



MEDIATION IN MOTION MEDIATORS

CONSTITUTION OF MEDIATION IN MOTION MEDIATORS (NON-PROFIT ORGANIZATION) NPO 263 – 623

(As adopted on 15 July 2026)



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1. **BACKGROUND**

- 1.1 The preamble of the Constitution of the Republic of South Africa was adopted in the spirit of “healing the divisions of the past and establishing a society based on democratic values, social justice and fundamental human rights”. One of the foundational principles of this supreme law is human dignity.
- 1.2 South Africa, unfortunately, remains riddled with conflict that threatens peace, stability and the welfare of its people.
- 1.3 Litigation is:
 - 1.3.1 time-consuming and extremely expensive;
 - 1.3.2 not accessible to the vast majority of our people;
 - 1.3.3 a waste of scarce state and private sector resources; and
 - 1.3.4 not the best or most dignified approach to conflict resolutions.
- 1.4 There is accordingly a need for **facilitative mediation** to transform the manner in which the various people of South Africa resolve conflict.

2. **NAME**

- 2.1 The name of the Association is: Mediation in Motion Mediators (NPO) (hereafter referred to as the "**the Association**").

3. **OBJECTS**

- 3.1 The Association is a public not-for-profit, public benefit organisation, the sole object of which is to transform the way people resolve conflict in South Africa.
- 3.2 The Association will achieve this objective by creating public awareness of and access to facilitative mediation as the preferred mechanism for conflict resolution, promoting reconciliation, mutual respect, and tolerance among the various peoples of South Africa.
- 3.3 **Commitment to Human Dignity:** MiMM members recognise that human dignity is central to the mediation process and that dignity violations are often at the core of disputes. Members shall conduct mediations in a manner that is both mindful and respectful of the human dignity of the disputants, and shall endeavour to create an



environment within which the dignity violations of the parties are identified and can be addressed.

- 3.4 **Emphasis on Facilitative Mediation:** MiMM members practice facilitative mediation. Members of MiMM use specialised skills, open dialogue and active listening to guide the conversation between disputants, without imposing solutions, whilst assisting the parties to explore and generate their own options and solutions for resolving the dispute. These options are often more creative and tailored to the parties' needs than those typically available through litigation. By empowering the parties through facilitative mediation, it is more likely that the parties reach a mutually satisfactory agreement.

4. LEGAL STATUS

- 4.1 The Association is a common-law corporate body with perpetual succession and its own distinct legal identity, separate from that of its individual members. It shall continue to exist even if the members change and may own property, enter into contracts, and sue or be sued in its own name.

5. NON-PROFIT DISTRIBUTING CHARACTER

- 5.1 The income and property of the Association shall be used solely for the promotion of its stated objectives.
- 5.2 The members and the office-bearers shall have no rights to the property or other assets of the Association solely by virtue of being members or office-bearers.
- 5.3 No portion of the income or property of the Association shall be paid or distributed directly or indirectly to any person (otherwise than in the ordinary course of undertaking any public benefit activity) or to any member of the Association or Executive Committee, except as:
- 5.3.1 reasonable compensation for services rendered to the Association;
- 5.3.2 reimbursement of actual costs or expenses reasonably incurred on behalf of the Association.
- 5.4 Upon the dissolution of the Association, after all debts and commitments have been paid, any remaining assets shall not be paid to or distributed amongst members, but shall be transferred by donation to some other non-profit organisation which the



Executive Committee (and failing which any division of the High Court) considers appropriate and which has objectives the same or similar to the objectives of the Association; and should the Association become an approved public benefit organisation:

- 5.4.1 is a similar public benefit organisation which has been approved in terms of section 30 of the Income Tax Act, or
- 5.4.2 any institution, board or body which is exempt from tax under the provisions of section 10(1)(cA), which has as its sole or principal object the carrying on of any public benefit activity, or
- 5.4.3 any department of state or administration in the national or provincial or local sphere of government of the Republic contemplated in section 10(1) (a) or (b).
- 5.5 The Association intends to apply to the Commissioner of the South African Revenue Service for exemption from applicable taxes and duties. In compliance with the provisions of the Income Tax Act, the provisions set out in the attached SCHEDULE A shall bind the Association and qualify this Constitution.

