

ANNUAL GENERAL MEETING MINUTES OF THE MEDICAL TECHNOLOGY ASSOCIATION OF NZ

3:30pm, 1 July 2025

Attendees:

Representation from: Abbott Medical, Aluro Healthcare, Arjo New Zealand, Baxter Healthcare, BD, Bio Serve NZ, Cass Medical, Dentsply Sirona, Edwards Lifesciences, Fisher & Paykel Healthcare, Intermed Medical, Ivoclar, Jackson Allison Medical & Surgical, Johnson & Johnson, LifeHealthcare, Obex Medical, Olympus NZ, Permobil NZ, Pharmaco, Philips NZ Commercial, Roche Diagnostics, Smith & Nephew, Stryker, Techniconic, Varian Medical Systems, W.L.Gore & Associates, Walrus NZ, Zimmer Biomet NZ

Proxy Votes:

Medtronic, Coloplast, USL Medical, Allied Medical, SCIONZ, Medi'Ray

Apologies:

Kate King – Medtronic (Board Member)

MINUTES OF THE 2025 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 NZ Ltd

Seconded: Chandra Selvadurai, Pharmaco (NZ) Ltd

PRESIDENTS REPORT

Andrew Hickey presented the following report (refer to Appendix 1 slides):

Andrew Hickey delivered the Chair's report, commencing with a reminder about anti-collusion. He extended his gratitude to the MTANZ team for their efforts over the past 12 months, highlighting several key achievements.

Andrew outlined three key outcomes for the year:

- significant advocacy work,
- the successful constitutional review;
- and the development of a comprehensive Strategic Plan.

The Board convened in December to strategize and develop the strategic plan. A SWOT analysis was conducted, identifying four key strategic pillars.

Government affairs and strategy: Emphasized as crucial for the next three years, extending beyond a 12-month focus.

Membership value: Focused on ensuring continued member engagement.

The strategic plan's influence will flow throughout the organisation, particularly through the MAG, RAG and GAP.

Andrew detailed efforts in Government Affairs & Advocacy, focusing on Market Access Initiatives to ensure clarity for the membership and promote regulatory harmonization. He stressed that New Zealand cannot operate in isolation from global trends.

The vision for 2027 includes clearly defined procurement and regulatory processes, operational excellence within MTANZ, and maintaining high ethical standards. The three-year strategic cycle provides stability, allowing MTANZ to implement its strategy effectively, even in anticipation of potential government changes.

Andrew concluded by expressing his thanks to Cushla and the MTANZ team, his fellow Board members, and acknowledged Wing Lam Wong, who is stepping down from the Board. He also conveyed appreciation to the members for their continued support.

Approved: Chandra Selvadurai, Pharmaco (NZ) Ltd

Seconded: Anthony Blyth, Arjo New Zealand Ltd

CHIEF EXECUTIVE OFFICER'S REPORT

Cushla Smyth presented the following report (refer to Appendix 2 slides):

Cushla Smyth delivered the CEO report, commencing with acknowledging that MTANZ operates with a lean team of three full-time and two part-time employees, emphasizing the phenomenal amount of work contributed by the team and the Board. Appreciation was extended to the Dental and Orthopaedic industry groups for their dedicated representation for those respective member companies.

The Secretariat, specifically Britta, Victoria, and Courtenay were commended for their incredible work ethic. The Strategic Advisory Group was also acknowledged for their significant efforts and substantial contributions, which are greatly valued.

Andrew Hickey was recognized as a strong and responsive leader, providing valuable guidance. Cushla presented a comprehensive overview of the year's achievements, expressing pride in the following areas:

MTANZ has successfully engaged with key stakeholders, ensuring the organization's voice is heard in crucial discussions.

Significant progress has been made in renewing and refreshing internal systems, including the new website, CRM, payroll, IT systems, and reporting mechanisms, which are now highly effective.

Despite a small team, a substantial amount has been achieved over the past 12 months.

Pharmac Roundtable: This initiative was instrumental in fostering relationships with key stakeholders.

