

Summary of key changes to the Constitution of the Medical Technology Association of New Zealand Incorporated (MTANZ or Society)

29 May 2025

This table summarises key changes made to the MTANZ Constitution and is not a summary of all changes. The remaining changes are either minor and administrative or clarification of the previous drafting and amended to set out a structured framework while retaining the key thresholds of the previous drafting.

Any terms used below but not defined shall have the meaning given to them in the Constitution.

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. Note – the board do not intend to add members elected or independent at this stage. This is to allow a future provision if required.
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 sufficient technical skillset and knowledge to hold office (in the opinion of the Board) for example if cultural, legal or accounting expertise is required.
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.
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.
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.
Other minor changes		
N/A	N/A	The term "Rules" has been replaced with "Constitution" throughout the document, reflecting a more formal and structured governance framework.
N/A	N/A	The reference to the Incorporated Societies Act has been updated from 1908 to 2022, ensuring compliance with the latest legal requirements.
1.1	Governance Structure	Roles have been clearly defined and some are given new names, including Chair (previously, "president"), Deputy Chair (previously, "vice president"), and Treasurer. The term "Executive Committee" has also been replaced with "Board".
3.1(b)	Purpose	The purpose of the society has been amended to more broadly refer to innovation and research into medical technology and no longer expressly references surgical, diagnostic and dental products.
5.1, 5.2, 5.3	Membership	Minor changes to clarify and simplify.
5.4	Consent to become Member	Introduces Act requirement that applicants must consent to become a Member before they are admitted as one.
5.5	Annual Subscription	The process for invoicing and payment of annual subscription fees has been detailed, including provisions for pro-rated fees for new members.
6.1	Removal of Members	Now includes removal due to the death of a Member.
7.11	Vacation of Office	Includes that a Board Member who is disqualified from being a Board Member under s 47(3) of the Act is now deemed to have vacated office.
18.7	Minutes	The Secretary will keep minutes of all General Meetings and make available the most recent minutes to any Member on request.
25	Notice to Member	<ul style="list-style-type: none"> The Rules provide that notices may now be sent by email (and no longer by facsimile). The Rules include updated provisions in relation to the time of service of a notice (taking into account current postal timings and the use of email to deliver notices).