



## Medical Assurance Society

### Notice of 2023 Annual General Meeting

Dear Member,

#### **Notice of MAS 2023 Annual General Meeting**

We invite MAS Members to join us at the 2023 Annual General Meeting (AGM) to be held online on Wednesday 30 August 2023 at 7:00pm.

To RSVP, please [register online](#) or by emailing [agm@mas.co.nz](mailto:agm@mas.co.nz).

#### **AGM AGENDA**

**1. Resolution one: approval of minutes of 2022 AGM by ordinary resolution**

“To consider, and if thought fit, approve that the minutes of the 31 August 2022 MAS Annual General Meeting be taken as read and approved as a true and accurate record of that meeting.”

A copy of the minutes is available on request to [agm@mas.co.nz](mailto:agm@mas.co.nz).

**2. Resolution two: approval of annual report by ordinary resolution**

“To consider, and if thought fit, approve the 2023 Annual Report and Financial Statements.”

A copy of the Annual Report and Financial Statements is [available on our website](#).

**3. Resolution three: appointment of Commercial Trustee**

“To consider, and if thought fit, appoint Suzanne Wolton as Commercial Trustee.”

See the Explanatory Notes for more details.

**4. Resolution four: appointment of Practitioner Trustee**

“To consider, and if thought fit, appoint Dr Steve Merchant as Practitioner Trustee.”  
See the Explanatory Notes for more details.

**5. General business**

## **EXPLANATORY NOTES TO RESOLUTION THREE: APPOINTMENT OF COMMERCIAL TRUSTEE BY ORDINARY RESOLUTION**

The MAS Members' Trust Deed requires that Commercial Trustees retire by rotation.

The Commercial Trustees due to retire this year are Ms Suzanne Wolton and Mr Lindsay Knowles.

Under the terms of the Trust Deed, a Commercial Trustee's appointment is made by MAS Board and must be confirmed by ordinary resolution of Members at the AGM following that appointment.

Ms Wolton is standing for re-appointment. She is one term (three years) into a maximum tenure of four terms (12 years).

Mr Knowles is not standing for re-appointment. MAS Board decided not to seek a replacement for the vacancy created by Mr Knowles' departure.

The Trust Deed therefore requires that Ms Wolton retire and stand to have her appointment confirmed by Members at the 2023 AGM.

All candidates for appointment as Commercial Trustee must meet the requirements of MAS' Trustee and Director Appointment and Re-Appointment Policy ('the Policy'). The Policy requires Trustees to consider what skills and experience the MAS Board requires, before considering whether the candidate is eligible for appointment.

Following this process, the Trustees confirm that Ms Wolton is eligible for appointment.

## **EXPLANATORY NOTES TO RESOLUTION FOUR: APPOINTMENT OF PRACTITIONER TRUSTEE BY ORDINARY RESOLUTION**

The MAS Members' Trust Deed requires that Practitioner Trustees retire by rotation.

The Practitioner Trustees due to retire this year are Dr Harley Aish and Dr Steve Merchant.

Dr Merchant is standing for re-appointment. He is one term (three years) into a maximum tenure of four terms (12 years).

Dr Aish is not standing for re-appointment. MAS Board decided not to seek a replacement for the vacancy created by Dr Aish's departure.

A call for nominations was sent to Full Members in June 2023. Aside of Dr Merchant, no further nominations were received from the membership.

Under MAS' Trustee and Director Appointment and Re-Appointment Policy, all validly nominated candidates must be assessed by the Board to determine their eligibility to stand. The eligibility criteria are:

1. The candidate must meet the requirements of MAS' Fit and Proper Policy. Compliance with the Fit and Proper Policy is an essential ongoing requirement for all Trustees and Directors.
2. An understanding of and support for the principles of mutual organisations.
3. Commercial acumen and strategic focus.
4. Significant governance experience.
5. The ability to enhance the Board's diversity of thought.
6. Connectedness to professional groups in the medical, dental or veterinary professions.

In addition to meeting the eligibility criteria, the incumbent Steve Merchant was subject to a comprehensive performance appraisal conducted by the MAS Board Nominations Committee with the support of an independent governance adviser to the Board, Propero.

After considering recommendations from Propero and the Nominations Committee, the Board determined that Dr Merchant was eligible to stand for re-appointment as Practitioner Trustee.

## **VOTING AT THE AGM**

All Full Members (as defined in the Members' Trust Deed) are entitled to vote on any resolutions put to the membership at the AGM.

For those not attending the AGM, you can provide an electronic vote up until 48 hours before the AGM – that is, by 7pm Monday 28 August 2023.

By Order of the Trustees

Matthew Judge

Company Secretary

Wellington

16 August 2023