



Constitution

Mahurangi East Residents and Ratepayers Association Incorporated

(MERRA)

**An Incorporated Society Under the Incorporated
Societies Act 2022**

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1. Name and Adoption of Constitution

- 1.1. The full legal name of the society governed by this Constitution is "Mahurangi East Residents and Ratepayers Association Incorporated", however the society is commonly referred to as MERRA, and it will be called MERRA in this Constitution.
- 1.2. As at the date of adoption of this Constitution MERRA does not have charitable status registration but may apply for this at a later date.
- 1.3. This Constitution is adopted by MERRA upon re-registration under the Act to replace the rules registered on 5 April 2006 under previous legislation.

2. Interpretation

- 2.1. In this Constitution except where a different intention appears:

“Act” means the Incorporated Societies Act 2022.

“Annual General Meeting” means the Annual General Meeting convened in accordance with regulation 7 below.

“Chairperson” means the current chairperson of MERRA.

“Constitution” means the MERRA Constitution from time to time, including amendments made to it in accordance with the Act and processes for doing so in the Constitution.

“Executive Committee” means all the elected executive committee members of MERRA, including the Chairperson and other Officers who have delegated tasks to manage various activities for MERRA.

“Financial Member” means at any time a Member who is not in default in paying subscriptions, membership fees and other financial obligations that are currently due to be paid to MERRA.

“General Meeting” means an Annual General Meeting or a Special General Meeting of the Members.

“Mahurangi East Peninsula” means the peninsula located to the south of the intersection of Ridge Road and Martins Bay Road, bordered by Te Kapa River and estuary to the East and the Mahurangi Harbour to the West.

“**Member**” means a person who has been admitted as a member of MERRA in accordance with regulation 5 below, and ‘membership’ has the corresponding meaning.

“**Officer**” means an elected member of the Executive Committee (including the Chairperson, the Secretary, the Treasurer) and any other person defined as an Officer under applicable legislation.

“**Ordinary Resolution**” means a resolution passed by a simple majority (of more than 50%) of Financial Members entitled to vote; and in the case of an Executive Committee resolution of more than half the Executive Committee members entitled to vote.

“**Property**” for the purposes of determining membership rights under regulation 5.1 and liability for subscriptions under regulation 5.9, means a parcel of land which is located within the Mahurangi East Peninsula or which is accessed from Ridge Road, with or without a Residence or Residences on it, together with any adjoining land (even if such land is on more than one legal title).

“**Ratepayer**” means a legal owner of a Property, including all persons who are registered as owners.

“**Residence**” means a building used as a dwelling, whether for permanent or occasional occupation.

“**Resident**” means a person who resides at a Property. This may be as their main home or as their occasional home (such as holiday home or part-time residence). A Resident may also be a Ratepayer. To be considered a Resident, if a person is not a Ratepayer, they must have a legal right of occupation, such as by way of a lease or tenancy agreement. Occupiers under a short stay or holiday hire will not qualify as a Resident.

“**Secretary**” means the current secretary of MERRA.

“**Special General Meeting**” means a General Meeting of the Members of MERRA other than an Annual General Meeting.

“**Special Majority**” means a majority of two-thirds or more of Financial Members entitled to vote at a General Meeting.

“**Special Resolution**” means a resolution passed by a Special Majority.

“**Treasurer**” means the current treasurer of MERRA.

“Working Day” means any day other than a Saturday or Sunday or a public holiday which is celebrated in Auckland. This term also excludes any day between 20 December and 14 January in any year.

“Written Notice” means a notice that meets the requirements of regulation 11.1 below.

- 2.2. References in the singular are also references in the plural and references in the plural are also references in the singular.

3. Purposes

- 3.1. MERRA’s purposes are:

- a) To promote and advance the interests and welfare of Members and of other Residents and Ratepayers of Properties located within the Mahurangi East Peninsula.
- b) To safeguard and enhance the special character and natural environment values of the Mahurangi East Peninsula, and of the Mahurangi Harbour, the Te Kapa River and surrounding areas.
- c) To work with Auckland Council, Department of Conservation, Auckland Transport and any other relevant body to further these purposes.
- d) To inform and involve Members and all other persons who have an interest in these purposes.
- e) From time to time to undertake projects and initiatives and do other things that are incidental or conducive to the attainment of these purposes.
- f) To organize and hold meetings and social gatherings that are intended to further the interests of Members, and which are otherwise incidental to these purposes.

