

ANNUAL GENERAL MEETING MINUTES OF THE MEDICAL TECHNOLOGY ASSOCIATION OF NZ

3:30pm, 25 June 2024

MINUTES OF THE 2023 AGM

Minutes were circulated prior to the meeting and were taken as a true and correct record of the meeting. There were no matters arising from last minutes.

Approved: *Andrew Short, Permobil*

Seconded: *Anthony Blythe, Arjo*

ELECTION OF EXECUTIVE BOARD

Note that the election of the executive board was brought forward in the agenda to allow the maximum number of members to vote.

2023 Board members:

- Erin Currie, Philips
- Andrew Hickey, Intermed
- Chris Iles, Obex
- Sarah Najdek, Johnson & Johnson Medtech stood down in December 2023 and Amy Wilkinson was seconded
- Anne Familton, Becton Dickinson
- John Matthews, EBOS Healthcare
- Wing Lam Wong, Roche Diagnostics

The following nominees stood for election.

Nominations:

The following existing board members sought re-election:

- Erin Currie, Country Manager, Health Systems, Philips (Currently Deputy Chair)
- John Matthews, NZ Manager, EBOS Healthcare
- Amy Wilkinson, GM and Country Director at J&J MedTech (Seconded)

Additionally, three new nominees stood:

- Kate King, Director of Government Affairs, Medtronic, ANZ
- Polo Guilbert-Wright, Senior Director Government Affairs, ANZ
- Yariv Levin, Chief Compliance Officer, Toku Eyes

The membership voted with the following result.

Election Result

- Erin Currie, Country Manager, Health Systems, Philips (Currently Deputy Chair)
- Kate King, Director of Government Affairs, Medtronic, ANZ
- Amy Wilkinson, GM and Country Director at J&J MedTech (Seconded)

Andrew Hickey moved that the voting papers be destroyed.

Approved: *Pieter Wijnhoud, Obex*

Seconded: *Chandra Selvadurai, Pharmaco*

PRESIDENTS REPORT

Andrew Hickey presented the following report:

A sentiment that would have rung true at any time in the past half-dozen years or so, but one that is particularly relevant to the past 12 months. A change of government, new health ministers, the passing of a new regulatory regime, the subsequent plan to repeal that same legislation, ongoing uncertainty around division of responsibility between stakeholders in the health sector, internal staff changes, new board members, and a new chair. It has been a period that has tested MTANZ as an organisation, challenging us to be agile and adapt to what seemed to be an endless stream of new information to digest and respond to. That being said, I am filled with a great sense of pride to say that not only have we survived, but we have thrived during this period of evolution. I firmly believe we have provided significant value to our most important stakeholders – our members – during this period.

A little over a year ago, we were in the midst of a public consultation process regarding the Therapeutic Products Bill (as it was known at the time). This bill went on to be passed through parliament by the previous Labour Government in July 2023. Renamed the Therapeutic Products Act (TPA) after passing through the parliamentary process, it was set to change the regulatory regime for medical devices in New Zealand, ultimately significantly impacting the future operating environment of our industry and for all members. Advocating on behalf of the industry regarding this piece of legislation and the Rules and Regulations that were to follow would have dominated much of MTANZ's focus for the foreseeable future.

Fast forward to May 2024, and with the new coalition government in place, a government which promises to be more consultative and to listen more carefully to industry, we have been provided somewhat of a 'second chance' regarding regulatory reform in New Zealand, given the government's stated policy of repealing the TPA. While we welcome this as a positive for MTANZ and our members, the ongoing stakeholder engagement and consultation process around what a 'future state of medical device regulation for New Zealand' will be remains unclear at this stage. It is great that the government has delivered on its promise to repeal the TPA, but it also inevitably leads to uncertainty around what will replace it in due course. Much of MTANZ's focus for the foreseeable future will be on ensuring that our voice is heard, and we have a seat at the table as any new regulatory legislation is being developed. As part of our response to the ongoing work related to regulatory reform, MTANZ introduced a new Special Advisory Group in the past year, the Regulatory Affairs Group (or the RAG), to help build our capacity and capability to engage with relevant stakeholders on this critical matter.

While we should acknowledge the win regarding the repeal of the TPA, the battle to ensure a 'Fit for Purpose' regulatory regime for medical devices in New Zealand is not over. With the RAG now established, MTANZ is better positioned than ever before to respond to and inform future policy direction around medical device regulation.