The Board has demonstrated exceptional commitment, meeting frequently to address organisational matters.

MTANZ is proud of the collaborative effort and work with Medtech IQ, ensuring the requirements of start-up companies are effectively captured.

Accepted: Meika Habeck, Olympus New Zealand

Seconded: Pieter Wijnhoud – Obex Medical Ltd

FINANCIAL REPORT

Chris Isles presented the Annual Accounts for FY25. The presentation highlighted that with the proposed changes to the Constitution that there would be an impact the reporting regime. We have been progressively moving to this standard over the past couple of years, (in anticipation of a new constitution being accepted) and Chris noted that the FY25 accounts have been prepared on the basis of this new reporting regime. He detailed the reasons for these changes and outlined that the Constitution now outlines what we did, why did we do it, financially ‘what did it cost’, what the entity owns and what it owes.

Chris outlined that the outsourcing of the MTANZ financial operations has proven highly successful, significantly reducing the burden on office staff. The MTANZ recorded a small surplus for the financial year.

Moving forward, the nomination of honorary officers will resume.

- Deficit: (\$6,795), Budget (\$59,436), LY \$147,640
- Total revenue – 2% above Budget
- Total expenses – 2% below Budget
- Accumulated Funds: \$595k, 12% decrease on 2024
- Budget FY26: \$7k Surplus.
- Honorary Officers – Auditor/Solicitor
 - Auditor: Hart & Co
 - Solicitor: TBA

The appointment of auditors was put to a vote and approved by majority vote.

Approved: Meike Habeck, Olympus New Zealand

Seconded: Pieter Wijnhoud – Obex Medical Ltd

It was noted that Solicitors will be appointed on a case-by-case basis, due to the needs of the organisation.

Note was made that the difference in the dental accounts between the FY25 and FY26 (high cash balance) which was attributed to the Dental Expo, which accumulates funds on a biennial basis.

INCORPORATED SOCIETIES ACT

As mandated by the new Incorporated Societies Act, a revised Constitution was developed and is required by April 2026. PwC legal counsel was engaged, and the secretariat and a working group from the board worked to ensure the new Constitution is fit for purpose, with a primary focus on addressing the increased rigor regarding personal liability under the new Act. A summary of key changes was previously circulated to members.

Andrew highlighted some of the Constitutional Amendments:

- **Board Composition:** The Constitution now permits a maximum of nine Board members, an increase from the previous seven. There is no immediate change to the current Board size.
- **Language Updates:** Minor language updates have been incorporated throughout the document for clarity and consistency.
- **Independent Board Members:** Provisions have been added to allow for the eligibility of non-member or independent individuals to join the Board, providing specific skill sets. Again there is no plan to use this currently, it has been included for future proofing reasons.
- **Special Advisory Groups:** The Market Access Special Advisory Group (MAG), Regulatory Affairs Special Advisory Group (RAG), Government Affairs and Policy Special Advisory Group (GAP) and other relevant groups are now included within the Constitution.
- **Special Interest Groups Representation:** Direct Board representation for certain special interest groups, such as the Dental group, has been removed as it was not operationally effective for the Dental and Orthopaedic groups. A Memorandum of Understanding (MOU) and a Deed of Trust will be established with the Dental group (and others) to ensure continued collaboration.
- **General Meetings:** The process for calling a General Meeting has been clarified, allowing members to call a meeting without prior Board knowledge.
- In accordance with Section 28.2 of the legislation, in the event of MTANZ's winding up, the organisation's assets must be distributed to a nominated charity. Members will vote today to determine the designated charity for this purpose.

There were no questions raised from the floor.

It was outlined that the process for proxies has now been formally established.

Before voting on the resolution for the adoption of the new constitution, the membership was required to select the charity to be including in the constitution as per above.

Vote on Charity to disburse funds to, if MTANZ is dissolved.