- 3.2. For the avoidance of doubt MERRA is a “not for profit” organization. It will not undertake any activity whereby any Member may personally derive financial benefit, and no surpluses or assets may be conferred upon Members at any time, nor may they be distributed to Members when it is wound up.

4. Values and Conduct

- 4.1. MERRA will act as a steward and guardian of the interests of Members and (to the extent it is able to do so) of the inhabitants and the natural environment of the Mahurangi East Peninsula, the Mahurangi Harbour, the Te Kapa inlet and surrounding land and waterways.
- 4.2. MERRA will recognise the diversity of interested groups and persons and will fairly consider the interests of all, encouraging participation in its activities.
- 4.3. MERRA will act with integrity and respect for others, committing to pursuing these values in dealings with each other, as a group and with third parties.

5. Membership

Eligibility

- 5.1. To be eligible for membership a person must be either a Ratepayer or a Resident of a Property. This regulation is read subject to regulation 5.2 below.
- 5.2. Membership is restricted to two Residents per Property, however if the Property is tenanted then up to two Ratepayers of that Property may also join.

Admission

- 5.3. To apply for membership an application form or other joining process determined by the Executive Committee must be completed and (if not submitted online) emailed or otherwise delivered to the Secretary. The application process will include the applicant's consent to become a Member (if they are accepted), as is required by section 76 of the Act.
- 5.4. Once the application process has been completed an applicant will be notified by the Secretary whether the application has been accepted or declined. An application may be declined because the applicant is not eligible or for the reasons set out in regulation 5.5. If an application is declined there is no obligation to give reasons for that decision and the Executive Committee will have no liability to the applicant.
- 5.5. A former Member may apply to be re-admitted to membership. Where that person ceased to be a Member because their membership was

terminated by MERRA the Executive Committee has an unfettered right to decline the application. It may also accept the application subject to conditions.

Subscriptions

- 5.6. Subscriptions to be levied for the following year will be determined at each MERRA Annual General Meeting.
- 5.7. Annual subscriptions shall become payable each year on a date to be determined by the Executive Committee. New Members will become liable to pay their current year annual subscription in full on the day they are accepted as a Member.
- 5.8. Annual subscriptions are not refundable when membership terminates.
- 5.9. There will be a maximum of one subscription payable per Property, except in the case of a Property where there are both Residents and Ratepayers as Members, in which event one subscription will be payable by a Ratepayer Member and one by a Resident Member, i.e. a maximum of two subscriptions being payable for that Property.

Members' rights, privileges and obligations

- 5.10. Members will benefit from the Purposes set out above, including information sharing and assistance. The Executive Committee reserves the right for MERRA to also confer some of these benefits on persons who are not Members.
- 5.11. Members who are Financial Members will have the right to vote at General Meetings.
- 5.12. Every Member shall provide MERRA in writing with that Member's name and contact details (namely, email address (if they have one) and a telephone number) and promptly advise MERRA in writing of any changes to those details.
- 5.13. All Members shall promote the interests and purposes of the MERRA and shall do nothing to bring MERRA into disrepute.
- 5.14. No Member shall publish, or in any way provide support to the publication of any information that is disparaging of MERRA, of the Executive Committee or of any individual Officer.

Termination of Membership

- 5.15. Any Member may resign their membership by giving notice in writing to that effect to the current Secretary. Every such notice shall take effect as from the date it is received.
- 5.16. Any Member's membership may be terminated following an Ordinary Resolution of the Executive Committee upon the occurrence of any of the following, namely, if the Member:
- a) is in arrears by more than twelve (12) months in payment of any sum due to MERRA; or
 - b) otherwise fails to perform any obligation as a Member; or
 - c) in the opinion of the Executive Committee does or attempts to do anything which would or might bring MERRA into disrepute.
- 5.17. If a person no longer meets the eligibility requirements in regulation 5.1 they will, as from the date that eligibility ceased, also cease to be a Member.
- 5.18. Termination of membership shall not release the Member concerned from any prior or existing liability to MERRA.
- 5.19. Upon termination of membership the Member will be notified by the Secretary and all rights of the Member shall end and shall no longer be available to that Member.