Our other Special Advisory Groups – the Government Affairs and Policy (GAP) and the Market Access Group (MAG) – have continued to deliver on their agreed workplans. Given the rapid changes in the political environment over the past 12 months, the GAP has proven to be an invaluable resource and advisor for Cushla and her team, as well as the board. The MAG continue to advocate for clear 'Rules of Engagement' with organisations such as Te Whatu Ora / Health New Zealand and Pharmac, as these organisations' remits continue to evolve. Looking forward, both the GAP and the MAG have clearly stated strategic objectives that align with the boarder organisational plan and significant workstreams ahead as the new government rolls out its vision for the health sector. I am confident that with the technical expertise in each of the three Special Advisory Groups, building off groundwork already in place, and continued strong member engagement, we are well-positioned to deliver on our strategic plan.

The last year has also been a very busy one for the team at MTANZ, delivering on a very successful Healthtech Week in June 2023 and our first Dental Expo since before COVID. These two major events, along with several other exhibitions throughout the year, culminated in a very strong financial result for FY24. It is a credit to the MTANZ team that these financial results were delivered despite some staff turnover and changes to our underlying operating structure during the year.

As we enter FY25, there are significant objectives to achieve and challenges to overcome. However, we have already established good working relationships with the new government, we are engaged with the right stakeholders at Pharmac and Health New Zealand, and I believe we should be optimistic about the year ahead. It is worth noting that from a governance perspective, over the next year, the board will be looking to finalise an update to the MTANZ constitution in order to bring us in line with the requirements of the updated Incorporated Societies Act. You will hear more about this in due course, and will require approval of the membership at a General Meeting, likely the next AGM if not before.

In closing, I would like to acknowledge and thank some individuals. To all of the members of the Special Advisory Groups, thank you for your expertise and for being so giving of your time. To my fellow board members, - thank you once again for your ongoing support and wise counsel. And last but certainly not least, I want to specifically acknowledge and thank Cushla Symth, who has been the driving force of the MTANZ organisation.

Approved: Andrew Short, Permobil

Seconded: Alex Bamford, Bamford

CHIEF EXECUTIVE OFFICER'S REPORT

Cushla Smyth presented the slide deck in Appendix One.

Accepted: Katie Noble, Allied Medical

Seconded: Kate King, Medtronic

FINANCIAL REPORT

Chris Isles presented the Annual Accounts for 2022-2023

- Surplus: \$147,640, Budget \$59,660, LY (\$44,949)
- Operating income – 22% above Budget
- Gross profit – 8% above Budget
- Operating expenses – 0% against Budget
- Net Assets: \$602k, 32% increase over 2023

- Budget FY25: \$59k deficit.
- Clean audit report
- Reporting changes

Approved: Anthony Blythe, Arjo

Seconded: Kate King, Medtronic

INCORPORATED SOCIETIES ACT CHANGES

Andrew Hickey presented the slide deck in Appendix Two to highlight the changes to the legislation detailing timing and new responsibilities for board members.

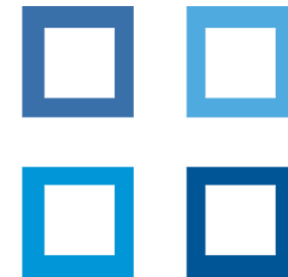
GENERAL BUSINESS

- It was raised that new management at Health NZ may make engagement for industry more difficult and therefore MTANZ should have a plan to mitigate this.

