<u>MII Decision-Making Procedures</u>

Introduction

This ***'MII Decision-Making Procedures***' document sets out the decision-making roles of Council, Committees, Executive and Ordinary Members within the organization.

The organization follows a standard where the Council as the governing body makes decisions on the formation of policies and decides on issues of importance affecting the organization as a whole. It provides a supervisory role to the Committees including the Executive, and acts as a point of reference for all matters affecting the organization. The Executive as the operational Committee of the organization holds responsibility to implement Council decisions and make Executive decisions in its own right to ensure the effective management and running of the organization.

The MII decision making procedures generally follows a four stage process:

1. Proposal or matter raised by Ordinary member or Council member.
2. Discussed and considered at Council meeting(s), and decided on. A.) Forwarded to Committee for review and development where necessary. B.) Proposal is returned to Council by Committee and decided on by Council.
3. Council forwards proposal directly to Executive for implementation.

Additionally, any organizational decisions or proposals requiring member approval are ultimately decided on by Ordinary members at an Annual General meeting and are implemented accordingly.

<u>Council</u>

The Council is the primary decision-making body of the organization where proposals, policies and strategic matters are developed and decided on. The Council provides general supervision to the Executive in the exercise of its functions.

Ordinary members, Council members and Committee members including the Executive may raise proposals or matters before the Council. Proposals and matters are raised through the appropriate channels and may include rationale, objectives, and relevant supporting information.

Upon review of the proposal or matter it may be referred to a relevant Committee or Working Group or other stakeholder by the Council for its development, review and/or implementation.

If the proposal or matter is decided on by the Council it will be referred to the Executive for its implementation.

When considering a proposal or matter the Council will have regard to:

- Whether the proposal or action aligns with MII’s purpose.
- Potential impact on members and the organization as a whole.
- Feasibility and resource requirements.
- Compliance with financial and governance framework.
- Any other implications relating to the action or proposal.

The Council, or Committee or Working Group will monitor the implementation of decisions and may:

- Ensure continued alignment with MII’s purpose.
- Evaluate effectiveness.
- Address unforeseen issues.
- Ensure accountability.

Once a Council decision has been implemented the relevant Committee or Working Group records and reports any outcomes at Council meetings.

Council members and/or Ordinary members may provide feedback through appropriate channels which inform adjustments or future proposals.

Committees / Working Groups

The Council may refer proposals or matters to a relevant Committee or Working Group for development, review and/or implementation.

When considering a proposal or matter the relevant Committee or Working Group will have regard to:

- Whether the proposal or action aligns with MII’s purpose.
- Potential impact on members and the organization as a whole.
- Feasibility and resource requirements.
- Compliance with financial and governance framework.
- Any other implications relating to the action or proposal.

The Committee or Working Group will implement the proposal or matter once it is aligned; however, where necessary, the proposal or matter will typically be referred to the Executive for implementation.

The Committee or Working Group may consult with the Executive or Council or other stakeholders with a view to the effective development, review and implementation of a proposal or matter. Where it considers necessary, the Committee or Working Group may return a decision to the Council for clarification and/or revision. The Council may terminate a decision on the recommendation of the Committee or Working Group.

Once a decision has been implemented it will be monitored by the relevant Committee or Working Group. The outcomes are documented and reported at Council meetings.

Council members and/or Ordinary members may provide feedback through appropriate channels, which inform adjustments or future proposals.

Executive

As the Directors and Trustees of the organization, Executive members will make decisions to ensure the effective operation and executive leadership of the organization.

The Executive shall be responsible to make decisions and review matters relating to:

- Significant organizational changes such as proposals to amend bye-laws and the Constitution.
- Other decisions requiring member approval.
- The organization and day-to-day running of the MII.
- Operational business objectives and opportunities.
- Any matters which would otherwise be decided on by the Executive in the ordinary conduct of its affairs.

The Executive shall be subject to the supervision of the Council and will report regularly to Council on all its key decisions and on operations.

The Executive shall also be responsible for the implementation of Council decisions.

When considering the implementation of Council decisions the Executive may have regard to:

- The development of an action plan.
- The allocation of resources.
- Communication to stakeholders.
- Compliance with financial and governance framework.
- Any other considerations deemed necessary for the implementation of the proposal.

Where it considers necessary the Executive may return a decision to the Council or Committee or Working Group for clarification, and/or revision. The Council may terminate a decision on the recommendation of the Executive.

Once a Council decision has been implemented it shall be monitored by the Executive or relevant Committee or Working Group. The outcomes are documented and reported at Council meetings.

Council members or ordinary members may provide feedback through appropriate channels which inform adjustments or future proposals.

<u>Ordinary Membership</u>

Ordinary members may raise proposals and matters and such proposals or matters typically include rationale, objectives and supporting information and shall be addressed to the organization through the appropriate channels.

Ordinary members may also make decisions by voting on proposals put forward by resolution at Annual General Meetings (AGM) and Extraordinary General Meetings (EGM).

Annual General Meeting (AGM)

Ordinary Business and Special Business shall be decided on by vote of membership at AGM. The voting is subject to a required quorum of 30 members either in-person or by proxy.

Ordinary Business shall be proposed by ordinary resolution by Ordinary members or Council members or Executive members and in order to pass shall require a simple majority of 50% of the votes cast by members entitled to vote.

Ordinary business shall include:

- Approval of the company's statutory financial statements and the report of the directors and auditors.
- Approval of accounts and balance sheets.
- Election of Council members.
- The election of the President and President-elect where appropriate.
- Re-appointment of retiring auditors and fixing of remuneration of auditors.
- Any other routine business in order to ensure the effective operation of the MII.

Special Business may include:

- Amendments to the Constitution and Bye Laws.
- Urgent issues of concern affecting the organization which require member approval.
- Any other business which is considered outside of ordinary business.

Once a resolution is passed by the Ordinary members at Annual General Meeting it shall be implemented by the Executive or relevant Committee or Working Group.

Once a resolution has been implemented it shall be monitored by the Executive or relevant Committee or Working Group. The outcomes are recorded and reported at Council meetings.

Council members or Ordinary members may provide feedback through appropriate channels which inform future adjustments or future proposals.

Extraordinary General Meeting (EGM)

Special Business shall be decided on by vote of membership at EGM. The voting is subject to a required quorum of 30 members either in-person or by proxy.

Special Business shall be proposed by special resolution by Ordinary members, Council members or Executive members and in order to pass shall require 75% majority of the votes cast by the members entitled to vote.

Special Business may include:

- Amendments to the Constitution and Bye Laws.
- Urgent issues of concern affecting the organization which require member approval.
- Any other business which is considered outside of ordinary business.

Once a resolution is passed by the Ordinary members at Annual General Meeting it shall be implemented by the Executive or relevant Committee or Working Group.

Once a resolution has been implemented it shall be monitored by the Executive or relevant Committee or Working Group. The outcomes are recorded and reported at Council meetings.

Council members and/or Ordinary members may provide feedback through appropriate channels, which inform future adjustments or future proposals.

Policy Approved by MII Council on 2nd September 2025