

**Bye-Laws
of
The Mediators' Institute of Ireland**

**As approved at the EGM of 5th September 2009,
Amended at the AGM of 16th November 2012, the
AGM of 8th November 2013 and the EGM of 30th May 2017
and further Amended at the AGM of 16th October 2020, the
AGM of 1st December 2022 and the AGM of 7th December 2023,
The EGM of 25th September 2024 and the AGM of 1 December 2025.**

General

1. These Bye-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 Bye-Laws shall be in the form prescribed from time to time by the Council and may include electronic formats.

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 Delegation of authority may be modified or withdrawn by resolution of Council.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.

13. The Executive will comprise of a core membership of eight, including the President and Deputy President or President-Elect, Honorary Secretary, Honorary Treasurer, Registrar and Chairpersons of the three Standing Committees. The Membership of the Executive will be appointed by the Council. The above eight members of the Executive will act as the directors and trustees of the MII with responsibility for regulatory compliance and reporting requirements. The quorum for an Executive meeting shall be an attendance of four members.

14. The Council may, at its discretion, nominate a further two of its members to sit on the Executive from time to time. Any such additional members will not be required to act as Directors or Trustees.

Proceedings of Council

15. The quorum for Council meetings shall be 8 Council members.

16. The number of Council meetings shall be no fewer than four in any calendar year.

17. 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.
18. The Council members shall at the first Council meeting of each year review the Standing Orders.
19. All questions of Council shall be decided by open voting.
20. 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.
21. 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.
22. 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.
23. 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

24. The Council shall establish three Standing Committees namely, the Accreditation Policy Committee, Ethics and Standards Committee and Governance, Audit and Risk Committee. In addition, the Council may establish such other Committees as the Council determines. All Committees established by Council will be chaired by a member of the Council.
25. The Council will appoint Chairpersons of the Standing Committees.
26. The rights and duties and delegated functions of the Committees shall be established by the Council from time to time.
27. The membership of the Committees may be comprised of Council Members, MII members and non-members. The membership of each Committee shall be agreed by the Council.
28. The Committees shall report to Council as prescribed by Council from time to time.

29. 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.
30. A report by the Chairperson of each Committee shall be made to Council meeting and to the members at the Annual General Meeting.
31. At the first meeting after the AGM in each year the Council shall appoint one Council member to be responsible for each of the relevant Sectors that the council may determine from time to time.
32. The Council may from time to time appoint one or more Council members to be responsible for possible new Sectors.

Working Groups

33. The Council may establish Working Groups to deal with specific issues. The Chairperson of any such group will be a member of Council.

Declarations of Interest

34. 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.
35. 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.
36. The Honorary Secretary shall maintain a register of the declarations of interest which shall be available for inspection by the Members.
37. 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

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.

Membership

- 39. The different categories of membership are laid down by the Memorandum and Articles of Association.
- 40. The Council may from time to time decide further categories of membership.
- 41. The Council may from time to time decide the criteria for membership in each category.
- 42. The Council may from time to time specify different criteria for membership for different Sectors.

Applications for Membership

- 43. All applications for membership except for Honorary Members as prescribed by the council from time to time shall be submitted to the Registrar with the appropriate fee in the manner prescribed by the Council from time to time.
- 44. The Registrar shall cause the application to be reviewed and on being satisfied that all the criteria and formalities have been met shall cause the member to be registered in the appropriate category of membership.
- 45. 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.

- 46. The Membership is annual and runs from 1st January in each year.
- 47. The Annual Subscription and Administration Fees shall be agreed by Council.
- 48. The Annual Subscription is payable before 31st January in each year.
- 49. Membership is personal to the individual and they are liable for the subscription.
- 50. Where any Member has not paid their Annual Subscription by 1st 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.

51. A member of Council who has not paid their subscription by 1st February in any year shall be deemed to be removed from the Council and their seat become vacant.
52. Once the Annual Subscription has been paid, the Honorary Secretary will issue a Membership Certificate as appropriate. Details of those with 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

53. The Council shall from time to time determine the standards, criteria and the professional training for accreditation of MII Mediators.
54. The Accreditation Policy Committee role is 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 Bye-Law 58.
55. 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.
56. The Council shall either provide and/or approve training courses and/or trainers for Member status and Advanced Member status.
57. Where the Institute is providing a training course for accreditation, the content and the training provider shall be assessed by an independent third-party assessor and any course shall be reviewed by an independent assessor periodically as set out in Bye-Law 48.
58. Where the Council has approved a training course and / or a training provider for accreditation run by a third party, the content and delivery of that course shall be reviewed and audited from time to time and subject to a formal audit every three years or such other frequency as may be set by Council.
59. 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.

60. 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.
61. 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.
62. The Accreditation Director is responsible for the maintenance and upkeep of the Approved Training Courses Register.
63. 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.
64. 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 affect this.
65. 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.

Registration

66. The Council may establish a Committee entitled the Registration Committee and the Chairperson of this Committee shall be called the Registrar who shall be an Officer of the Council.
67. 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.
68. 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.

69. 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.
70. 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.
71. The Registrar shall be responsible for the registration of and communications with the sharing and learning groups and Council.

Further Education

72. The Council is mindful of its obligation to provide further education on mediation not only to its members but to the public at large.
73. Any Committee may make recommendation to the Council for the provision of further education for its members.