6. POWERS

- 6.1 The Association, acting through its Executive Committee or at General Meeting, shall have all the powers necessary for it to carry out its stated objectives effectively. Such powers shall include, but not be limited to, the General Investment and Administrative Powers set out in the attached SCHEDULE B.

7. MEMBERSHIP

7.1 Membership of the Association:

- 7.1.1 The following persons shall qualify to apply for membership with MiMM:
 - 7.1.1.1 All persons who have successfully completed a University of Cape Town-accredited mediation training course offered through Mediation in Motion Training (Pty) Ltd; and
 - 7.1.1.2 Persons who have been trained by other mediation training institutions recognised by MiMM in compliance with MiMM's Policy on Membership (as amended from time to time).



- 7.1.2 Formal applications for membership with MiMM must be made in compliance with the then-current version of MiMM's Policy on Membership.
- 7.1.3 The EXCO may admit members to the Association from time to time, subject to compliance with the membership obligations set out in clause 7.2 below.
- 7.1.4 The decision of the EXCO to admit an applicant to membership in terms of this clause 7.1, or to suspend or terminate a membership in accordance with clause 7.8 below, shall remain in force unless set aside by a resolution of two-thirds of the members of the Association present at the next General Meeting.
- 7.2 Membership Obligations:**
- 7.2.1 Members, by virtue of their status as such and as an unconditional prerequisite for qualification as such, agree to uphold and subject themselves to the then-current version of:
- 7.2.1.1 The MiMM Constitution;
- 7.2.1.2 The MiMM Code of Conduct;
- 7.2.1.3 The MiMM Policy on Membership;
- 7.2.1.4 The MiMM Complaints and Disciplinary Policy;
- 7.2.1.5 The South African Dispute Settlement Accreditation Council (**DiSAC**) Code of Professional Conduct and Complaints System and Disciplinary Process (or any such Code, System or Process published or adopted by DiSAC, or its successor-in-title including the Association of Dispute Resolution Practitioners of South Africa (**ADRP-SA**) in replacement or substitution thereof); and
- 7.2.1.6 Any additional or professional standards, codes or policies adopted by the Executive Committee from time to time.
- 7.2.2 Members are obliged to make payment of the membership fees and such other fees and dues (including administration fees) as may become payable from time to time.
- 7.3 Good Standing Requirement:**
- 7.3.1 Members must be in good standing, which includes compliance with the membership obligations set out in clause 7.2 above, adherence to ethical standards, and fulfilment of continued professional development (**CPD**) requirements, to be eligible to vote at the Annual General Meeting (**AGM**).



7.4 Continuous Professional Development (CPD) Compliance:

- 7.4.1 Members must meet and maintain the CPD requirements as outlined in the MiMM CPD Policy to retain good standing.

7.5 Renewal and Reaffirmation:

- 7.5.1 Membership of the Association is renewed in accordance with the then-current version of the MiMM Policy of Membership and is subject to continued compliance with the membership obligations set out in clause 7.2 above.
- 7.5.2 Membership renewal reaffirms a member's commitment to compliance with the membership obligations set out in clause 7.2 above and the ethical and professional standards set out in the Code of Conduct and all other governance documents, codes and policies of MiMM.

7.6 Foundational Members:

- 7.6.1 A list of foundational members is reflected in Schedule C.

7.7 Good Standing Membership List:

- 7.7.1 The Association shall maintain a list of current members in good standing as per this clause 7, and such list shall be updated as membership changes occur.

7.8 Suspension and Termination:

- 7.8.1 The EXCO reserves the right to suspend or terminate membership due to non-compliance with the membership obligations set out in clause 7.2 above or for ethical or other violations, following a fair process in line with the rules of procedural fairness and the procedures set out in the Complaints and Disciplinary Policy and any Codes of Conduct in force from time to time.

8. STRUCTURE OF THE ASSOCIATION

8.1 The Executive Committee (EXCO) Composition, Powers, and Election:

8.1.1 Powers of EXCO Members:

- 8.1.1.1 The EXCO is responsible for managing MiMM's affairs and may exercise all powers of the Association. References to the Board shall bear a corresponding meaning and shall be taken to mean the EXCO.



