

## Minutes of the Annual General Meeting Telecare Services Association of New Zealand Ltd (TSANZ)

This meeting was held:

Wednesday 17 May 2017, at Butler Pelvin & Associates, Level 6, Hope Gibbons Building, 7-11 Dixon Street, Te Aro, Wellington

<b>Attendees: Members:</b>	Andrew Wilson, Freedom Medical Alarms (attending in person) Vanessa Venter (as alternate for Gerhard Venter), ADT (attending from ADT, Auckland Office via teleconference) Nick Coley, St John. (attending in person)
<b>Attendees: Non Member:</b>	Jennifer Pelvin and Gary Butler, Butler Pelvin & Associates - Secretariat
<b>Member proxy provided to the Chairperson:</b>	James Seton, Chubb.

### Meeting declared open-- at 10.00 am

Andrew Wilson, Chairperson, declared the meeting open and thanked all the members for attending.

### Report by Chairperson

Andrew delivered his Report to the 7<sup>th</sup> annual general meeting of the Association. A signed copy of Andrew's tabled report is attached.

Andrew Wilson moved that his Report as tabled be accepted.

Seconder: Nick Coley

There being no discussion, the motion was carried by consensus

### Acceptance of Minutes

It was moved by Nick Coley that the minutes of the previous Annual General Meeting, held Monday 2 May 2016 be accepted as true and correct.

Seconder: Vanessa Venter

There being no discussion, the motion was carried by consensus.

### Acceptance of Financial Reports

Andrew referred to the TSANZ Financial Reports for the year ended 31 March 2017 which had been previously circulated to members. It was noted that these Reports have been updated to include a Statement of Service Performance as recommended by the NZ External Review Board as best practice for publicly reported entities, such as TSANZ.

It was moved by Andrew Wilson that the Financial Reports, for the 2017 year as tabled be accepted.

Seconder: Nick Coley

There being no discussion, the motion was carried by consensus.

### Amendments to Rules

Andrew referred to the draft Motions 1 to 5, previously circulated to members in the Agenda materials, and moved that, there being no objections that, these motions be jointly considered.

In the absence of any objection from members present, then Andrew moved that Motions 1 to 5, to amend the Rules, be approved.

Seconder: Nick Coley

There being no discussion, the motion was carried by consensus.

Those amendments now approved by members, as detailed in Motions 1 to 5 appear below to complete the record of "Amendment to Rules".

**Motion 1.**

*That clause 4.7. Adhere to Codes of Conduct, be removed and replaced with:*

- 4.7. Adhere to Codes of Conduct
- 4.7.1.1 As a condition of membership, all members at the time of application shall agree to be bound to any rules of membership as prescribed by the board from time to time.
- 4.7.1.2 Each member must comply with each of these Telcare Services Association of New Zealand documents as updated and published on the Association's website from time to time:
  - (a) The Specification for Telecommunications Based Personal Emergency Response System Part 1- Alarm Equipment Provider Technical and Operational Requirements
  - (b) The Specification for Telecommunications Based Personal Emergency Response System Part 2- Alarm Service Provider Requirements
  - (c) Code of Practice for Telcare Services Association of New Zealand
  - (d) Code of Professional and Ethical Conduct for Telcare Services Association of New Zealand
  - (e) Telemarketing Code for Telcare Services Association of New Zealand
  - (f) Telcare Services Association of New Zealand Client Protection Policy
  - (g) Telcare Services Association of New Zealand Disciplinary Policy
- 4.7.1.3 Each Member must comply with any additional Telcare Services Association of New Zealand Code, Specification, Standard or other document when approved by a resolution of members.

**Motion 2.**

*That clauses 9.1 to 9.1.4 are replaced with clauses 9.1 to 9.1.9*

**9. Governance of the Association**

**9.1. Board Composition**

- 9.1.1. The Board will consist of no more than seven members.
- 9.1.2. If the number of Corporate members is seven or less each accredited Corporate member will hold a Board position.
- 9.1.3. If the number of Corporate members is eight or more, the Board will consist of a minimum of five and a maximum of seven members elected in the following manner.
- 9.1.4. Election of Members to the Board - Up to seven Board Members are elected from accredited Corporate member representatives by this procedure.
  - a) Notifications calling for nominations to vacant Board positions are to be sent in writing to all Members at least 30 days prior to the Annual General Meeting.
  - b) All nominations must be in the hands of the Secretariat 21 days prior to the Annual General Meeting
  - c) A proposer and seconder must sign the nominations. The nominee must also agree in writing to accept nomination. Proposer, seconder and nominee must all be Members of the Association
  - d) Any nominee must have been a Member of the Association for at least two consecutive years.
  - e) The term of appointment will be 2 years.
  - f) In the event the nominations received do not exceed the number of vacancies, the Board may declare that nominees duly elected without the need for a ballot of any kind.
  - g) Voting forms, whether paper or electronic, shall be forwarded to all Members no later than 21 days prior to the Annual General Meeting.
  - h) Voting must be concluded at least seven days before the Annual General Meeting.
  - i) The Board may appoint two scrutineers to determine the result of the election.
- 9.1.5. Co-opt Board Members – The Board may co-opt from time to time, up to two Board members. The term of appointment will be for two years unless the Board specifies a shorter period, or rescinds their appointment. Any person may be co-opted.