Continuing Professional Development

74. The Council shall provide and/or approve Continuing Professional Development (CPD) courses and shall establish a Committee to put this into effect.
75. The Council shall decide from time to time the CPD requirements for Members and Advanced Members to continue to be recognised as members in practice.
76. A Member not completing the then required CPD standard shall not receive a Membership Certificate until the training has been completed.

Accounts

77. 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.
78. 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.
79. The Council shall from time to time in accordance with the Companies Acts 2014 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.

80. 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

81. Where under these Bye-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.
82. The Honorary Secretary shall be responsible to ensure that the registers required by these Bye-Laws are established and maintained up to date in the various formats.

Ethics and Standards

83. The Council will establish a Committee entitled the Ethics and Standards Committee. The Committee will advise Council on the professional and ethical standards to be espoused by members. The Committee will also advise council on procedures in relation to the proper conduct of a member of the MII, any such procedures are to be approved by Council.

The Council of the MII will publish documents relating to the application process to become a member and the proper conduct of members of the MII. These documents may include but not limited to the following: Code of Conduct and Ethics, Complaints Appeals and Disciplinary Procedures, Membership application criteria. The Council may amend these documents from time to time on the advice of the Ethics and Standards Committee.

Notices

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

Duties of the President

86. 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.

87. In addition to any duties prescribed by the Articles or by these Bye-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

88. In addition to any duties prescribed by law or in the Articles or by these Bye-Laws, the Honorary Secretary shall 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

89. 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.

90. 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.

91. 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

92. The quorum at General Meetings shall be 30 fully paid- up Members in person or by proxy.

93. All members are entitled to attend the Annual General meeting and any EGM, and all members are entitled to one vote.

Elections

94. The election process for the Council shall commence with a call for written nominations with a deadline set by Council.

95. 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.
96. A candidate may not nominate themselves.
97. Candidates for election to Council, their proposers and seconders must at the time of proposing or seconding be a current member entitled to vote or such other category as agreed by Council from time to time.
98. 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.
99. A candidate for the position of President must have served on Council for a minimum of 1 of the previous 3 years. The candidate will have a minimum of 5 years' membership of the MII and be an experienced practicing mediator.
100. For each election of President and President-Elect the Council will produce relevant criteria that will meet the needs of the MII at the relevant time.
101. Selection for President and President-Elect will be anonymously pre-screened by a subcommittee of Council with qualified applicants presented to Council for election.
102. Presidential and President-Elect candidates shall also automatically be included in the general Council nominations.
103. The President shall be elected by the for a three-year period. Should the position of President become vacant at a time when a President-Elect has yet to be elected, then a fresh election for President shall be held by way of a Special Council meeting 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.
104. The Hon Secretary will in each year arrange a ballot paper listing all validly nominated candidates for Council. This will be posted or otherwise sent to each member entitled to vote with instructions on the voting procedure which will be by way of secret ballot. 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.
105. In the event of there not being sufficient nominations to fill the 20 Council seats, the names of those nominated will be proposed for election at the AGM. If there are more candidates than seats available an election will be held at the Annual General Meeting.

Should vacancies exist after the AGM, the Council may appoint members to fill those seats.

106. The members entitled to vote for Council members, at an Annual General Meeting and at any Extraordinary General Meeting are members who have paid up their annual membership fee not less than 28 days prior to the date of the election or meeting as appropriate.
107. Affiliates do not have a vote and may not propose or second members of Council or the President or the President-Elect.
108. Each qualifying member shall have one vote.
109. Members of Council shall be elected for a three-year period. Each year one third of Council Members, up to a maximum of 6, shall retire with the exception of the President, President-Elect and Honorary Treasurer and will be entitled to stand for re-election.
110. 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.
111. There will be no maximum number of years a person can serve on Council.
112. The Officers and heads of Committees shall be elected by the Council for a three-year term. Any Officer or head of Committee retiring by rotation or otherwise may stand for re-election. Where the President is sitting for a second term, the Treasurer's term can only be for 3 years, the Treasurer can be eligible for re-election to council, but not to the position of Treasurer.
113. The President-Elect shall automatically succeed the President at the end of the President's third year of their term in office.
114. An election by the Council of the President-Elect shall be held at the Special Council meeting held one year before the retirement of the incumbent President and the President-Elect shall hold that office for one year before becoming President at the end of the next following AGM.
115. A candidate for the position of President-Elect must have served on Council for a minimum of 1 of the previous 3 years. The candidate will have a minimum of 4 years' membership of the MII, three of which include active work in mediation and be an experienced practicing mediator.
116. In each year, other than a year in which a person holds the office of President-Elect, the Council shall elect a Deputy President from among its own elected members for 2 years. To be eligible to be elected as Deputy President, the person must have served as an elected Council member for the duration of the immediate two previous years. An out-going Deputy President may be re-elected. The position

of Deputy President may be held by a person holding another elected or Council position. Should the position of Deputy President become vacant during a year, the Council shall elect an eligible Council member for the balance of the year.

The duties and responsibility of the Deputy President shall be to support and assist the President in the carrying out of her or his functions, to deputising for the President, where appropriate and such other duties and responsibilities as the Council may set from time to time.

117. In the event of a vacancy occurring on Council during the year it may be filled by co-option by Council.

Regulatory Compliance and Reporting Arrangements

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.

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.

Governance Documents

120. The Constitution of MII, consisting of The Memorandum of Association, Articles of Association and Bye-Laws.

Review of Bye-Laws

121. These Bye-Laws will be reviewed by the Council and any proposed changes brought to the Annual General Meeting.