- 8.1.1.2 EXCO members shall have the same powers, duties, and responsibilities as directors have in terms of the Companies Act 71 of 2008, including fiduciary responsibilities, oversight of the organisation, and authority to delegate operational duties as necessary.
- 8.1.1.3 All decisions of the EXCO may be ratified, approved, or amended by the Association in General Meetings, but no resolution will invalidate prior EXCO actions taken per the Constitution.
- 8.1.2 Election of EXCO Members:**
- 8.1.2.1 EXCO members will be elected at each Annual General Meeting.
- 8.1.2.1.1 The nomination and election process will be outlined and communicated to all members in good standing by the then-current EXCO in advance of each Annual General Meeting.
- 8.1.2.1.2 EXCO members shall serve for a term of three (3) years commencing from the date of their election.
- 8.1.2.1.3 Each year one-third (or the closest number to one-third) of EXCO members will retire in rotation from the EXCO, with the longest-serving members retiring first. (The rotation will commence at the end of the term of office of the EXCO elected in 2026, i.e. at the Annual General Meeting 2029.)
- 8.1.2.2 Retiring EXCO members are eligible for re-election or co-option.
- 8.1.2.3 Only MiMM members in good standing may serve on the EXCO.
- 8.1.3 Honorary Life Positions:**
- 8.1.3.1 On 28 August 2024, **Alan James Nelson** was designated as the **Honorary Life President** in recognition of his contributions to MiMM and facilitative mediation in South Africa. He shall retain this title posthumously in honour of his legacy and the significant contribution he has made to the Association and facilitative mediation practice in South Africa.
- 8.1.3.2 On 15 July 2026, **Shamal Ramesar** was designated as a **Honorary Life EXCO Member** in recognition of his contributions to MiMM and facilitative mediation. He shall retain this title posthumously in honour



of his legacy and the significant contribution he has made to the Association through his leadership roles serving on the EXCO for several years.

8.1.4

Composition of the EXCO:

8.1.4.1

The EXCO shall comprise at least four (4) but not more than twelve (12) members, including the Chairperson, Vice-Chairperson, Treasurer, and Secretary, with the ability to co-opt up to eight (8) additional non-voting members if needed.

8.1.4.2

EXCO members may establish sub-committees to assist in their respective portfolios.

8.1.4.3

Executive Committee Member Vacating Office:

8.1.4.3.1

The office of an EXCO member shall be vacated if a member:

8.1.4.3.1.1

resigns; or

8.1.4.3.1.2

becomes unfit and/or incapable of acting as such; or

8.1.4.3.1.3

would be disqualified, in terms of the Companies Act 71 of 2008, or equivalent legislation in force from time to time, from acting as a Director of a Company; or

8.1.4.3.1.4

is removed by the Executive Committee, by resolution adopted by at least three-quarters (3/4) of its members in office from time to time, being not less than the required minimum of 4. The Executive Committee shall not be obliged to furnish reasons for its decision/s regarding removal except, on request to the member removed and to the members of the Association in General Meeting.

8.1.4.3.2

Should a position on the Executive Committee fall vacant, the Executive Committee, by resolution adopted by at least half of its members, may (and if the vacancy reduces the number of members to less than four [4], shall) co-opt a member or member/s to fill the vacancy/ies. The office of any person so co-opted as a member of the Executive Committee shall lapse unless confirmed by resolution of members at the next General Meeting.



8.1.5

EXCO Member Benefits:

EXCO members shall be exempt from membership fees in recognition of their service and may be reimbursed for reasonable expenses, but shall not receive additional remuneration directly from the Association.

8.1.6

Procedure at Executive Committee Meetings

8.1.6.1

The Executive Committee shall conduct its meetings and regulate its proceedings as it finds convenient, provided that:

8.1.6.1.1

The Chairperson, or in his or her absence, the Vice-Chairperson, shall chair all meetings of the Executive Committee which he or she attends. In the absence of the Chairperson and the Vice-Chairperson, the remaining members of the Executive Committee shall elect a chairperson from those attending.