5.00pm AGM closed

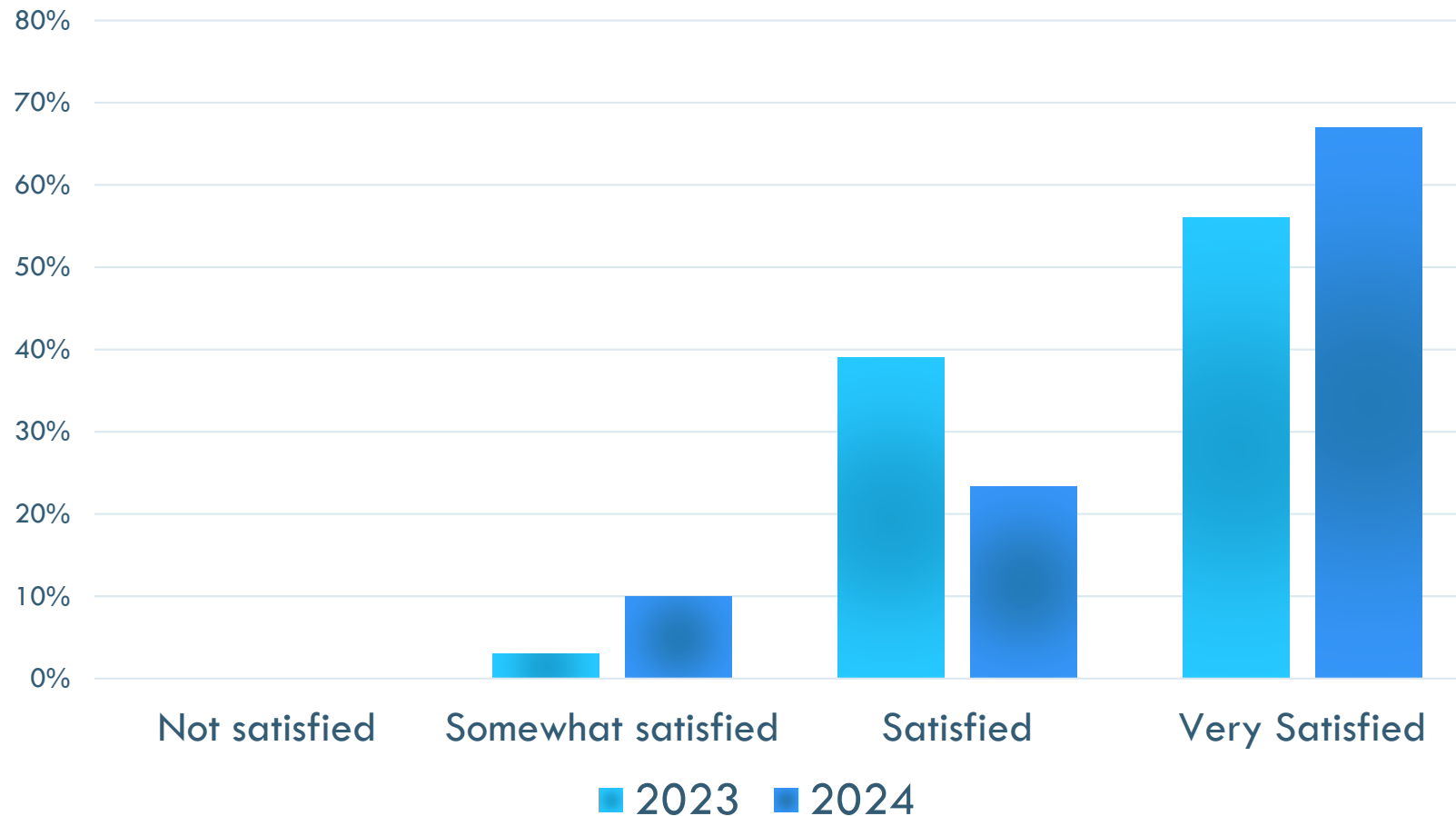
MTANZ CEO REPORT

June 2024



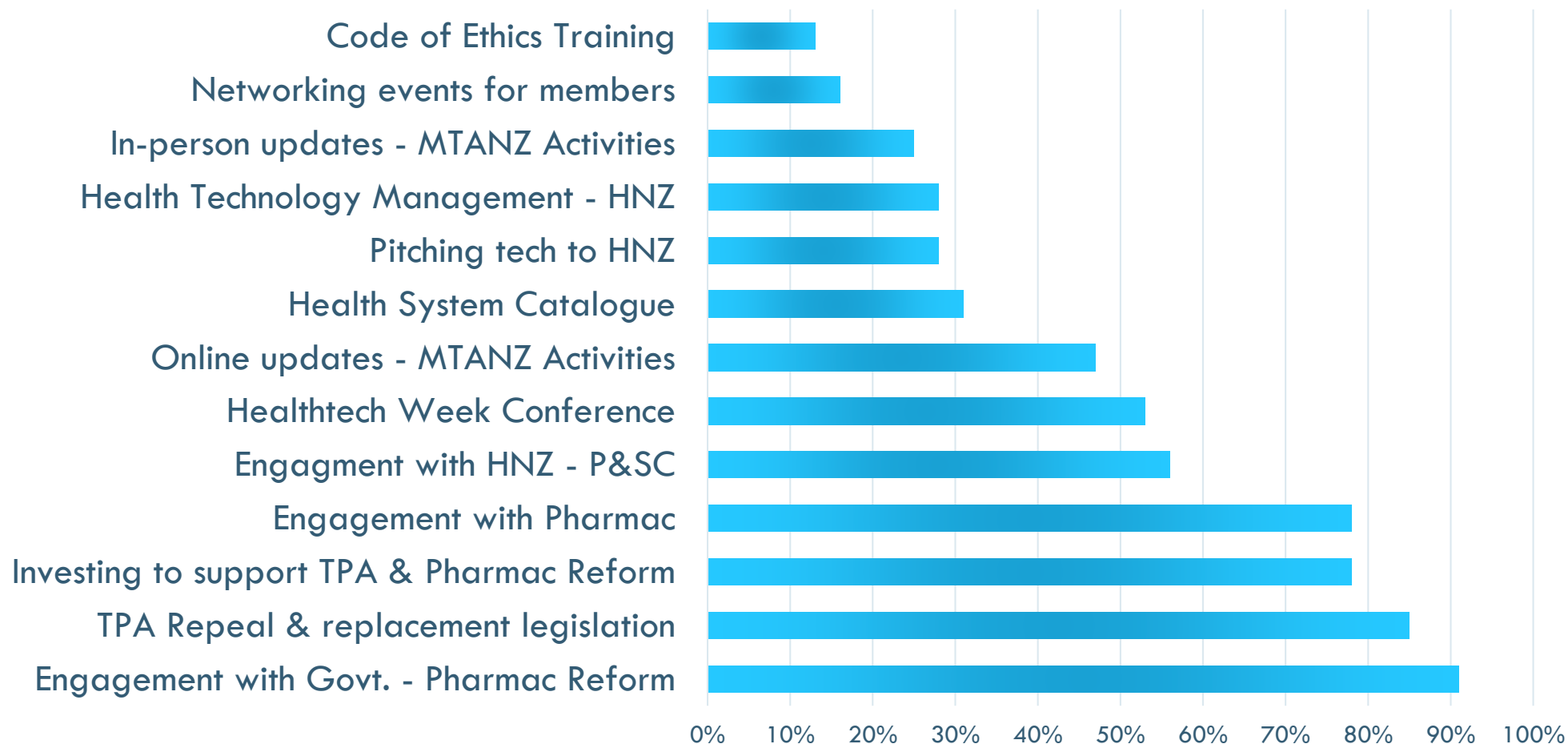
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HOW SATISFIED ARE YOU WITH MTANZ PERFORMANCE?



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ACTIVITIES RATED VERY IMPORTANT



KEY ACTIVITIES

MARKET ACCESS

- ✓ Pharmac Reform
- ✓ HNZ Health Reforms
- ✓ Health System Catalogue

GOVERNMENT AFFAIRS & POLICY

- ✓ Engagement – Minister Costello
- ✓ Engagement – Minister Seymour
- ✓ MP Todd Stephenson
- ✓ Patient and Clinical Groups

REGULATORY

- ✓ TPA Repeal
- ✓ Joint work with other industry associations

OPERATIONS

- ✓ Comms - Online webinar updates increased
- ✓ Outsourced accounting
- ✓ New Systems – Finance, IT, Payroll



WHAT DO YOU WANT MORE OF?

#	RESPONSES	DATE
1	Though we have been doing this for many years I still believe we need to increase the visibility of the value of medical technology for solutions to New Zealander's healthcare needs	4/15/2024 3:05 PM
2	I think you're doing well with limited resources	4/11/2024 11:56 AM
3	Continuing to engage with the policy makers (Govt, Pharmac, Te Whatu Ora etc) to positively influence the landscape moving forward. Doing this already, this is key going forward - so the more of it MTANZ does the better	4/11/2024 5:01 AM
4	keep pushing the new government on the TPA regulations repeal and replace	4/10/2024 3:43 PM
5	advocate for medical device manufacturers and sponsors	4/10/2024 2:50 PM
6	Help identify and drive our New Zealand based business interests to government. We are a New Zealand manufacturer and exporter to the world. We pay our taxes in New Zealand and should be heard by our government as not only an employer but also as an international supplier earning trade benefits.	4/10/2024 2:27 PM
7	There's still so much confusion regarding whether/what Pharmac are or are not taking over. regular updates on what the current state of affairs is, would be helpful	4/10/2024 2:22 PM
8	Advocating for Pharmac/Hospitals use of clinical trials/usage from overseas Hospitals who have larger patient & usage data cohort to demonstrate clinical and commercial upside. As such expedite market access to realise potentially better patient outcomes and clinical performance.	4/10/2024 2:17 PM