Members register

- 5.20. The Executive Committee will keep an up-to-date register of current Members, which will include the name of each Member, current contact details and any other information required by law.
- 5.21. Members will do all things and sign all documents (including if required a privacy waiver) required to enable the Executive Committee to hold and process their personal information on the Members' register.

6. The Executive Committee

- 6.1. MERRA shall at all times be managed by an Executive Committee comprising not less than 6 nor more than 10 Financial Members who will be elected and hold office in accordance with the paragraphs below.
- 6.2. The Executive Committee shall:

- a) conduct and manage and supervise MERRA's operation and affairs including holding and dealing with MERRA assets and funds to further its purposes; and
 - b) keep usual and proper financial accounts and maintain all other records of MERRA business; and
 - c) keep Members informed about their activities and actions undertaken on behalf of MERRA (such as through newsletters); and
 - d) prepare and submit to the Annual General Meeting a report, balance sheet and statement of accounts for the preceding year; and
 - e) prepare for and conduct the Annual General Meeting.
- 6.3. Not less than 15 Working Days prior to every Annual General Meeting, nominations shall be called for the election of the Executive Committee for the forthcoming year.
- 6.4. Voting on the nominations received shall be at the Annual General Meeting and in accordance with regulation 7 below.
- 6.5. All members of the Executive Committee as elected at any Annual General Meeting shall take office on the first day immediately following the day on which they were elected and shall remain in office until:
- a) their resignation or death or ineligibility or disqualification to be an Officer under this Constitution or any law; or
 - b) their removal from office by Special Resolution at a Special General Meeting; or
 - c) the election of successors to office at the next Annual General Meeting (they will remain in office until the newly elected Executive Committee takes office).
- 6.6. The Executive Committee shall have the power to appoint a Financial Member to fill any casual vacancy in the Executive Committee in a situation where one of them resigns, dies, is incapable of holding office, or is removed, or if at any time there are insufficient Executive Committee members able to hold key positions. Such appointment shall be effective until the next Annual General Meeting. Any Member so appointed shall retire at the next Annual General Meeting but may be eligible for re-appointment.
- 6.7. The Executive Committee when elected and from time to time thereafter shall elect one of their number as the Chairperson provided that, unless the Executive Committee unanimously agrees otherwise no Chairperson shall hold that office for no more than 5 continuous years. The Executive Committee will, in the same manner, elect from their number the Treasurer and the Secretary, however no person shall be restricted from acting in that capacity by reason of the length of their time in that office.

- 6.8. Upon ceasing to be a member of the Executive Committee, or otherwise as an Officer, that person shall promptly deliver to the Chairperson all MERRA books and records (without keeping copies) and also any other property belonging to MERRA, which in either case is then in their possession or under their control.
- 6.9. The Secretary shall:
- a) Record all minutes of all General Meetings and Executive Committee meetings and all such minutes when confirmed by the next meeting and signed by the Chairperson of that meeting shall be prima facie evidence that the meeting was duly called and as a true and correct record of the meeting; and
 - b) Hold all MERRA records documents and books; and
 - c) Deal with and answer correspondence and perform such other tasks as the Executive Committee determine; and
 - d) Act as the contact person required by section 113 of the Act,
 - e) Keep all of MERRA's registers and update them from time to time.
- 6.10. The Treasurer shall:
- a) Keep such books of account as may be necessary to provide a true record of MERRA's financial position, and report on its finances to the Executive Committee at each Executive Committee meeting; and
 - b) Present an annual statement of accounts (including income and expenditure over the previous 12 months and a balance sheet) to the Annual General Meeting.
- 6.11. Subject to this Constitution and to applicable laws, the Executive Committee may in all respects regulate its own procedures and make such arrangements as to its own proceedings as will fully discharge its duties and advance the interests of MERRA, which may from time to time include co-opting persons who are not on the Executive Committee if they have particular skills or experience of value to assist them. The Executive Committee may from time to time set up sub-committees for projects or tasks which are consistent with its powers and duties. In meetings and in decision making the Executive Committee and Chairperson will follow meeting guidelines and standing orders which may be developed by them for that purpose.
- 6.12. Subject as provided below, meetings of the Executive Committee may otherwise be convened in such manner (including electronically or virtually) and at such times and places as the Chairperson shall determine.
- 6.13. At a meeting of the Executive Committee 50% of the number of current committee members shall constitute a quorum and unless otherwise determined by the Chairperson a simple majority of Executive Members

