

The Mediator’s Institute of Ireland

Special Resolutions for Consideration at Extraordinary General Meeting 2024

Amendments to the MII Constitution

Constitutional Review Recommendations.

Special Resolution 1

To Streamline the structure of the MII as advised by the independent corporate governance review 2021 and the charities regulator. Smaller number of trustees as advised to achieve effectiveness and accountability. To have a Deputy President to assist the President and have a President Elect to assure consistency and succession.

Changes are in blue	Rational for changes
<p>CONSTITUTION</p> <p>“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, Environment & Agriculture Sector, Elder Mediation Sector, Peacebuilding Sector and such other Sectors as the Council shall from time to time decide.</p> <p>OFFICERS</p> <p>The Officers of the Company shall consist of a President, a Deputy President, a President-Elect (every third year), an Honorary Secretary, an Honorary Treasurer, Registrar and 3 other officers prescribed by the company in a General Council Meeting.</p> <p>THE CONSTITUTION OF THE COUNCIL</p> <p>The Council shall consist of the Executive Committee and ordinary Council</p> <p>Members. The Executive Committee shall comprise of the President, the Deputy President or President-Elect (every third year), the Honorary Secretary, the Honorary Treasurer, the Registrar and 3 ordinary Council Members. Where possible a Deputy President will act to aid and support the work of the President for the first 2 years of the President term, and on the 3rd year of the term of a President, a President-Elect may be</p>	<p>This better reflects the current structure of sectors.</p> <p>This addresses the need for assistance for the President and having continuity of informed leadership. This also addresses the need to have a succession plan where a President Elect can work alongside a President.</p>

appointed, with view to assuming the role of President, and elected in accordance with the bye-laws.

ELECTIONS

The election of President, Deputy President or 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 Bye-Laws.

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.~~

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.

BYE LAWS

Executive

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 above eight members of the Executive will also act as the directors and trustees of the MII. The quorum for an Executive meeting shall be four.

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.

This addresses the recommended structure from the Charities regulator.

This addresses a more efficient ruling around the role of Treasurer.

This addresses the role of the Executive as recommended by our independent corporate governance review.

The Membership of the Executive will be appointed by the Council.

The Executive will provide a report to Council.

Council

The number of Council members shall be 22 of whom 20 shall be directly elected for a three-year term by MII members entitled to vote at the AGM.

In addition to the elected members, the Council may nominate a further two 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 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.

Elections

The election process for the ~~President, President-Elect~~ and Council shall commence with a call for written nominations with a deadline set by Council.

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.

A candidate may not nominate themselves.

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.

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.

This message is the same using clearer language.

The new structure is the members elect the council and the council will elect the executive including the President and President Elect.

~~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 Advanced Membership Certificate. They do not have to be a currently serving Council member.~~

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.

For each election of President and President-Elect the Council will produce an essential criterion that will include experience as a Mediator, CPD and Ethical qualifications.

Selection for President and President-Elect will be anonymously pre-screened by a subcommittee of Council with qualified applicants presented to Council for election.

Presidential and President-Elect candidates shall also automatically be included in the general Council nominations.

The President shall be elected by the ~~members~~ Council 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 ~~an Extraordinary General Meeting~~ 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.

~~The Hon Secretary shall in each year arrange that a ballot paper listing all validly nominated candidates shall be posted or otherwise sent to each member entitled to vote with instructions on the voting procedure which will be by way of secret postal ballot or by secure remote electronic voting secret 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~~

This addresses a more efficient, transparent method of elections that reflects the needs of the MII and its members.

~~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.~~

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.

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.

The members entitled to vote for Council members, ~~for the President and for the President-Elect~~ 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.

Affiliates do not have a vote and may not propose or second members of Council or the President or the President-Elect.

Each qualifying member shall have one vote.

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

Same message with clearer wording.

<p>President, President-Elect and Honorary Treasurer and will be entitled to stand for re-election.</p> <p>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.</p> <p>There will be no maximum number of years a person can serve on Council.</p> <p>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 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. 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.</p> <p>The President-Elect shall automatically succeed the President at the end of the President's third year of their term in office.</p> <p>An election by the members Council of the President-Elect shall be held at the AGM 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.</p> <p>Regulatory Reporting Arrangements</p> <p>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. The eight core members of the Executive will constitute the Trustees of MII and have the responsibility for reporting as required to the Charities Regulator.</p> <p>Governance Documents</p>	<p>This addresses a clearer more efficient method for elections.</p> <p>This addresses the tiered system of elections ensuring the MII will have the necessary qualities and competencies in their executive.</p> <p>This addresses the recommendations from the charity's regulator and the independent governance review.</p>
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<p>The Constitution of MII, consisting of The Memorandum of Association, Articles of Association and Bye-Laws.</p>	
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Special Resolution 2

To address qualifications required for positions and consistency in qualifications required for Sector Heads, Council and Executive.

Changes are in blue	Rational
<p>CONSTITUTION</p> <p>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 Bye-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.</p> <p>Council may co-opt as provided for in the Bye-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.</p> <p>BYE LAWS</p> <p>Committees</p> <p>The Council shall establish three Standing Committees namely, the Accreditation Policy</p>	<p>This addresses the qualifications required for positions in the MII and consistency in qualifications required for Sector Heads, Council and Executive and transparency in the process.</p>

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.

The Council will appoint Chairpersons of the Standing Committees.

Working Groups

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

Accreditation Standards Training and Criteria

The Council shall from time to time determine the standards, criteria and the professional training for accreditation of MII Mediators.

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 46.

~~The chairperson of this committee shall be entitled The Accreditation Director and shall be a currently practicing Advanced Member and an Officer of the Council.~~

~~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 Advanced Membership Certificate. They do not have to be a currently serving Council member.~~

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.

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.

Selection for President and President-Elect will be anonymously pre-screened by a subcommittee of Council with qualified applicants presented to Council for election.

~~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 Advanced Member Certificate.~~

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.