- 9.1.6. The Board will be made up of an accredited representative from each Corporate member.
- 9.1.7. All board members shall:
- 9.1.7.1. hold office from the time of their election until the next annual general meeting; and
  - 9.1.7.2. bear the responsibilities of giving effect to these Rules until their term in office terminates.
- 9.1.8. The term of office of a board member shall only terminate in one of the following circumstances:
- 9.1.8.1. his/her term in office expires in accordance with clause 9.1.2.1;
  - 9.1.8.2. he/she dies;
  - 9.1.8.3. he/she submits a letter of resignation to the board;
  - 9.1.8.4. he/she is absent for three consecutive meetings without sufficient explanations, and the board so decides;
  - 9.1.8.5. the other board members unanimously decide that the board member in question should be expelled from the office.
- 9.1.9. Any vacancy that may occur in the board shall be filled by the board in its full discretion.

**Motion 3.**

*That clause 4.2.1. to 4.2.7. be removed and replaced with:*

**4.2. Corporate Member**

- 4.2.1. To become a corporate member, the applicant must be or intend to be a provider of Telecare Services in New Zealand, and
- a) Complete an application form supported by relevant information as the board may require, and
  - b) The applicant shall submit documentary evidence to show that it is either a provider of Telecare services or has bona fide intentions to become one and adhere to TSANZ Rule 4.7., and
  - c) Supply any relevant supplementary information as the board requires, and
  - d) Pay any membership or compliance fees that are levied on members of the association.
- 4.2.2. The secretariat may interview the applicant if deemed necessary.
- 4.2.3. The secretariat shall have discretion to verify the documentary evidence provided under Clause 4.2.1. when considering whether to admit the applicant as a corporate member.
- 4.2.4. The secretariat shall advise the applicant of his or her decision.
- 4.2.5. In the event of an applicant being declined for membership, they may lodge an appeal in writing to the board within 21 days of the applicant's receipt of the notice of that decision.
- 4.2.6. The board shall consider the appeal application at the next board meeting and by majority vote decide whether to accept the decision of the secretariat officer, or to admit the applicant.
- 4.2.7. Corporate members shall have voting rights.

**Motion 4.**

*That clause 11.1.1. under 11.1. Alteration of Rules be removed and replaced with the following.*

- 11.1.1 These rules may be altered or rescinded or otherwise amended by a resolution passed by a three quarters majority of those present or by proxy at a general meeting of which 21 days' notice has been given.

**Motion 5.**

*That clause 4.4 Associate Members Clauses 4.4.1. to 4.4.2, be removed replaced with:*

**4.4. Associate Members**

- 4.4.1. All persons, firms, companies, trusts and other organisations actively engaged in the industry as a consultant, supplier, training organisation or other associated business shall be eligible for associate membership, and must
- a) Complete an application form supported by relevant information as the board may require, and
  - b) The applicant shall submit documentary evidence to show they are actively engaged in the industry as a consultant, supplier, training organisation or other associated business or has bona fide intentions to provide services and products consistent with TSANZ Rule 4.7. and that they adhere to TSANZ Rule 4.7., and
  - c) Supply any relevant supplementary information as the board requires, and

- d) Pay any associate membership fees that are levied on associate members of the association.
- 4.4.2. The secretariat may interview the applicant if deemed necessary.
- 4.4.3. The secretariat shall have discretion to verify the documentary evidence provided under Clause 4.4.1. when considering whether or not to admit the applicant as a associate member.
- 4.4.4. The secretariat shall advise the applicant of his or her decision.
- 4.4.5. In the event of an applicant being declined for membership, they may lodge an appeal in writing to the board within 21 days of the applicant's receipt of the notice of that decision.
- 4.4.6. The board shall consider the appeal application at the next board meeting and by majority vote decide whether to accept the decision of the secretariat officer, or to admit the applicant.
- 4.4.7. Associate members do not have voting rights.

