**ARTICLES OF ASSOCIATION**

**OF THE ASSOCIATION OF SOUTH WEST MEDIATORS**

1. Interpretation

In these Articles:

“Clear Days” in relation to the period of a notice means that period excluding the day when the notice is given or deemed to have been given and the day for which it is given or on which it is to take effect.

“Standing Committee” means the Standing Committee of the Association.

“The Association” means the Association of South West Mediators.

Unless the context otherwise requires words or expressions contained in these Articles should be given their natural and ordinary meeting.

2. Objects

The Association is established for the purposes expressed in the Memorandum of Association.

3. Membership

“Members of the Association” are those persons who have a professional connection with the geographical area encompassed by the Western Circuit and who are members of the association at the date of the adoption of these Articles, listed upon the Memorandum of Association, and such persons as are accepted as members in accordance with the Articles for the time being of the Association and no other persons may be Members of the Association.

4. Officers

4.1 There must be a Chairman, a Vice-Chairman, a Treasurer, and a Secretary (“the Officers”) who must be elected by the Association at Annual General Meeting and hold office until the day after the next Annual General Meeting but may be re-elected on each occasion.

4.2 There must be a Standing Committee consisting of:

4.2.1 The Officers; and

4.2.2 up to six Members elected in the manner provided below,

4.3 Subject to as provided below, elected Members of the Standing Committee must be elected at the Annual General Meeting for three years until the day after the Third Annual General Meeting after their election.

4.4 Any elected Member of the Standing Committee who attends fewer than half the meetings between two consecutive Annual General Meetings must, if his term of service is not expired, retire on the day of the second of such meetings unless the Standing Committee decide otherwise, and is ineligible for re-election for the next year.

4.5 If a casual vacancy occurs in any of the offices or amongst the elected Members of the Standing Committee between one Annual General Meeting and another, the Standing Committee may appoint a Member to fill the vacancy whose period of office shall expire the day after the next Annual General Meeting.

5. Annual General Meetings

5.1 The Association must hold a General Meeting as its Annual General Meeting in each year in addition to any other meetings in that year that take place.

5.2 Not more than 15 months may elapse between the date of one Annual General Meeting of the Association and that of the next.

5.3 At the Annual General Meetings the reports of the Standing Committee and the accounts for the previous year must be considered, calls upon the Members may be made, the Officers and other elected Members of the Standing Committee for the following year must be elected by ballot if the number of nominations exceed the number of vacancies, and any other business may be transacted at an Annual General Meeting by statute or these Articles

5.4 All General Meetings other than Annual General Meetings must be called Extraordinary General Meetings.

6. Convening Extraordinary General Meetings

6.1 The Standing Committee may, whenever it thinks fit, and must upon a requisition made in writing by three or more Members convene an Extraordinary General Meeting.

6.2 Any requisition for an Extraordinary General Meeting must express the object of the meeting proposed to be called and must be left at the office of the Association addressed to the Secretary.

6.3 On receipt of such requisition, the Standing Committee must proceed to convene and Extraordinary General Meeting.

6.4 If the Committee does not proceed to convene the meeting within 21 days, those requiring the meeting may themselves convene such meeting.

7. Notices of Meetings.

7.1 At least 14 days’ notice in any Annual General Meeting, and 7 days’ notice of any other general meeting must be given.

7.2 The notice must specify the place and day and hour of the meeting and in case of special business, the general nature of such business.

8. Business

All business is deemed to be special, with the exception of business which may be transacted at the Annual General Meeting according to these Articles.

9. Copy of procedures to be sent to the Members.

A copy of the minutes of all Annual General Meetings shall be sent to each Member.

10. Voting

10.1 At every general meeting, six Members, including any Officers present, form a quorum.

10.2 Each member may have one vote and except in the cases otherwise specifically provided for by these Articles, all resolutions decided by a majority of the Members present and voting and the Chairman in case of equality, may have a second or casting vote.

11. Exercise of Powers of Standing Committee

11.1 The Management of the Association must be entrusted to the Standing Committee who may regulate it so in proceedings, fix the quorum necessary, delegate any of the powers to sub- committees, make alter or revoke its own regulations, and generally exercise all powers of the Association not otherwise exercisable in general meetings.