present is required to pass a resolution. The Chairperson will not have a casting vote at Executive Committee meetings.

- 6.14. The Executive Committee members, when exercising their powers or performing any duties, must act in good faith and in the best interests of MERRA and must otherwise meet their legal obligations as officers of an Incorporated Society.
- 6.15. Members of the Executive Committee must, as soon as they become aware of it, disclose to all other Executive Committee members if, in respect of any MERRA transaction or concern they are “interested” (as that term is defined in section 62 of the Act). The term “interested” where used in this section includes obtaining or potentially obtaining a personal financial benefit from the matter, being related by blood or marriage to a person who does so, having a financial interest in any person or organization which does so, or being related by blood or marriage to a person who has such financial interest.
- 6.16. Unless before any voting all other members of the Executive Committee otherwise agree in writing, if a member of the Executive Committee has an interest in a matter to be decided in an Executive Committee meeting they must not vote on the matter, however they may be involved in any discussion about it. No document which records a transaction or which is otherwise connected to a matter in respect of which a member of the Executive Committee has an interest may be signed by that person. If 50% or more of the Executive Committee are interested in any matter the Chairperson must call a Special General Meeting and the matter must be decided by the Members at such meeting.
- 6.17. If it is discovered by the Executive Committee that an interest that should have been declared has not been declared, the Executive Committee must immediately notify the Members of that failure. Such failure will not invalidate the matter voted or acted upon by the Executive Committee, however this does not affect the right of any person to apply for judicial review.
- 6.18. Subject to any legal limitations to doing so, MERRA will indemnify each member of the Executive Committee against any liability resulting from any claim or legal proceeding (including settling any such claim or proceeding, and against the costs incurred in defending or settling any such claim or proceeding) for any past or future act or omission done in their capacity as a member of the Executive Committee but on the strict condition that the liability is not criminal or from breach of fiduciary duty or of a duty to act in good faith.

7. General Meetings

- 7.1. MERRA's Annual General Meeting shall be held once a year not later than three months after the end of its financial year, or as soon thereafter as is practical, having regard to the need to produce up to date financial accounts to the meeting.
- 7.2. Any General Meeting may be held on such date, at such place, and in such manner (including by online or electronic voting or meeting formats) as the Executive Committee determines best meets the needs of Members and the surrounding circumstances.
- 7.3. Except in accordance with regulations 7.4 and 7.5 below, attendance and voting at any General Meeting shall be restricted to Financial Members.
- 7.4. The Executive Committee may at its sole discretion also invite another person or persons who is/are not a Member to attend any General Meeting and may also grant such person/s speaking rights to specific items of business or as directed by the Executive Committee. However, no such person or persons shall have voting rights.
- 7.5. Any Member may also invite one or more guests to attend General Meetings. Any guest of a Member may, but at the complete discretion of the Chairperson, be granted speaking rights. However, no such person or persons will have voting rights.
- 7.6. The Annual General Meeting shall be held for the following purposes:
 - a) to receive and approve the minutes of the previous Annual General Meeting.
 - b) to receive from the Executive Committee a report, including the balance sheet and statement of accounts for the preceding year, and for the Members to discuss them to the extent that discussion is sought by the Members present.
 - c) to receive from the Executive Committee (or from such other person or persons as it nominates) any other report, information, data, paper, or presentation relevant to the agenda and to discuss them as required by the Members present.
 - d) to elect the Executive Committee for the forthcoming year.
 - e) to discuss and vote on any resolution that has been proposed in accordance with regulation 7.7 below.
 - f) to discuss any other issue or matter which a Member requests to be discussed, provided that the issue or matter is (in the sole opinion of the Chairperson) appropriate for the Annual General Meeting and of relevance to MERRA.

