# BYE-LAW 1

# EMIN – Elder Mediation International Network

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In accordance with the Constitution of Elder Mediation International Network (EMIN) Company Limited by Guarantee

Pursuant to the *Companies Act 201*4

## The Directors of EMIN enact the following:

**BYE-LAW 1**

## General

1. Bye-Law 1 refines and details the election, replacement, and structure of the Governing Body and, where applicable, amends the Constitution.
2. “Board” as mentioned in this Bye-Law accords to the “Directors” as mentioned in sections 42 to 47 of the Constitution.
3. This Bye-Law shall remain in full force and effect and may be changed only by the Members of the Board in accordance with the Constitution.

## Board

1. The Board shall consist of no more than nine (9) elected members and no less than three (3) elected members. Members of the Board are Directors.
2. The number of Board members set out at paragraph 4 does not include Founding Members and Honorary Members. This is because Founding and Honorary Members, although de facto Board members, do not have voting rights unless an Honorary member is elected as a Director.
3. The Founding Members are: Greg McCann-Beranger, Judy McCann-Beranger, and

Elizabeth Reagh.

1. An Honorary Member is a person who has given valuable and distinguished service to further the goals of EMIN and the development of elder mediation locally or internationally. It is a significant and extraordinary honor bestowed by EMIN and awarded for life. Honorary Members are awarded this distinction by unanimous vote at the Annual General Meeting.
2. The officers of the Board shall be, as a minimum, the Chair, the Secretary, and the Treasurer. The Board may, at any time, add other officers as required in order to fulfill the objectives of the Constitution.
3. The normal term of office for a Board member shall be three (3) years.
4. At the beginning of every calendar year, each Board member shall complete the EMIN form to:
	1. declare that he or she has no conflict of interest with her obligations to the Board;
	2. confirm that his or her current roles and involvements with other organizations do not bring EMIN into disrepute; and
	3. declare that he or she supports the aims of EMIN.

Elections

1. Every year, one third of the Board will resign. Board members who resign shall have the option of standing for re-election.
2. Elections to the Board shall be held at the Annual General Meeting.
3. The Board shall invite members in good standing, who have been a member for at least one year, to apply for election to the Board. Sixty (60) days’ notice will be given for such expressions of interest. Interested members, including those members of the Board who are resigning, shall complete a one-page standardized form outlining why he or she should be elected, and complete the EMIN form required at paragraph 10 above, and submit these forms within twenty (20) days before the Annual General Meeting.
4. The Board members so elected shall elect the officers of the Board. The officers of this corporation are authorized to perform the acts to carry out this corporate resolution.
5. Any member who is not elected to the Board, but who receives more than 40% of the ballots will be invited to be part of a committee.
6. The Board may at any time appoint a member to be a Director to fill a casual vacancy or to meet a specific need defined by the Board. Any member so appointed shall retain his or her office only until the next Biennial General Meeting.

Proceedings of the Board

1. The quorum for Board meetings shall be one half of the Board members plus one pursuant to section 60 of the Constitution.
2. Board meetings may be held electronically (in all or in part) and Board members may attend by conference telephone call or other electronic means pursuant to section 68 of the Constitution. The minutes of the meeting shall show the type of attendance.
3. Each Board member present shall have a vote. In the event of a tie, the chairperson of the meeting shall have a casting vote.
4. If a Board member cannot attend a meeting,up to 48 hours prior to the meeting, he or she may give to the chairperson of the meeting his or her proxy, in writing, to vote in a particular way on an issue or to cast the vote as the chairperson thinks fit.
5. All the proceedings of the Board and any of its committees are confidential. If appropriate the Board or Committee members shall determine what information may be given to members or otherwise.

Committee

1. The Board may delegate any of its powers to Committees.
2. Each member of any committee shall declare whether or not they have any interest that might give rise to a conflict of interest. It shall be the responsibility of the chairperson of each committee to obtain the declarations from each member and transmit them to the Board.
3. The Board shall maintain a register of the declarations of interest which shall be available for inspection by the members.

## Enactment

These Bye-Laws were resolved unanimously by the Board Members at the Board meeting of Feb 4th 2020.