DEVELOPMENT AREAS

2023 SCORECARD

Status

Communication

Strategy

1/2

Platform investment

✓

Media

✓

Resource Deployment

Events

✓

International work

✓

Membership Coverage

More specific interest groups

X

2024 GOALS

Communications

Raise profile of med tech

IT Platform Deployment

Media Strategy

Resource Deployment

Outsourcing

Investment in data

Coverage of SAGs

Upskilling in AI tools



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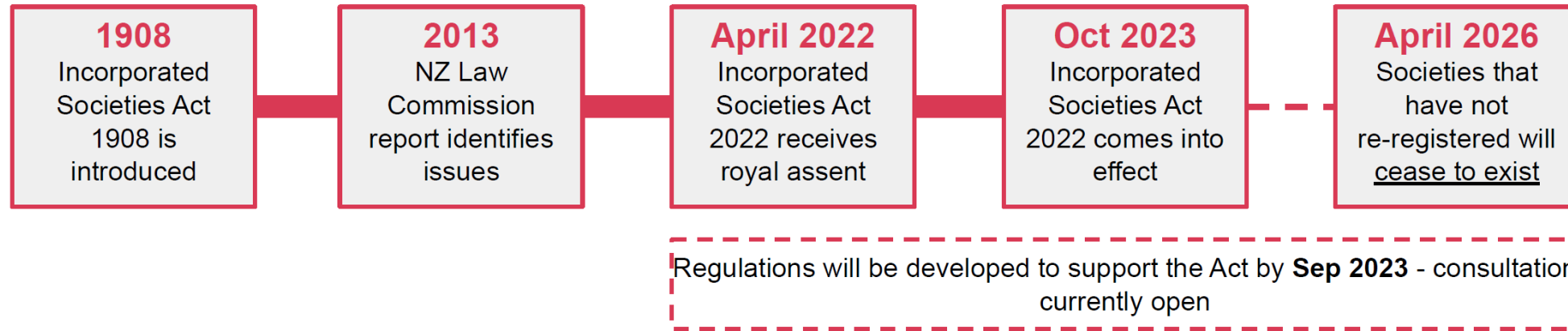


QUESTIONS



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INCORPORATED SOCIETIES ACT



What Societies need to do:

- Get to grips with key changes - including to directors duties, financial reporting requirements, and offences
- Amend their constitutions to comply with the new Act
- Register under the new Act by April 2026

OFFICER'S DUTIES

1

Act in good faith and best interests of the society

2

Exercise powers for proper purpose only

3

Comply with the Act and constitution

4

Exercise reasonable care and diligence


5

Do not create a substantial risk of serious loss to creditors


6

Do not incur any obligation you do not reasonably believe can be performed


OFFENCES




Making false statements




Up to 1 year imprisonment or fine of \$50,000



Fraudulent use or destruction of property




Up to 5 years imprisonment or fine of \$200,000




Falsification of documents




Up to 5 years imprisonment or fine of \$200,000




Defrauding of creditors




Up to 5 years imprisonment or fine of \$200,000



Improper use of 'incorporated' or 'manatōpu'



Up to fine of \$10,000



Breaching of a banning order



Up to 1 year imprisonment or fine of \$50,000



FINANCIAL REPORTING REQ.



On re-registration under the ISA 2022 all societies will need file financial statements within 6 months of their financial year end (previously annually). Societies that are not 'small' will need to start using External Reporting Board (XRB) accounting standards.

What is a 'small society'?

In any given financial year, a society that:

- spent less than \$50,000 in each of the 2 preceding financial years;
- had current assets of less than \$50,000 at the end of each of the 2 preceding financial years; and
- is not a 'donee organisation' for tax purposes or a registered charity

can choose between preparing their annual financial statements in accordance with XRB standards or the 'minimum requirements' as set out in the 2022 Act.

Minimum requirements for small societies

Financial statements must contain:

- Income and expenditure, or receipts and payments, of the society during the accounting period;
- the assets and liabilities of the society at the close of the accounting period; and
- all mortgages, charges and other security interests of any description affecting any of the property of the society at the close of the accounting period.

Requirements for how this information should be presented will be set out in separate regulations (yet to be issued).



OTHER KEY CHANGES

Societies to keep public register of members

Constitution must contain dispute resolution procedures

Membership minimum reduced from 15 to 10

Societies must have committee of 3 officers

Amalgamation process simplified

Entities incorporated under other Acts may re-register

A contact person is required

Division of surplus assets on wind up