11.2 No regulation made by the Association in general meetings may invalidate any prior act of the Standing Committee that would have been valid had the regulation not been made.

11.3 The Standing Committee must make a report to every Annual General Meeting.

12. Application for Membership.

12.1 Admission must be proposed by notice in writing delivered to the Secretary.

12.2 Every proposal for membership must be submitted to and considered by the Standing Committee at the meeting next following receipt by the Secretary of the application or as soon as it is practical to do so, and the Standing Committee shall satisfy itself as to eligibility.

12.3 Members shall be entitled to apply for admission to such Faculties as the Association establishes from time to time, subject to the Members satisfying the relevant entry criteria for the Faculty, such criteria to be established by the Standing Committee and set out in the Association’s Handbook. The handbook shall also set out the relevant rules governing the conduct of any such Faculty and its members.

12.4 All Members shall enjoy equal rights in all matters save that:

(a) the Association shall not refer any mediation or other professional work to persons who are not members of the relevant Faculty; and

(b) upon the Association becoming a Civil Mediation Council Accredited Mediation Provider, only Members of the Civil and Commercial Faculty shall be eligible for panel referrals by the Association.

13. Entrance Fees, Annual Membership and Calls

Every member elected under these articles must upon admission to the Association pay such entrance fee, if any, and any call that has been made under Article 19. This will entitle him or her to one year’s membership. Thereafter he/she will be entitled to renew his or her membership provided:-

a) He/she has complied with the CPD requirements applicable to him/her within the Association at that time according to such rules as may be drawn up for that purpose

b) pays the required fee to renew his or her membership

14. Resignation of Membership

Any member having paid all money due from him to the Association, may resign his membership on giving notice in writing to the Secretary of his intention so to do.

15. Avoidance of Membership by Bankruptcy

Any member of the Association who becomes bankrupt, or has a Receiving Order in Bankruptcy made against him or made a voluntary arrangement as defined in the Insolvency Act 1986, or ceases to be a member of his or her professional body and is otherwise suspended from practising as a Mediator immediately ceases to be a member of the Association.

16. Expulsion of Members

If any Member is accused of any dishonourable, improper or unprofessional conduct, on the grounds which the Standing Committee after investigation deem sufficient, an Extraordinary Meeting of the Association must be convened to consider the accusation, and the Member may, after he has had the opportunity of explaining his conduct, by vote of three quarters of the members present and voting on the question (there being not less than 10 members present) be expelled from the Association and will then immediately forfeit his interest and privileges in the Association without further claim for calls or for any other money paid to the Association, but he will remain liable to repay any calls or other money outstanding as at the date of his expulsion.

17. Rights of Members

The rights of each Member are personal and not capable of transfer or transmission.

18. Accounts

A copy of every Balance Sheet should be laid before the Association at or prior to the Annual General Meeting and approved by a majority of the Members present.

19. Funds:

19.1 The Entrance Fees shall be £25 or such other sum as may be varied and approved by the Annual General Meeting of the Association.

19.2 The Annual Membership shall be £50 or such other sum as may be varied and approved by the Annual General Meeting of the Association.

19.3 The Association in Annual General Meeting or by clear majority in writing may from time to time make such calls as it thinks fit (and as necessary to meet the legitimate needs and expenses of the Association) upon the Members, and each Member must pay the amount in every call so made on him to the Treasurer at such time or times as are prescribed by the Resolution making the call or, if no time is prescribed than at the expiration of 14 days from the passing of the Resolution.

19.4 A call is deemed to have been made when the Resolution making the call was passed.

19.5 No notice of any call need be sent other than a copy of the proceedings of the meeting at which the call was passed, which copy is deemed to be a notice within the meaning of these Articles.

19.5 The Association’s funds may be placed in bank account (s) to be opened and operated as determined by the Standing Committee and all such records of the bank account shall be available for inspection by any Member upon giving 14 days notice in writing to the Officers.

20. Forfeiture of Membership

20.1 Any Member who has not paid his annual membership or call by the end of the current year for which the membership or call is made may be struck off the roll of members by resolution of the Standing Committee.

20.2 Upon the Association becoming an Accredited Mediation Provider, Full Members who are more than 28 days in arrears with payments of annual membership fees or calls shall be re-designated Associate Members until they have corrected the position.