The Starship Foundation
Cancer Society
St Johns Ambulance

Decision: Majority Vote selected The Starship Foundation

NEW CONSTITUTION VOTES

Resolution 1 - Amendment of Constitution

The Members resolve:

- a. in accordance with Clause 9(3)(b) of Schedule 1 of the Incorporated Societies Act 2022 (Act), to amend the Society's existing Rules in the form provided to Members together with the Notice of Annual General Meeting (Constitution), to ensure compliance with the requirements of the Act relating to the constitution of a society;
- b. that any two Members be authorised to sign the Constitution; and
- c. that the amended Constitution takes effect only on the Society's reregistration under the Act.

The resolution was put to the floor, and there was a unanimous vote for the approval of the new constitution.

Decision: Unanimous Vote for approval.

Resolution 2 – Re-registration

Subject to the approval of Resolution 1, the Members resolve:

- a. in accordance with Clause 5 of Schedule 1 of the Act, that the Society apply for reregistration under the Act;
- b. that the officers of the Society will be the existing Executive Committee Members;
- c. that Andrew Hickey, Chris Iles and Erin Currie be appointed the nominated contact person(s) for the Society for the purposes of section 113 of the Act; and
- d. the Executive Committee Members be severally authorised to do or cause to be done all such further acts or things as each of them considers in his or her absolute discretion necessary or desirable to effect or carry out the intent and purpose of these resolutions.

The resolution was put to the floor, and there was a unanimous vote for the re-registration of the newly agreed constitution.

Decision: Unanimous Vote for approval to re-register the new constitution.

ELECTION OF EXECUTIVE COMMITTEE

2024/25 Board members:

- Andrew Hickey, Intermed
- Erin Currie, Philips
- Chris Iles, Obex
- Tania Hawkes, BD
- Kate King, Medtronic
- Amy Wilkinson, Johnson & Johnson Medtech
- Wing Lam Wong, Roche Diagnostics

2025/26 Nominations:

The following existing board members sought re-election:

- Andrew Hickey, Intermed
- Tania Hawkes, BD

The following board member stood down:

- Wing Lam Wong, Roche Diagnostics

Additionally, six new nominees stood:

- Mieke Habeck, Business Manager New Zealand, Olympus New Zealand
- Bronwyn Hawthorn, General Manager, Bio Serve NZ Ltd
- Claire Howse, New Zealand Country Manager/Director Infusion Therapies & Technologies ANZ, Baxter Healthcare Limited
- ~~Greg Jones, Managing Director, R A Jenks~~ Withdrawn
- Jesse Malloy, General Manager, Lifehealthcare
- Aisling Weir, General Counsel, Aroa Biosurgery

The membership voted, with majority votes, with the following result:

1. Andrew Hickey, Intermed
2. Tania Hawkes, BD
3. Aisling Weir, Aroa Biosurgery

Andrew Hickey moved that the voting papers be destroyed.

Approved: Grant Hanley, Technisonic

Seconded: Pieter Wijnhoud, Obex Medical Ltd

GENERAL BUSINESS

Jake Coverdale (W.L. Gore) expressed his commendation for MTANZ, extending his appreciation for the past two days.

The Board formally acknowledged and thanked Wing Lam Wong (Roche Diagnostics) for her dedicated service during her tenure.

4.50pm AGM closed

Appendix 1

MTANZ Strategic Plan: A 2025 Roadmap

The Medical Technology Association of New Zealand (MTANZ) presents our comprehensive strategic plan for 2025 and beyond. This roadmap outlines how we will enhance New Zealand's medical technology landscape through robust advocacy to streamline market access, promote regulatory modernisation, and drive value for our members.

Our plan aligns our long-term vision with actionable short-term priorities, ensuring that MTANZ promotes the power of innovation while addressing current market challenges. Together, we will transform the MedTech sector to deliver enhanced health outcomes for all New Zealanders.