8.1.6.1.2

The Chairperson shall convene a meeting of the Executive Committee, quarterly and at the written request of any two (2) members of the Executive Committee and may convene such a meeting at any other time.

8.1.6.1.3

The quorum necessary for the transaction of any business by the Executive Committee shall be three (3) members of the Executive Committee serving at any given time.

8.1.6.1.4

At meetings of the Executive Committee, each EXCO member shall have one (1) vote.

8.1.6.1.5

Questions arising shall be decided by a majority of votes. Should there be an equality of votes, the Chairperson shall have a casting or second vote.

8.1.6.1.6

Proper minutes shall be kept of the proceedings of the Executive Committee, and a record of the persons present at each meeting. The minutes shall be signed by the member who chairs the meeting and shall be available at all times for inspection or copying by any member of the Executive Committee, and on ten (10) days' notice to the Secretary or his or her deputy, by any member of the Association.



8.1.6.1.7

A resolution signed, or adopted/supported by digital voting methods (including by way of a poll or round-robin resolution), by a majority of the members of the Executive Committee shall be as valid as if passed at a duly convened meeting of the Executive Committee.

8.1.6.2

The Executive Committee may delegate any of its powers to any of its members or to a special purpose committee. The member, committee, employee or agent to whom such delegation is made shall conform to any regulations and procedures that the Executive Committee may stipulate from time to time.

8.1.6.3

The Executive Committee may appoint a Chief Executive and other officers and employees as it may consider necessary from time to time upon such terms and conditions as it may consider appropriate.

8.2 General Meetings

8.2.1 Form of Meetings

8.2.1.1

Meetings of the Association, including the Annual General Meeting (**AGM**) and any Special General Meetings (**SGM**) of the Association, may be conducted via electronic means, with electronic voting options to ensure accessibility by and participation of MiMM members.

8.2.2 Annual General Meeting

8.2.2.1

An Annual General Meeting of the Association shall be held within a period of fifteen (15) months of the adoption of this Constitution. Subsequent Annual General Meetings shall be held within six (6) months of the end of each financial year.

8.2.2.2

Annual General Meetings shall be convened by the Chairperson on not less than twenty-one (21) calendar days' prior written notice to all members entitled to attend and vote at the meeting. This notice shall state the date, time and place of the meeting and in broad terms the business to be transacted at the meeting.



- 8.2.2.3 The business of an Annual General Meeting shall include:
- 8.2.2.3.1 the presentation and adoption of the Annual Report of the Chairperson;
 - 8.2.2.3.2 the consideration of the Annual Financial Statements;
 - 8.2.2.3.3 the election of members to serve on the Executive Committee for the following year;
 - 8.2.2.3.4 the appointment of Auditors; and
 - 8.2.2.3.5 other matters as may be considered appropriate.

8.2.3 Other General Meeting

- 8.2.3.1 Other General Meetings of the Association shall be convened at any time by the Chairperson or at the written request of:
- 8.2.3.1.1 the Executive Committee; or
 - 8.2.3.1.2 the lesser of one quarter (1/4) or ten of the members of the Association.
- 8.2.3.2 Any General Meeting other than the Annual General Meeting shall be convened on not less than fourteen (14) calendar days' written notice to all members. The notice shall state the date, time and place of the meeting and in broad terms the business to be transacted at the meeting: provided that: should the Chairperson, having been requested to give such notice, fail to give it within seven (7) days of the request, the persons requesting the meeting shall be entitled themselves to give notice of and to convene the meeting.

8.2.4 Quorum

- 8.2.4.1 A quorum constituting a General Meeting of the Association shall be the lesser of:
- 8.2.4.1.1 10 members; or
 - 8.2.4.1.2 one quarter (1/4) of the members.
- 8.2.4.2 Should any General Meeting have been properly convened but no quorum is present within thirty (30) minutes of the scheduled time of the



meeting, the meeting shall stand adjourned to another date, which shall be within seven (7) days thereafter.

8.2.4.3 The notice reflecting such adjournment shall be given to the persons and in the manner provided for in this Constitution.

8.2.4.4 At such reconvened General Meeting, should a quorum not be achieved within thirty (30) minutes of the scheduled time of the reconvened General Meeting, the members then present or represented shall be deemed to constitute a quorum.