- 7.7. No resolution may be put to any General Meeting by a Member or be voted upon at the meeting unless the resolution (including the precise text of the resolution sought by the Member) and any supporting information are supplied to the Secretary at least 10 Working Days before the meeting (time being of the essence). This is to enable the Secretary to notify the Members of the full meeting agenda and of all resolutions to be passed, and to supply supporting information to Members so that they may make an informed decision about whether or not to attend the meeting and/or vote on the resolution.
- 7.8. The Chairperson, or in their absence or inability any other member of the Executive Committee, may at any time and for any purpose call a Special General Meeting.
- 7.9. The Executive Committee must also call a Special General Meeting if so requested by not less than 15 current Financial Members provided that the Executive Committee has first received a Written Notice signed by all such Financial Members stating in sufficient detail all purposes for which the meeting is required.
- 7.10. Not less than 15 Working Days' prior notice of any General Meeting shall be given to each Member together with a proxy form; and in the case of the Annual General Meeting, a call for nominations to the Executive Committee and an invitation for members to submit any resolutions pursuant to regulation 7.7.
- 7.11. An agenda for any General Meeting shall be made available to each Member not less than 5 Working Days prior to the General Meeting together with any supporting documents to be considered or voted upon, including, in the case of the Annual General Meeting, a copy of the annual report, balance sheet and statement of accounts.
- 7.12. At all General Meetings the Chairperson shall take the chair, provided however that in the Chairperson's absence a General Meeting shall be chaired by such other person as the meeting, by majority of Financial Members present, by show of hands, approves.
- 7.13. Voting rights at any General Meeting, whether with respect to a resolution or otherwise, shall be as follows:
 - a) Only Financial Members may vote.
 - b) Financial Members shall each only have one vote.
 - c) Members having voting rights may exercise those rights by being present in person, or by appointing another Financial Member as their proxy to vote on their behalf, using a proxy form supplied under regulation 7.10.

- d) a vote by way of secret ballot may be called at the discretion of the Chairperson.
 - e) in the case of an equality of votes the Chairperson shall not have a casting vote in addition to their own ordinary vote.
- 7.14. Except as otherwise provided in this Constitution, any resolution put to Members shall be passed by a simple majority of those Members entitled to vote.
- 7.15. At all General Meetings a quorum is 15 Financial Members (persons voting by proxy will be included in calculating the quorum). If the Secretary has, by the start of a General Meeting, received a properly completed proxy form from a Financial Member appointing another Financial Member as their proxy to vote on their behalf at the meeting they shall be included in the quorum as if they were present at the meeting.
- 7.16. If within half an hour after the scheduled start time of a General Meeting no quorum is present the Chairperson will adjourn the meeting to a later date and time within the following 5 Working Days but if at the adjourned General Meeting no quorum is present those present at that meeting will constitute a quorum.
- 7.17. The Executive Committee will ensure that accurate minutes are kept of every General Meeting and that these minutes are ratified by Ordinary Resolution at the next General Meeting. All such minutes will be kept by the Secretary and made available for inspection by any Member requesting such access.
- 7.18. If at a General Meeting any person present (whether they are a Financial Member or otherwise) is unduly disruptive to an extent that they may frustrate the meeting process, the Chairperson may, in their absolute discretion, direct that they be removed from the Meeting and the Meeting will not continue until they leave.
- 7.19. Subject to applicable laws and regulations, and on condition that all Members received notice of the matters to be resolved (with any relevant supporting information) not more than 60 nor less than 10 Working Days before it is passed, an effective and binding resolution of MERRA may be passed in lieu of a General Meeting if it is signed by not less than two-thirds of the number of Members who would have been entitled and required to vote on the matters decided at a General Meeting. A copy of a resolution so passed will be sent to all Financial Members within 5 working days after it is passed.