1

SWOT Analysis

Strengths

- Deep industry expertise across membership
- Diverse stakeholder relationships
- Established reputation built on longevity
- Growing political capital with key decision-makers

Weaknesses

- Overreliance on current leadership
- Insufficient succession planning
- Need for sharper value proposition
- Limited clinical and patient engagement

Opportunities

- Enhanced collaboration with healthcare stakeholders
- Influence on developing regulatory environment
- Wider political engagement

Threats

- Regulatory reform uncertainty
- Reimbursement challenges
- Market sustainability issues
- Public perception affecting industry credibility

This SWOT analysis provides context for our strategic decisions, highlighting areas where we can leverage existing advantages while addressing challenges. By understanding our position within the broader healthcare ecosystem, we can make informed choices about resource allocation and prioritization.

2

Four Strategic Pillars

- Membership Value & Ethical Leadership**
Enhanced value proposition through events and engagement
- Regulatory Harmonisation**
Modernised framework aligned with global standards
- Market Access**
Streamlined pathways for medical devices
- Government Affairs & Advocacy**
Elevated profile among key decision makers

Our strategic approach is built upon these four interconnected pillars, each designed to address critical aspects of New Zealand's MedTech landscape. This foundation will support our efforts to drive meaningful change throughout the sector, creating a more innovative, efficient, and patient-centered healthcare system.

3

Government Affairs & Advocacy

- Compelling Messaging**
Develop clear communication that underscores the importance of medical technology in delivering improved health outcomes across New Zealand's healthcare system.
- Government Relationships**
Forge and nurture connections with key stakeholders within government to effectively influence policy, legislative reforms, and regulatory approaches.
- Strategic Collaboration**
Work with advisory groups and industry partners to foster alignment and amplify our collective voice within the healthcare ecosystem.

By elevating our advocacy efforts, we aim to position MTANZ as the definitive voice in New Zealand's MedTech sector, creating the political capital necessary to influence meaningful policy change and regulatory improvements.

4

Market Access Initiatives

- 
Analysis
 Identify current market access bottlenecks within Health NZ, Pharmac, and the broader Health Technology Management framework.
- 
Redesign
 Advocate for simplified processes that consider industry's operational realities while maintaining appropriate safety standards.
- 
Alignment
 Leverage international best practices while tailoring approaches to New Zealand's unique healthcare environment.
- 
Implementation
 Drive adoption of new, streamlined pathways that accelerate access to innovative medical technologies.

Our market access initiatives aim to create a risk-adjusted, cost-effective pathway that facilitates timely market entry for innovative medical devices. This approach will benefit suppliers, healthcare providers, and ultimately patients through more efficient delivery of life-enhancing technologies.



5

Regulatory Change Management Strategy

Global Harmonization

Drive efforts to align New Zealand's regulatory framework with international standards, reducing compliance costs and resource burdens for our members.

- Monitor international regulatory developments
- Advocate for mutual recognition agreements
- Reduce duplicative compliance requirements

Balanced Approach

Actively participate in consultation processes to ensure new regulatory schemes safeguard public safety without stifling innovation or creating unnecessary barriers.

- Provide industry expertise to regulators
- Conduct impact assessments of proposed changes
- Advocate for risk-proportionate requirements

Leverage Global Expertise

Communicate with international regulatory experts to inform New Zealand regulatory strategy recommendations.

- Develop regulatory intelligence network
- Create forums to keep members informed
- Active involvement with the Global Medtech Alliance

Our regulatory change management strategy aims to modernise New Zealand's framework to ensure it is fit for purpose, efficient, affordable, and internationally harmonised while maintaining appropriate protections for patients and healthcare providers.

6

Membership Value & Ethical Leadership

High-Value Events

Deliver events like HealthTech Week and targeted workshops that educate, engage, and provide networking opportunities

Industry Collaboration

Foster partnerships and knowledge sharing to strengthen the collective capability of the sector



Strategic Communication

Develop communications that inform and inspire members to actively participate in shaping the industry

Ethical Standards

Uphold and promote ethical business practices, including adherence to Te Tiriti o Waitangi principles

By enhancing our value proposition through these interconnected elements, we aim to increase member engagement and satisfaction while positioning MTANZ as an ethical leader in the healthcare sector. Our commitment to responsible practices ensures our industry remains trusted by healthcare providers, patients, and policymakers.