8.2.5 Resolutions and Voting

8.2.5.1 Only MiMM members in good standing (**voting members**) are eligible to vote at all General Meetings of the Association, including the Annual General Meeting.

8.2.5.2 At all General Meetings, a resolution put to the vote shall be decided by means of a show of hands or by ballot by the voting members or by the utilisation of electronic voting options as may be available, suitable and/or convenient, taking into account the form of the meeting. The Chairperson shall, in consultation with the Secretary, be entitled to select an appropriate means of voting. The result of the majority vote shall be the resolution of the meeting.

8.2.5.3 Each voting member present or represented at such meeting shall be entitled to one (1) vote.

8.2.5.4 Questions arising shall be decided by a majority of votes. Should there be an equality of votes the Chairperson shall have a casting or second vote.

8.2.6 Minutes

8.2.6.1 Proper minutes shall be kept of the proceedings of all General Meetings, and a record of the persons present at each meeting.

8.2.6.2 The minutes shall be signed by the Chairperson of the meeting, and shall be available for inspection or copying by any member on two (2) days' notice to the Secretary or his/her deputy.



8.2.7

Powers

8.2.7.1

Subject to the provisions of Clause 8.1.1.3 above, a duly convened General Meeting of the Association, at which a quorum is present, is competent to carry out all the objectives and to exercise all the powers of the Association as set out in this Constitution.

8.2.8

Notices

8.2.8.1

Notices and communications to members, including notice of any AGM and/or SGM, shall, at the election of the Secretary for the time being, be transmitted to the Association's members by electronic means via any one or more of the following methods:

8.2.8.1.1

Email;

8.2.8.1.2

WhatsApp;

8.2.8.1.3

Publication on the Association's website; and/or

8.2.8.1.4

Publication on the Association's social media pages.

8.2.8.2

Communications sent electronically to a member's last known email address or other electronic contact shall be deemed valid.

8.2.8.3

Notices may also be shared via MiMM's private members' WhatsApp group and social media platforms.

8.2.8.4

The accidental omission to address notice/s to any person, or the election of a particular transmission method to the exclusion of any other method at the Association's disposal, shall not invalidate the proceedings of any meeting.

9. FINANCIAL MATTERS

9.1

Bank Account

9.1.1

The Executive Committee shall open a bank account in the name of the Association with a registered Bank.

9.1.2

The Executive Committee shall ensure that all monies received by the Association are deposited in the abovementioned bank account as soon as possible after receipt.



9.2 Signatures and Banking Controls:

- 9.2.1 Banking transactions require approval by the signatures of two (2) EXCO members.
- 9.2.2 Other documents requiring a signature on behalf of the Association shall be signed by two (2) EXCO members.
- 9.2.3 The Treasurer shall be entitled to execute banking transactions via an electronic banking platform.

9.3 Financial Year End

- 9.3.1 The Association's financial year end shall be: end February of each year from 2017 onwards.

9.4 Financial Records

- 9.4.1 The Executive Committee shall ensure that the Association keeps proper records and books of account which fairly reflect the affairs of the Association.

9.5 Annual Narrative Report and Financial Statements

- 9.5.1 The Executive Committee shall ensure that the Association prepares an annual narrative report describing the Association's activities and an Annual Financial Statement for each financial year. The Annual Financial Statements shall conform to generally accepted accounting principles and shall include a statement of income and expenditure and a balance sheet of assets and liabilities.
- 9.5.2 Within three (3) months after drawing up the Annual Financial Statements, the Executive Committee shall ensure that the books of account and financial statements are either externally compiled or reviewed in the customary manner by an independent registered accountant.
- 9.5.3 The latest Annual Financial Statements of the Association shall be reported on to the members of the Association by the Treasurer at the AGM.
- 9.5.4 A copy of the latest Annual Financial Statements and annual narrative report shall, following the report presented at the AGM, be made available for inspection by the voting members of the Association on no less than ten (10) days' notice to the Treasurer.