8. Amendment of the Constitution

- 8.1. Except for minor or technical amendments made in accordance with section 31 of the Act, a Special Resolution passed at a General Meeting is required to vary or replace the Constitution.
- 8.2. If a Financial Member wishes to vary or replace this Constitution, they must give a Written Notice to the Secretary detailing their reasons for the request and they must at the same time supply the Secretary with any supporting materials they rely upon, together with the precise text of the variations or any replacement Constitution they are seeking.
- 8.3. If the Executive Committee considers that the proposed variations or replacement Constitution have merit, and in any event if the Member seeking the variation/s or replacement Constitution is supported by 15 or more additional Financial Members, they will call a Special General Meeting for Members to vote on the proposed changes.
- 8.4. Before calling the Special General Meeting to determine any variation to, or replacement of this Constitution, the Executive Committee may first invite the Members proposing the changes to explain them to interested Members at an informal meeting, to give other Members time before the proposed Special General Meeting to consider the proposed changes and if required seek advice on them.

9. Powers of Investment, Borrowing and Finances

- 9.1. All monies received by or on behalf of MERRA shall forthwith be paid to its credit in an account with such trading bank as is arranged from time to time by the Executive Committee and all cheques, authorities or other documents of withdrawal on the account shall be signed by not less than 2 members of the Executive Committee.
- 9.2. The Executive Committee may from time to time invest and re-invest MERRA's funds, as are not required for its immediate business, with its trading bank upon such terms as it shall think fit.
- 9.3. The Executive Committee may not procure or permit MERRA to enter into a transaction where the total cost to MERRA of that transaction exceeds \$7,000.00 unless the transaction is approved by a Special Resolution of the Members passed in accordance with this Constitution.
- 9.4. MERRA may, but only if authorized by a resolution at a General Meeting, borrow or raise money from time to time. Any such borrowing may be secured or unsecured.

9.5. MERRA's financial year is between 1 April in any year until 31 March in the following year.

10. Registered Office

10.1. MERRA's registered office shall be situated at such place as is decided from time to time by the Executive Committee.

10.2. Notice of every change of situation of the registered office shall be duly sent to the Registrar of Incorporated Societies.

11. Notices

11.1. Every notice required to be given by or to any Member under this Constitution must be a Written Notice. To qualify as a Written Notice a notice must be in writing, and it must be written in English.

11.2. A Written Notice will be sufficiently served upon a Member if it is sent by MERRA to the email address supplied to it by that Member. If a Member does not have a current email address the notice will be sufficiently served if left at their Property.

11.3. A notice served by email is considered served when it has been sent by confirmed email.

11.4. A notice to MERRA must be emailed to the Secretary at their email address published on MERRA's website or hand delivered to its current Chairperson or Secretary.

12. Winding Up

12.1. The Members may by a Special Majority resolve to liquidate MERRA. This may be at a General Meeting or by resolution under regulation 7.19.

12.2. MERRA may also be liquidated or wound up by the Court or by some other legal process.

12.3. If MERRA is wound up its debts costs and liabilities shall be met from its assets.

- 12.4. Any surplus funds will then be distributed to some other not-for-profit organization that has purposes similar to MERRA, as is determined by the vote of a Special Majority of Members. Such vote shall be conducted in the same fashion as a Special General Meeting, or otherwise as provided in the Act. If at the time of distribution MERRA has no Members, or it has insufficient Members to pass an effective resolution, then surplus funds shall be distributed according to a vote taken or resolution passed by not less than two-thirds of those persons who were Financial Members at the most recent time when MERRA had sufficient Members and who participate in that vote or resolution.

13. Enforceability

- 13.1. Any invalidity or unenforceability of any part of this Constitution shall not prejudice or affect the validity of the remainder of it.
- 13.2. Any indulgence or waiver by MERRA or the Executive Committee with respect to any Member or any other person shall not be construed as an indulgence or waiver with respect to any other Member or any other person nor will it oblige MERRA or the Executive Committee to grant an indulgence or waiver at any other time, nor shall it otherwise affect the application of any other part of this Constitution.