7

3-Year Vision (2027)



Market Access

Establish transparent, efficient, and internationally aligned regulatory and procurement processes that accelerate innovation and improve patient outcomes.



Industry Voice

Position MTANZ as the definitive authority in New Zealand's MedTech sector, with deep-rooted relationships across government, clinicians, and patient groups.



Operational Excellence

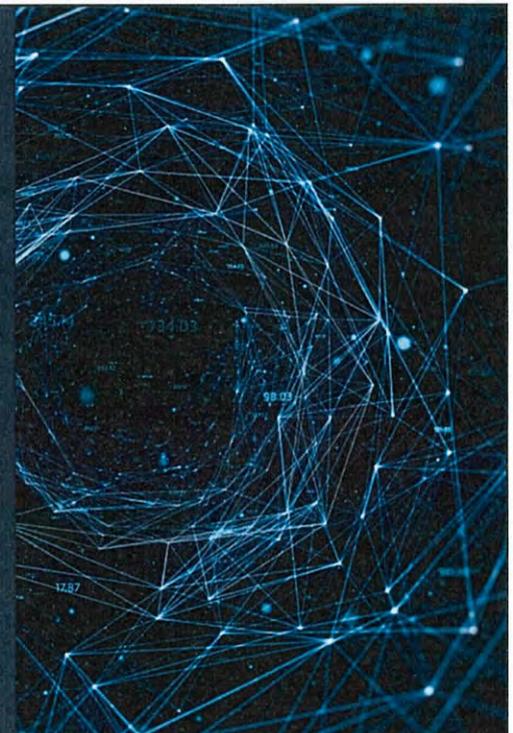
Achieve internal agility through enhanced data capabilities, clear leadership pipelines, and diversified revenue models to ensure sustainability.



Ethical Standards

Deliver consistent value for members while maintaining our commitment to ethical practices and social responsibility throughout the sector.

Our three-year vision represents a transformed MedTech landscape in New Zealand, with MTANZ at its center. We envision a sector that balances innovation with responsibility, efficiency with thoroughness, and a sustainable industry with patient outcomes.



8

Immediate Priorities (1-Year Goals)



Communications Strategy

Continually developing and refining key messages with targeted stakeholder mapping



Government Engagement

Initiate "ground-up" presence to influence policy and standards



Operational Capability

Invest in futureproofing operational capability and capacity within MTANZ

Our immediate priorities focus on establishing stronger foundations for influence and sustainability. We will launch a parliamentary roadshow to boost industry visibility while exploring additional revenue streams. We will also prioritise leadership succession planning and resource development to support future growth.

These one-year goals represent critical steps toward our longer-term vision, addressing immediate needs while building momentum for more substantial transformations in the coming years

9

Transforming New Zealand's MedTech Landscape Together



Collaborative Approach

Success requires active participation from all stakeholders—members, government officials, healthcare providers, and patients—working together toward common goals.



Integrated Strategy

Our four strategic pillars work in concert, creating a comprehensive approach that addresses both immediate challenges and long-term aspirations.



Patient-Centered Focus

Ultimately, our efforts aim to improve health outcomes for all New Zealanders through better access to innovative, safe, and effective medical technologies.

MTANZ's strategic plan sets a course for transforming the MedTech landscape in New Zealand. By integrating robust advocacy for streamlined market access, regulatory modernization, and an unwavering commitment to member value and ethical leadership, we are poised to drive meaningful change.

We invite all members to engage actively with this plan, contributing your expertise and passion to help shape a healthcare future that benefits patients, providers, and the broader healthcare ecosystem throughout New Zealand.

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Appendix 2



The banner features a photograph of two women shaking hands on the left. On the right, the MTANZ logo (four blue squares) and the text "medical technology ASSOCIATION OF NEW ZEALAND" are displayed above the title "Medical Technology Association of New Zealand". Below the title, a paragraph states: "The Medical Technology Association of New Zealand (MTANZ) is the only industry body representing medical technology manufacturers, importers, exporters and distributors of medical devices in New Zealand."

1

Leadership Structure

Board of Directors

Seven elected member companies govern MTANZ, providing strategic direction.