21. Referral of mediation and similar work

21.1 The Association shall appoint a Registrar who shall openly, impartially, and transparently refer all any and all enquiries or work to Full Members, as set out below, and maintain a record of each referral, the fee, the source and the mediator; and the Registrar shall obtain feedback and quality control information in each case.

21.2 The Registrar shall also maintain a recorded complaints process whereby:

(a) any complaint from any person about a Member of the Association shall be considered initially by the Registrar;

(b) if it is not frivolous or vexatious complaint, or one capable of immediate resolution, the Registrar shall refer it to two wholly independent members of the Standing Committee;

(c) those independent members shall formally investigate the complaint in accordance with the principles of natural justice proportionate to the nature of the complaint;

(d) those independent members may take such oral or written submissions and evidence as they think fit in conducting the investigation, and shall thereafter complete a suitable and sufficient written record of such evidence;

(e) the outcome of the complaint shall be notified in writing to the complainant and to the Member as a Decision, including details of any recommendation made to avoid a repetition, for further training, for sanctions or for expulsion, or the reasons why the complaint has been dismissed, together with details of the appeal process set out below;

(f) if the complainant or the Member is dissatisfied with the outcome of the complaint, either may appeal by Notice submitted to the Registrar within 14 days who shall then convene a tribunal to be chaired by an Officer of the Association together with one Member and one person who is not a member of the Association nominated by the Secretary of the Civil Mediation Council, and that appeal body shall consider the written submissions of the appellant together with the original evidence before the independent members investigating the complaint – there shall be no further evidence taken and the tribunal shall consider the Decision in the context of the evidence available: it may then vary or uphold the decision as the tribunal thinks fit. There is no further appeal.

21.4 The Association shall pay the reasonable administrative expenses of the Registrar on a basis to be approved by the Standing Committee, subject to the audit of the Treasurer to be reported annually.

21.5 Only Members of the Association admitted to the relevant Faculty shall be referred work by the Association or be recommended to other persons, bodies or organisations including disputants or the courts as being potentially suitable to act as a mediator.

21.6 The Association shall only refer work to Members who are:

(a) in the opinion of the Registrar, suitably experienced;

(b) in the opinion of the Registrar, appropriate;

(c) not conflicted in any professional or other manner for acting;

(d) insured in accordance with the requirements of the CMC from time to time promulgated and who have provided evidence of such insurance; and

(e) who are not the subject of an ongoing complaint.

21.7 Full Members wishing to accept referrals from the Association are to lodge electronic and hard copy CVs with the Registrar, together with evidence of current professional indemnity insurance.

21.8 Full Members accepting a referral shall fully cooperate with any complaint or feedback process which the Association shall initiate.

21.9 Subject to Article 21.5 above, referrals shall be made by the Registrar on a strict rota basis as between Members of the relevant Faculty and the Registrar shall use best endeavours to achieve parity of referrals.

21.10 Full Members accepting a referral shall pay to the Association, within 14 days of receiving payment for their fee for the referred mediation, a sum towards the costs of the Registrar deemed to be 10% of the fee due for the work.

22. Insurance

22.1 The Association shall take out and maintain a suitable policy of insurance in respect of its administrative activities from time to time conducted.

22.2 All Members agree that they shall indemnify the Association against any act, error, negligence or omission in the course of their activities which may or could result in a claim against the Association and each Full Members shall as a condition precedent of membership warrant that he or she has and shall have at all times suitable insurance in respect of professional activities and negligence in the course of such work.

23. Notices

23.1 Any notice to be served by the Association upon any Member may be served personally or by sending it through the post in a pre-paid addressed envelope.

23.2 Any notice, if served by post, is deemed to have been served at the time when the letter containing the notice would be delivered in the ordinary course of post, and a certificate signed by the Secretary or the person employed by him to post the notice is conclusive evidence of the notice having been duly posted.

24. Members’ addresses

Every Member must from time to time notify the Chairman or Secretary of a place of business or residence as his address and that place will for all purposes be deemed his or her address.

25. Amendments These Articles of Association may be amended by resolution of at least three quarters of those Members of the Association present and voting on the question in a general meeting.