS</b></p> <p><b>10.</b> 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.</p> <p>The Constitution and Bye laws shall be reviewed from time to time and no later than five years from when the last addition, alteration or amendment was passed at AGM.</p> |

**Reason:** to ensure that the existing provisions of the Constitution and Bye laws are reviewed on a regular basis.

## **SPECIAL RESOLUTION 3**

To Amend the Definition of "Director" in the Articles

| <b>Existing Wording</b>                                                                                                                                          | <b>Proposed Wording</b>                                                                                                                                                                                   |
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| <p>"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 and includes any</p> | <p>"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 Executive Committee and includes any person occupying the</p> |

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| person occupying the position of Director. | position of Director as one of the eight core members of the Executive Committee. |
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Reason: To provide further clarity around the role of members of the Executive Committee who are now recognized as the sole Directors of the MII under the Companies Act 2014 and the Charities Act 2009

## **Amendments to the Bye-Laws**

### **Roles of the Executive and Council**

### **SPECIAL RESOLUTION 4**

**To include the Additional Text below (in RED) in the Bye-laws for the purpose of providing clarity and transparency around the separate roles of the Council and the Executive and their interaction with each other.**

#### **Council**

3. The Council is the legislative and governing body of the organisation.
4. The role of the Council is to provide the direction and leadership for the organisation. It will formulate policy, discuss issues of concern, propose and make decisions including policy and strategic decisions to advance the objectives of the organisation.
5. The Council is responsible to the membership of the organisation.

#### **Key Responsibilities:**

- Address matters of concern which arise before it.
- Formulate and decide on policies.
- Coordinate and oversee the organisation's Committees and Working Groups.
- Formulate and implement the Strategic Plan.
- Approve amendments to Governance documents.
- Approve financial accounts for presentation to members at AGM.
- Approve budgets to further the objectives of the organisation.
- Ensure the highest standards of education, training and professional practice of mediation through the work of the Accreditation Policy Committee and the Ethics Committee.

- Ensure the highest standards relating to accreditation and membership through the work of the Accreditation Policy Committee.
  - Oversee the elections/appointment of President, Officers and Council members.
  - Approve and delegate any of its general powers to ensure the advancement of the organisation. Delegation of authority may be modified or withdrawn by resolution of Council.
  - Increase public awareness of Mediation.
  - Carry out such acts and functions to ensure effective leadership of the MII.
6. The number of Council members shall be 22 of whom 20 shall be directly elected for a 3-year term by MII members entitled to vote at the AGM.
  7. A Council member shall not stand for re-election after a period of nine years until two years have elapsed after which time that person shall be permitted to stand again for Council.
  8. The Council shall consist of the Executive Committee and Ordinary Council Members. The Executive Committee shall comprise of the President, the President-Elect, or Deputy President, in the years that there is not a President-Elect, the Honorary Secretary, the Honorary Treasurer, the Registrar and the Chairpersons of the three Standing Committees. During the first year of his/her office a President may, at their sole discretion, request the previous President to attend and contribute to meetings of the Executive Committee.
  9. In addition to the elected members, the President may nominate a further 2 MII members to be co-opted to 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 President 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.

## **Executive**

10. The Executive will exercise the executive authority of the organisation.
11. The role of the Executive is to implement organisational policies and decisions, to make key decisions and to provide leadership and expertise to ensure the effective operation and management of the organisation. It has responsibility for the legal, financial and statutory duties and obligations of the organisation.
12. The Executive is responsible to the Council and reports to Council on all its key decisions and on operations.

## **Key Responsibilities:**

- Implement organisational policies and decisions.

- Meet statutory compliance and reporting duties under the Companies Acts and the Charities Acts.
- Manage risk and ensure effective governance with the Governance, Audit and Risk Committee.
- Ensure effective financial management of the organisation with the Finance Committee.
- Maintain effective professional practice standards with the Ethics Committee.
- Ensure effective management of training and accreditation standards through the Accreditation Policy Committee.
- Receive reports and communications from Committees.
- Decide on significant organisational changes.
- Responsible for HR matters and liaison with staff
- Develop and manage the annual plan in line with the strategic plan.
- Report to Council in respect of key decisions and operations in a regular and timely manner.
- Increase public awareness of Mediation.
- Carry out such acts and functions to ensure the effective executive leadership of the MII.

## **Amendments to the Bye-Laws**

### **Confidentiality**

### **SPECIAL RESOLUTION 5**

To Expand the applicability of Confidentiality in the Bye-laws

| <b>Existing Wording</b>                                                                                                                                                                                                                                                               | <b>Proposed Wording</b>                                                                                                                                                                                                                                                                                                                                       |
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| <p><b>Confidentiality</b></p> <p>38 All the proceedings of the Council and any of its Committees are confidential to. If appropriate the Chairperson at each Council or Committee meeting shall determine what information may be given to members of the institute or otherwise.</p> | <p><b>Confidentiality</b></p> <p>38 All the proceedings of the Council and any of its Committees and Working Groups are confidential to Committee and Working Group members. If appropriate the Chairperson at each Council or Committee or Working Group meeting shall determine what information may be given to members of the institute or otherwise.</p> |

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**Reason** To confirm that the Confidentiality clause in the Bye-Laws also applies to members of Working Groups

**Amendments to the Bye-Laws**

**Roles of Directors and Trustees**

### **SPECIAL RESOLUTION 6**

To Clarify the Director and Trustee roles of Executive members

| <b>Existing Wording</b>                                                                                                                                                                                                                                                                                                                                                                 | <b>Proposed Wording</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
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| <p><b>Regulatory Compliance and Reporting Arrangements</b></p> <p>118. The eight core Members of the Executive will constitute the Directors of the company namely The Mediators' Institute of Ireland, a company limited by guarantee.</p> <p>119. The eight core members of the Executive will constitute the Trustees of the Charity namely The Mediators' Institute of Ireland.</p> | <p><b>Regulatory Compliance and Reporting Arrangements</b></p> <p>118. The eight core Members of the Executive will constitute the Directors of the company namely The Mediators' Institute of Ireland, a company limited by guarantee and will have sole responsibility as Directors for regulatory compliance and reporting requirements under the Companies' Acts.</p> <p>119. The eight core members of the Executive will constitute the Trustees of the Charity namely The Mediators' Institute of Ireland and will have sole responsibility as Trustees for regulatory compliance and reporting requirements under the Charities' Acts.</p> |

**Reason** To confirm that the eight core members of the Executive have sole responsibility as Directors and Trustees for regulatory compliance and reporting requirements under the Companies' Acts and the Charities Acts.

Relevant Links at [www.themii.ie](http://www.themii.ie) are on <https://www.themii.ie/about-mii/governance/>

- MII Constitution
- Standing Orders for Council
- MII ByLaws

If you have any queries please contact us on [info@themii.ie](mailto:info@themii.ie)

**Orla Tompkins**

**Honorary Secretary**

**7<sup>th</sup> October 2025**