Executive Team

Led by CEO Cushla Smyth with a dedicated team managing operations and events.

Industry Groups

Focused committees like the Dental Industry Group address sector-specific needs.

Strategic Advisory Groups

Specialised groups provide expert guidance on regulatory affairs, government policy, and market access.

2

President's Message



"We have a great team in place and a solid plan to execute. We aim to remain flexible and responsive to the changes in our environment and keep our members informed as these changes occur."

- Andrew Hickey, President

Advocacy Progress

Stronger stakeholder relationships in Wellington have positioned MTANZ as a valued healthcare partner.

Governance Updates

Constitution updated to comply with the Incorporated Society Act 2022 and better serve members.

Strategic Planning

New three-year strategic plan developed with specific annual targets to achieve for members.

3

CEO's Perspective



Advocacy Achievements

Successfully influenced key aspects of the Medical Products Bill



Stakeholder Engagement

Maintained strong relationships with decisionmakers



System Transformation

Implemented new website, CRM, pay roll and financial platforms

4

2024/25 YEAR IN REVIEW

WHO ARE WE?

- PERMANENT
- COUNCIL
- ELECTED BOARD MEMBERS

INTERNATIONAL REPRESENTATION

- APAC BUSINESS ETHICS FOR MEDICAL DEVICES FORUM
- EUROPE MEDTECH FORUM
- GLOBAL BIOTECH ALLIANCE MEETINGS

WE REPRESENT 96 MEMBER COMPANIES

ASSOCIATE	15.54%
LEVEL 1	15.54%
LEVEL 2	12.50%
LEVEL 3	19.79%
LEVEL 4	10.42%
LEVEL 5	9.38%
LEVEL 6	8.25%
LEVEL 7	8.25%
LEVEL 8	1.04%
LEVEL 9	8.25%

WE DELIVERED 7 INDUSTRY WEBINARS

GOVERNMENT AFFAIRS AND POLICY UPDATE	115 REGISTRATIONS
TE WHATU OHA - REGULAR SUPPLIER FORUM	211
TE WHATU OHA - REGULAR SUPPLIER FORUM	202
PHARMAC REFORM AND LEGISLATION UPDATE	172
MTANZ END OF YEAR UPDATE	149
TE WHATU OHA - REGULAR SUPPLIER FORUM	213
MTANZ Q1 2025 UPDATE WEBINAR	189

TRAINING

- 103 EXHIBITION STANDS
- 6 INDUSTRY RELATED CONFERENCES
- 236 EXHIBITING PERSONNEL
- 1,017 CONFERENCE ATTENDEES

EXHIBITIONS MANAGED

- HEALTHTECH WEEK 178 DELEGATE REGISTRATIONS

Year in Review

96

Member Companies

Representing the medical technology industry in New Zealand

13

Submissions

Documented advocacy efforts to government and regulators

4

Major Events

Including HealthTech Week and industry roundtables

5

Pharmac Medical Device Industry Roundtable

- 1

Key Stakeholders

Led by MTANZ with Hon Paula Bennett, MP Todd Stephenson, and industry representatives
- 2

Critical Discussions

Addressed procurement mechanisms and the move toward value-based purchasing
- 3

Industry Win

Bennett's opinion that Pharmac should not hold the budget for medical devices
- 4

Future Workshops

Planned series of industry-Pharmac team workshops for 2025




6

HealthTech Week 2024

Ministerial Address

Associate Health Minister David Seymour announced decision timeline for Pharmac's role in device procurement.



Productivity Insights

Commissioner Catherine de Fontenay presented findings on healthcare productivity growth.

Pharmac & Health NZ Update

Pharmac Chair Paula Bennett and Catherine Epps spoke about their Strategic Plans and HNZ staff presented on their new structure.



Industry Networking

Valuable connections made between suppliers, clinicians, and policy makers.