10. AMENDMENTS TO THE CONSTITUTION, NAME CHANGE AND DISSOLUTION

Amendments to the Constitution may be made, the name of the Association may be changed, and the Association may be dissolved by resolution of a two-thirds majority vote of the eligible members present at a General Meeting or Special General Meeting, with members allowed to vote in person, electronically, or by proxy, provided that prior notice of the proposed amendments has been given to all members electronically.

11. INDEMNITY

11.1 Subject to the provisions of any relevant statute, members of the Executive Committee and other office bearers shall be indemnified by the Association for all acts done by them in good faith on its behalf. It shall be the duty of the Association to pay all costs and expenses which any such person incurs or becomes liable for as a result of any contract entered into, or act done by him or her, in his or her said capacity, in the discharge, in good faith, of his or her duties on behalf of the Association.

11.2 Subject to the provisions of any relevant statute, no member of the Executive Committee and or other office bearer of the Association shall be liable for the acts, receipts, neglects or defaults of any other member or office bearer, or for any loss, damage or expense suffered by the Association, which occurs in the execution of the duties of his or her office, unless it arises as a result of his or her dishonesty, or failure to exercise the degree of care, diligence and skill required by law.

12. DISPUTES

12.1 In the event of a serious disagreement between the members of the EXCO and/or the Association regarding the interpretation of this constitution then any two (2) EXCO members or any five (5) members of the Association shall be entitled to declare a dispute. Such declaration shall be in writing, state the issue in dispute, and be addressed to the EXCO.

12.2 The EXCO shall consider such declaration within two (2) weeks of receiving it provided that any EXCO member being a party to such dispute shall recuse him/herself from such consideration and be excused from the meeting without his/her absence affecting the quorate status of the meeting in question. Should the



EXCO not be able to resolve the dispute to the satisfaction of the person(s) declaring it, the dispute shall be referred to mediation.

12.3 MiMM prioritises facilitative mediation for dispute resolution. Disputes must first be referred to a mutually agreed-upon mediator.

12.4 If no agreement is reached on a mediator, the Honorary Life President shall appoint one. If unavailable, each party appoints a mediator, and the two mediators select a third, with all acting as co-mediators.

12.5 The parties to the Dispute shall share the costs of the mediation in equal shares.

12.6 If mediation fails to resolve the dispute, arbitration may be pursued. The arbitrator's decision shall be final and binding

12.7 The arbitrator shall be such suitably qualified person(s) as the person(s) declaring the dispute and the EXCO may mutually agree. Alternatively, each of the parties shall be entitled to nominate one arbitrator, who shall act jointly with a third person to be nominated jointly by the respective nominees of the parties on the basis that a majority decision of the appointed arbitrators shall be final and

12.8 The arbitration shall be held on an informal basis, and the arbitrator shall have the power to determine the procedure to be adopted subject to principles of natural justice.

12.9 The arbitrator may base her/his award not only upon the applicable law but also upon the principles of equity and fairness.

12.10 The person(s) declaring the dispute and the Executive Committee may beforehand agree to share the costs of the arbitration. In the absence of such agreement the arbitrator shall decide which parties shall be liable for the costs.

12.11 The decision of the arbitrator shall be final and binding upon all parties and capable of being made an Order of Court on application by any of them

13. CODES AND POLICIES

13.1 Code of Conduct Compliance:

13.1.1 EXCO shall be entitled to adopt such Codes of Conduct and Disciplinary Policies and Procedures as it may consider necessary and appropriate from time to time.



13.2 Complaints and Disciplinary Procedure:

- 13.2.1 Grievances against MiMM members as mediators shall be dealt with in accordance with the MiMM Complaints and Disciplinary Policy.

13.3 Continued Professional Development (CPD):

- 13.3.1 Members are required to fulfil CPD obligations in accordance with MiMM's CPD policy.
- 13.3.2 EXCO shall be entitled to adopt such CPD obligations to align with the relevant accreditation standards as it may deem necessary and appropriate.
- 13.3.3 MiMM reserves the right to suspend or terminate membership for failure to maintain CPD obligations, following a fair process in line with the rules of procedural fairness and the procedures set out in the MiMM Complaints and Disciplinary Policy and any Code of Conduct in force from time to time.