14. Complaints and Dispute Resolution

- 14.1. If MERRA has, or if any Member (which may be in their capacity as a member of the Executive Committee) (Complainant) has, any dispute or difference in any way concerning MERRA (which may include an allegation of misconduct, breach of obligations, breach of rights or breach of process) they may lodge a complaint (Complaint) by notifying it to the Secretary.
- 14.2. Notification of a Complaint must be made in the form of a Written Notice, and it must include a full description of the matter or matters complained about. It must be accompanied by all supporting documents, evidence and information relied upon by the Complainant.
- 14.3. The Complainant and the Executive Committee must then (in confidence and, not without the Complainant's express permission, involving any other person in the process) attempt to agree upon a resolution of the dispute or difference which is satisfactory to the Complainant and to MERRA.
- 14.4. If within 14 Working Days after so notifying the Complaint it is not resolved by agreement the Complainant may then notify the Executive Committee

that the Complaint must be determined in accordance with the Dispute Resolution Process set out in Schedule A below.

Signed by 3 Members

Date: _____

Name

Signature

Name

Signature

Name

Signature

Schedule A: Dispute Resolution Process

Escalation

The process below prescribes how a Complaint shall be determined or resolved if it is not resolved under regulation 14.

Investigating and determining Complaint

The Executive Committee must, as soon as is reasonably practicable after receiving a notice under regulation 14.4, ensure that the matter complained about is investigated and determined by a person or body (Decision Maker) (such as for instance a sub-committee of the Executive Committee or an external person or body) or alternatively resolved by a consensual process such as mediation.

The decision on the method of determination or resolution will be decided by the Executive Committee, having regard to the nature of the Complaint, urgency, and its importance to the parties involved.

Complaints and disputes must be dealt with in a fair, efficient, and effective manner.

Executive Committee may decide not to proceed further with Complaint

Having reviewed the Complaint and accompanying materials the Executive Committee may decide not to proceed further with a Complaint if they consider that:

- the Complaint is trivial; or
- the Complaint does not appear to disclose or involve any allegation of the following kind:
 - that a Member or Officer has engaged in material misconduct; or
 - that a Member or Officer has materially breached, or is likely to materially breach, a duty under the Act or under the Constitution or any bylaws; or
 - that the Complainant's rights or interests have been materially damaged; or
- the Complaint appears to be without foundation or there is no apparent evidence to support it; or
- the Complainant has an insignificant interest in the matter; or
- the conduct, incident, event, or issue giving rise to the Complaint has already been investigated and dealt with by the Society; or
- there has been an undue delay in making the Complaint.

Decision makers

Any person who acts as a Decision Maker under the processes in this Schedule must be competent and impartial.

If 2 or more members of the Executive Committee at any time during a dispute resolution process consider that there are reasonable grounds to believe that the person may not be impartial; or that they are unable to consider the matter without a predetermined view, then the Executive Committee must immediately appoint a replacement Decision Maker.

Person who makes Complaint has right to be heard

A Member or an Officer who makes a Complaint has a right to be heard before the Complaint is resolved or any outcome is determined.

If MERRA makes a Complaint,—

- it has a right to be heard before the Complaint is resolved or any outcome is determined; and
- any Officer may exercise that right on MERRA's behalf.

Without limiting the manner in which the Member, Officer, or MERRA, may be given the right to be heard, they must be taken to have been given the right if—

- they have had a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
- an oral hearing (if any) was held before the Decision Maker; and
- the Member's, Officer's, or MERRA's written statement or submissions (if any) were considered by the Decision Maker.

Person who is subject of Complaint has right to be heard

This clause applies if a Complaint involves an allegation that a Member, an Officer, or MERRA (the Respondent) —

- has engaged in misconduct; or
- has breached, or is likely to breach, a duty under the Constitution or the Act; or
- has damaged the rights or interests of the Complainant or the rights or interests of Members generally.

The Respondent has a right to be heard before the Complaint is resolved or any outcome is determined.

If the Respondent is MERRA, a member of the Executive Committee may exercise the right on its behalf.

Without limiting the manner in which a Respondent may be given a right to be heard, a Respondent must be taken to have been given the right if—

- the Respondent was fairly advised of all allegations concerning them, with sufficient details and time given to enable the Respondent to prepare a response; and
- the Respondent had a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
- an oral hearing was held (if the Decision Maker considered that an oral hearing was needed to ensure an adequate hearing); and
- any oral hearing was held before the Decision Maker; and
- the Respondent's written statement or submissions (if any) were considered by the Decision Maker.