7

MTANZ & Medtech IQ Innovation Workshop



8

FY25 – Financial performance

- Deficit: (\$6,795), Budget (\$59,436), LY \$147,640
- Total revenue – 2% above Budget
- Total expenses – 2% below Budget
- Accumulated Funds: \$595k, 12% decrease on 2024

- Budget FY26: \$7k Surplus.
- Honorary Officers – Auditor/Solicitor
 - Auditor: *Hart & Co*
 - Solicitor: *TBA*



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MTANZ's Proposed New Constitution – Background

- Update driven by changes in the Incorporated Society Act of 2022
- Review and advice from PWC legal
- Working Group of the board & secretariat:
 - Andrew Hickey, Chris Iles, Erin Currie, Cushla Symth and Victora Clark
- Greater accountability for the board, now very similar accountability to that of director of a company
- Working group took the opportunity to review the constitution in order to make it more in keeping with our current practices and also to allow for flexibility going forward



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MTANZ's Proposed New Constitution – Key Changes

Rule(s)	Key Change	Description
7.1	Board Composition	<ul style="list-style-type: none"> The Board (previously the Executive Committee) may now comprise up to nine individuals (increased from seven) elected by the Society. An Independent Board Member may now be elected by the Board Members. <p>Note – the board do not intend to add members elected or independent at this stage. This is to allow a future provision if required.</p>
7.2	Eligibility for Board	<ul style="list-style-type: none"> Now includes that the elected person must consent to be an officer of the Society and provide a certificate (as required by the Act) to the effect that they are not disqualified from being elected, appointed or holding office. An Independent Board Member must also have the sufficient technical skillset and knowledge to hold office (in the opinion of the Board).
8.3	Quorum	The quorum for a meeting of the Board is now 'greater than 50% of Board Members' where previously, it was specified as 'four' Members.
9.4	Voting and Quorum	Now sets out a process where 50% or more of Board Members are prevented from voting on a matter because they have a material interest in that matter. The process requires that a Special General Meeting (SGM) be called to determine the matter unless all non-interested Board Members agree that a SGM is not required.
9.6	Interest Register	The Board is required to keep and maintain an interests register.
13	Special Interest Groups (SIG)	The Rules no longer expressly permit the Board to approve a SIG to elect one of their number to the Board.
14	Special Advisory Groups (SAG)	<ul style="list-style-type: none"> The Constitution now introduces the potential to create a Special Advisory Groups (SAG). When the Board identifies a strategically important area, it can now form a SAG by appointing members to provide expert advice. The Board will set a Terms of Reference for each SAG, outlining its name, purpose, how its chairperson will be chosen, meeting arrangements, and other required details. The Secretary will seek nominations for SAG representatives from Members, which the Board will evaluate based on the nominee's experience, reputation, geographic location, and product category they represent

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MTANZ's Proposed New Constitution – Key Changes

Rule(s)	Key Change	Description
15.1, 16	Time and Place of AGM and SGM	The Rules clarify that AGMs and SGMs can be attended in-person or virtually (at the Board's discretion and in line with the requirements in the Act).
15.2	Business	Minor changes are made to clarify the business of the AGM and to include consideration of disclosures and conflicts of interest disclosed by Board Members during the last Financial Year.
17	Notice of General Meetings	<ul style="list-style-type: none"> The Rules now provide that an General Meeting (being an AGM or SGM) and its business will not be invalidated because one or more Members does not receive notice of the meeting. The notice of General Meeting must now also include details in relation to any interests disclosed during the last Financial Year.
18	Procedure at General Meetings	<p>Now specifies that a quorum:</p> <ul style="list-style-type: none"> may only be counted from those present in person or otherwise in accordance with Rule 18.4 (where the Board in its discretion has permitted a Member to appoint a proxy to attend and vote or for the Member to vote at a General Meeting by electronic means); must include either the Chair or Deputy Chair; and must include over 50% of the current Board Members.
18.6	Written Resolutions	<ul style="list-style-type: none"> Written resolutions now require the assent of no less than 75% of Members (previously, this was a 'majority'). The resolution must be circulated to all Members entitled to vote.
19	Alteration of Constitution	<ul style="list-style-type: none"> The Constitution may be amended by a resolution passed by a simple majority (previously a "three fifths majority") of Members entitled to vote and voting at the General Meeting or by a written resolution passed in lieu of a meeting in accordance with Rule 18.6. Alterations must be notified to the Registrar and take effect from the date registered on the Register.