13.4 EXCO Authority on Ancillary Documents:

- 13.4.1 EXCO is empowered to adopt, amend, or replace ancillary documents, such as the Code of Conduct, Complaints and Disciplinary Policy, CPD policy and any other codes of professional conduct, rules or policies as it may deem necessary from time to time or update such ancillary documents, codes, policies and rules, as necessary.
- 13.4.2 Notice of any amendments to such documents will be given electronically to members and the changes shall become effective upon transmission of the Notice

14. SCHEDULES

- 14.1 The Schedules are incorporated into this Constitution and shall form part thereof by virtue of this clause.

- 14.2 The following Schedules shall form part of this Constitution:

Schedule A – REQUIREMENTS OF THE COMMISSIONER FOR THE SOUTH AFRICAN
REVENUE SERVICE FOR EXEMPTION FROM TAXES AND DUTIES

Schedule B - GENERAL ADMINISTRATIVE AND INVESTMENT POWERS

Schedule C – FOUNDATIONAL MEMBERS



SCHEDULE A SARS REQUIREMENTS FOR EXEMPTION FROM TAXES AND DUTIES

The Association intends to apply to the Receiver of Revenue for the exemption from appropriate taxes and duties in terms of sections 10(1)(cA)(i); 18 and 30 of the Income Tax Act and will comply with all relevant statutory requirements in order to qualify for such exemption, including:

1. Carry on its public benefit activities in a non-profit manner.
2. Comply with such conditions, if any, as the Minister may prescribe by way of regulation to ensure that the activities and resources of the association are directed in the furtherance of its objects.
3. Submit to the Commissioner a copy of and a copy of any amendment to the Constitution, under which it has been established.
4. Be required to have at least four persons, who are not connected persons in relation to each other, to accept the fiduciary responsibility of the association, and no other single person directly or indirectly controls the decision-making powers relating to that association.
5. In the event of the Association investing funds, invest such funds:
 - 5.1 with a financial institution as defined in section 1 of the Financial Services Board Act, 1990 (Act No. 97 of 1990); and/or
 - 5.2 in securities listed on a stock exchange as defined in section 1 of the Stock Exchanges Control Act, 1985 (Act No. 1 of 1985) ; and/or
 - 5.3 in such other prudent investments in financial instruments and assets as the Commissioner may determine after consultation with the Executive Officer of the Financial Services Board and the Director of Non---Profit Organisations; provided that the provisions of this sub---paragraph do not prohibit any such organisation from retaining any investment (other than any investment in the form of a business undertaking or trading activity or asset which is used in such business undertaking or trading activity) in the form that it was acquired by way of donation, bequest or inheritance.
6. Be prohibited from accepting any donation which is revocable at the instance of the donor for reasons other than a material failure to conform to the designated purposes and conditions of such donation, including any misrepresentation with regard to the tax deductibility thereof in terms of section 18A; provided that a donor (other than a donor which is an approved public benefit organisation or an institution, board or body which is



exempt from tax in terms of section 10(1)(cA)(i), which has as its sole or principal object the carrying on or any public benefit activity) may not impose conditions which could enable such donor or any connected person in relation to such donor to derive some direct or indirect benefit from the application of such donation.

7. Ensure that it is not knowingly a party to, and does not knowingly permit itself to be used as part of any transaction, operation or scheme of which the sole or main purpose is or was the reduction, postponement or avoidance of liability for any tax, duty or levy, which, but for such transaction, operation or scheme, would have been or would have become payable by any person under the Act or any other Act administered by the Commissioner.
8. Has not and will not pay any remuneration to any employee, office bearer, member or other person, which is excessive, having regard to what is generally considered reasonable in the sector and in relation to the service rendered and has not and will not economically benefit any person in a manner which is not consistent with its objects.
9. Comply with such reporting requirements as may be determined by the Commissioner.
10. Take reasonable steps to ensure that the funds which it may provide to any association of persons as contemplated in section 30(b)(iii) of the Act are utilised for the purpose for which they are provided.
11. Become registered in terms of section 13(5) of the Non-Profit Organisations Act, 1997 (Act No. 71 of 1997), within such period as the Commissioner may determine, and comply with any other requirements imposed in terms of that Act, unless the Commissioner in consultation with the Director or Nonprofit Organisations designated in terms of section 8 of the Nonprofit Organisations Act, 1997, on good cause shown, otherwise directs.
12. Has not and will not use its resources directly or indirectly to support, advance or oppose any political party.
13. Ensure that any books of account, records or other documents relating to its affairs are:
 - 13.1 where kept in book form, retained and carefully preserved by any person in control of the organisation, for a period of at least four years after the date of the last entry in any such book; or
 - 13.2 where not kept in book form, are retained and carefully preserved by any person in control of the organisation, for a period of four years after the completion of the transaction, act or operation to which they relate.