### **Appointment of Chairperson**

Members thanked Andrew for his work as chairperson.

Andrew noted that he had now presided over every Annual General Meeting of the Association since its incorporation in September 2010 and he indicated that now that the Association was firmly established it was now not necessary for the Chairperson to have convenient access to the NZ Government and the Secretariat, both based in Wellington.

Andrew indicated his wish not to continue in the role of Chairperson

Andrew asked for nominations for the position of Chairperson and after discussion with members present, it was moved by Andrew that Nick be nominated to as Chairperson.

Seconder: Vanessa Venter

There being no discussion, the motion was carried by consensus.

### **Close– Andrew Wilson**

There being no further Business members and guests were thanked for attending and the meeting closed at 10.14am.

# **CHAIRPERSON'S REPORT To the Annual General Meeting held on 17th May 2017**

## **1. Chairman's Expression of Appreciation**

I acknowledge the support and active contribution of all members during the past year and their assistance in building the professionalism of the Telecare Services industry.

I also take this opportunity to acknowledge that all current TSANZ members successfully renewed their Ministry of Social Development contracts and congratulate them on this achievement.

Completion of this Ministry of Social Development contracting process together with the TSANZ work program has meant that TSANZ members have had quite a considerable administrative workload this past year.

## **2. Progress of TSANZ**

### **Medical Alarm Specification Released**

The Board has led and our members have collaborated in the development of a New Zealand Specification to replace the Australian standard AS4607:1999 Personal Emergency Systems (PERS). The TSANZ's

"Specification for Telecommunications Based Personal Emergency Response Systems (PERS)" is in two parts:

- Part 1 - Alarm Equipment Provider Technical and Operational Requirements.
- Part 2 – Alarm Service Provider Requirements

This was the major component of the Board's work program for this year.

From the outset TSANZ does gratefully acknowledge St John's July 2015 decision to initiate this replacement for AS4607 and in so doing helped set a future strategy for TSANZ.

**It is important to acknowledge the milestones achieved on the specification in this year.**

1. In June 2016 the TSANZ Board formally decided on a collaborative standards development approach with Government to produce a robust quality standards framework for the delivery of telecare services in New Zealand.
2. In July 2016 the draft Specification was released to relevant government ministries.
3. In August 2016 Ministry of Health acknowledged TSANZ standards setting process but could not progress the development of the Specification as that Ministry did not have the relevant expertise to contribute to a telecare services quality framework.
4. The September 2016 feedback from Ministry of Social Development staff proved most useful to assist the Board in finalising a moderated Specification suitable for public release.
5. On 6 October 2016 the Board authorised that the TSANZ Specification be issued and published on the TSANZ website.

It is important that we acknowledge the significant contributions of those involved in the final release of the Specification:

- (a) Firstly the considerable efforts of St John in creating an initial Specification draft
- (b) Our Member Board for demonstrating their goodwill and collaborative ability to work together on this substantive work program
- (c) Our Members medical alarm equipment suppliers who provided their considerable technical expertise – Chiptech, National Fire and Safety, Jupl (was Vigil Monitoring)

### **Stakeholder Communications**

Our TSANZ medical alarm clients, their welfare, health and safety are TSANZ's priority and key focus of our communications activity. This year the Secretariat refreshed and updated the content of the website "tsanz.org.nz" to improve its public use functionality.

TSANZ continues to work closely in establishing clear and precise communication with government and particularly with Ministry of Social Development, as its key government agency, in managing medical alarm services.

### **Vulnerable Clients**

From May 2016 TSANZ has initiated work with Ministry of Social Development to produce a documented approach for dealing with vulnerable or at risk medical alarm clients. TSANZ sought MSD input so that our TSANZ members could manage Privacy Act considerations when reporting MSD clients that are living in conditions which cause safety concerns.

The Board's approach is now consistent with the recently enacted Health and Safety at Work Act 2015 Section 7.1 reporting requirements imposed on Ministry of Social Development's contractors.

TSANZ will continue to pursue this matter.

### **3. Financial Report**

I refer to the financial statements of TSANZ for the year ended 31<sup>st</sup> March 2017 and note that these now include a Statement of Service Performance and Statement of Cash Flows consistent with best reporting practice and the status of TSANZ as a quality standards organization.

I commend these Financial Statements for your approval.

### **4. Acceptance of this Report**

I recommend that this Report to Members which is tabled at this Annual General Meeting held Wednesday 17<sup>th</sup> May 2017.



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Andrew Wilson  
Chairperson