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MTANZ's Proposed New Constitution – Key Changes

Rule(s)	Key Change	Description
26	Resolution of Disputes	<p>The Rules set out a more detailed process for resolution of disputes between Members and the Board (or between Board members) as required by the Act - there was previously a mechanism in the Rules but this lacked the required detail. A high-level summary is set out below:</p> <ul style="list-style-type: none"> • To initiate a dispute resolution process, a written complaint must be lodged with the Board detailing the issue. Members are expected to resolve disputes fairly and efficiently with minimal interference in the Society's activities. • The Society can opt not to resolve trivial disputes or those lacking substantial allegations such as misconduct, constitutional breaches, or material damages to interests. • Upon lodging a dispute, the respondent must be informed and allowed time to prepare a response. • Both parties have the right to be heard through written or oral submissions before any resolution. • Disputes are first addressed by the Board, followed by a General Meeting if the decision is contested. • If unresolved, parties engage in genuine efforts to resolve through negotiation. Representatives with settlement authority will lead negotiations. If unresolved in 30 days, a 7-day window allows for agreement on further resolution methods like mediation. • If no agreement is reached or the dispute persists, it can be referred to arbitration in Auckland under New Zealand law.
27.1	Control and Management	The Constitution specifies that income and property of the Society shall be managed by the Board in accordance with the Rules and having regard to the purposes of the Society, as required by the Act.
28.2	Surplus Assets	The Rules provide that if the Society is wound up, liquidated, or removed from the Register, Members may not receive any distributions. Any surplus assets remaining after settling all debts, costs, and liabilities will be transferred to [a nominated charity to be confirmed], as determined by a resolution under Rule 28.1 or by the Board, considering the Society's aims. If votes are tied regarding asset distribution, the final decision will be made by the Society's last Chair.
29.2	Contact Persons	The Rules introduce the concept of "Contact Persons", as required by the Act, who are appointed as the contact persons for the Registrar. Any changes to the Contact Persons must be notified to the Registrar.

13

Vote One

Vote on one of the following charities to disburse funds to in the event that MTANZ is dissolved:

- The Starship Foundation
- Cancer Society
- St John Ambulance

14

Resolution One – Amendment of Constitution

The Members resolve:

- a. in accordance with Clause 9(3)(b) of Schedule 1 of the Incorporated Societies Act 2022 (Act), to amend the Society’s existing Rules in the form provided to Members together with the Notice of Annual General Meeting (Constitution), to ensure compliance with the requirements of the Act relating to the constitution of a society;
- b. that any two Members be authorised to sign the Constitution; and
- c. that the amended Constitution takes effect only on the Society’s reregistration under the Act.



15

Resolution Two – Re-registration

Subject to the approval of Resolution One, the Members resolve:

- a. in accordance with Clause 5 of Schedule 1 of the Act, that the Society apply for reregistration under the Act;
- b. that the officers of the Society will be the existing Executive Committee Members;
- c. that President (Andrew Hickey), Deputy President (Erin Currie) and Treasurer (Chris Iles) be appointed the nominated contact person(s) for the Society for the purposes of section 113 of the Act;
- d. the Executive Committee Members be severally authorised to do or cause to be done all such further acts or things as each of them considers in his or her absolute discretion necessary or desirable to effect or carry out the intent and purpose of these resolutions.



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Vote Two - Executive Committee Nominees

Members re-standing:

- Andrew Hickey, Intermed
- Tania Hawkes, BD

New Nominees:

- Aisling Weir, Aroa Biosurgical
- Jesse Malloy, Lifehealthcare
- Claire Howse, Baxter Healthcare
- Bronwyn Hawthorn, Bio Serve NZ Ltd
- Mieke Habeck, Olympus NZ
- Greg Jones, RA Jenks