SCHEDULE B GENERAL ADMINISTRATIVE AND INVESTMENT POWERS

1. To employ staff and hire professional and other services.
2. To institute or defend any legal or arbitration proceedings and to settle any claims made by or against the Association.
3. To open and operate accounts with registered banks.
4. To make and vary investments and re-invest the proceeds of such investments on condition that any investments made by the Association shall be with Financial Institutions as defined in SCHEDULE A Clause 5 above.
5. To accept donations made to the Association and retain them in the form in which they are received, or sell them and reinvest the proceeds.
6. With regard to movable and immovable property and tangible and intangible assets of whatsoever nature:
 - i. to purchase, acquire or rent moveable, immoveable, corporeal and incorporeal assets and to procure licenses in respect thereof;
 - ii. to maintain, manage, develop, exchange, lease, sell, or in any way deal with the property and assets of the Association;
 - iii. to donate and transfer the property and assets of the Association to organisations with the same or similar objectives and the same exemptions from taxes and duties to those of the Association.
7. To borrow and to use the property or assets of the Association as security for borrowing.
8. To guarantee the performance of contracts or obligations of any person on condition that any such person is primarily engaged in activities which further the objectives of the Association.
9. To execute any act or deed in any deeds registry, mining titles or other public office.
10. To work in collaboration with other organisations and to amalgamate with any organisation with the same or similar objectives and the same exemptions from taxes and duties to those of the Association.
11. To exercise all the management and executive powers that are normally vested in the Board of Directors of a Company.
12. To exercise all the powers and authority of the Association not only in the Republic of South Africa but in any other part of the world.



SCHEDULE C FOUNDATIONAL MEMBERS

SCHEDULE C

SCHEDULE OF INITIAL MEMBERS

Name	Address	Date	Signature
1. Steen Olivier	4th Floor Baulch Avenue 25.6.15		
2. Alan Nelson	Nelson Mandela Estate		
3. A. Oosthuizen		25/6/2015	
4. Johan Walters		25/6/2015	Johan. Walters@uct.ac.za
5. Pieter du Toit	Bainstraat 46, Wellington	25/6/2015	pieterd@pepstores.com
6. Peter Torrington	Kesem Street Church 26 Kesem Street	25/6/11	ptorrington@bys.co.
7. J. J. Barendt	WATTEL STR 36 CECILIA	25/6/2015	jacob@barendt.co.za
8. CHARL STANDER	41 KIPLING ST. KRAAIFONTEIN	25/6/2015	CHARL SEPOS@GMAIL.CO
9. Quinto Elheine	90 11th Ave Boston	25/06/2015	Quinto - quintos@heine.co.za
10. Henning Viljoen	Kermantla 17 Vermont	25-06-2015	hviljoen@viljoendisc.co.za
11. Dirk Taljaard	Gladstone 40 Boston Boulevard	2015 06-25	dirk@taljaard@bille-society.co.za
12. Uys VANDER HOVEN	332 VALDE VIE, HAARL	25/6/15	
13. Lynne Pringle	1 Kirschenberg, Kirstenbosch	25.6.15	
14. MATILDA SMITH	26 Fifth Road HEATHFIELD 7945 (UCT LAW CLINIC)	25/06/2015	matilda.smith@uct.ac.za
15. Mzukisi Masi	17 Ploughman Cres, Summerstrand	25/06/2015	mzukisi@masi.co.za
16. Niclaas Haerter	32 Middelburg ST, WITZICHT, 7550	25/06/2015	niclaas@haerter.co.za