

Rules of South Link Health Inc.

Rule 1 Society Name

The name of the society shall be ***South Link Health Incorporated.***

Rule 2 Aims and Objectives

The aims and objectives of the Society will be to carry out activities to improve the health and well being of communities in New Zealand by without limitation:

- (a) furthering the development of comprehensive and integrated primary care for those communities;
- (b) supporting community based health care initiatives when secondary care services are being devolved to a community level including without limitation the purchasing of health care services for the patients of member practices within available funding;
- (c) furthering the education and training of those involved in the delivery of health care to those communities;
- (d) collecting and analysing information received from members for research purposes and other purposes beneficial to the community.”

Rule 3 Subsidy Payments

- (a) South Link Health Inc will pay the medical practitioners involved as members of the member practices an amount for the provision of primary health care as set out by contract.

Rule 4 Meeting Fees

South Link Health Inc will compensate Executive Committee members for attendance at business meetings, and for work done for the purposes of conducting society business. Full members of the society will also be entitled to meeting fees for approved South Link Health Inc business meetings. This approval will be sought from the Executive Committee.

Rule 5 Payment to Members

Any payment made shall be reasonable and relative to that which will be paid in an arms length transaction (being the open market value) for such services or time spent. No members of the society or any person associated with a member shall materially influence any decision made by the society regarding any payment to or on behalf of the member or any associated person of any income, benefit or advantage whatsoever. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

Rule 6 Savings

Once administration costs and other costs, debts and liabilities have been paid, any and all savings made in any area of health care provision will be utilised in providing additional patient services, including new health initiatives, improving the quality of service, improving the health status of patients, and the development of infrastructure, information and education where such developments are required to support these programmes.

The percentage of savings accruing to South Link Health Inc will be determined by the relevant contract. Savings will be distributed to practices/members as per South Link Health Inc policy.

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Rule 7 Membership

Medical Practice Membership

Medical practices are able to apply to the Executive Committee for membership. A medical practice which has been accepted for membership by the Executive Committee will be able to participate in activities South Link Health Inc. administers. All staff and practice owners of member practices are eligible to become members by applying as set out below:

Criteria for full medical practice membership will be based on:

1. A commitment to the mission statement and aims and objectives of South Link Health Inc.
2. Acceptance of South Link Health Inc. operational policies, including data production, code of conduct, ethics, advertising and quality assurance programs.
3. Health care provision being within the geographic area served by South Link Health Inc.
4. Involvement in the process of accreditation or reaccreditation as required by the relevant New Zealand legislation.
5. Dispensation from involvement in the process of accreditation or reaccreditation may be granted at the discretion of the Membership Sub Committee.

Individual Membership

After a medical practice has been accepted for membership by the Executive Committee the staff and practice owners of that practice shall be eligible to become individual members in the following categories:

Category A – General Practitioners

Category B – Practice Nurses

Category C – Practice Managers / Administrators

Category D – Practice Owners

For voting purposes, each member may only vote in one category.

Individual membership to categories A, B, C and D will be granted to those persons who fulfil the criteria for individual membership as set by the Executive Committee and who have obtained approval of the Executive Committee. Application for individual membership shall be made to the Membership Sub Committee. Individual members have voting rights and have the right to stand for office. Meeting fees, participation in all health care initiatives and any other member benefits are available to members by contractual agreement.

Members will be asked to sign a Membership Agreement with South Link Health Inc.

Rule 8 Termination of membership

Membership will cease

- When a member is no longer able to fulfill the requirements of full membership as set by the Executive Committee. The Executive Committee will give one month's written notice to members of termination.
- When a member is no longer able to fulfill contractual requirements with South Link Health Inc notice of termination will be given in accordance with the contract.
- One month after receiving a written letter of resignation from a member.

Once membership has ceased South Link Health Inc will not accept or recognise any claims of entitlements made on its resources and will not be obliged to provide any further services until such time as membership is reinstated.

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Rule 9 Rule Changes

The rules may be altered, added to or rescinded by a simple majority of valid votes cast. Proposed rule changes must be decided by a vote open to all members with voting rights. Rules 2, 3, 5, 6, and 20 may only be altered, added to or rescinded by a 75% majority of valid votes cast.

Rule 10 General Meetings

An *Annual General Meeting* (AGM) will be held once per year, within five months of the end of the financial year for the society. The Executive will notify members of an AGM with remits (notices of motion) called for at least 10 weeks in advance of an AGM. Items to be placed on the agenda and remits should be received at the South Link Health Inc office no later than six weeks before the meeting to allow the remits to be circulated, with appropriate discussion documents, to all voting members prior to the AGM and the agenda to be supplied to all members at least 1 week before the meeting.

A *Special General Meeting* (SGM) of the society may be held at any time which the Executive Committee may appoint. A SGM of the society may be held if there is an urgent or important matter to be discussed that cannot wait until the next AGM. It shall also be competent for 10% of valid voting members to sign a requisition to the Executive to convene a SGM and on receipt of such a requisition the Executive shall instruct such a meeting to be called within twenty one days. The business to be dealt with at such a meeting shall be limited to the matters stated in the requisition and/or notice of such a meeting.

Rule 11 Executive Committee

The *Executive Committee* will be made up of up to six elected members who have the right to stand for office. The six elected members of the Executive Committee shall consist of three from Category A, one from Category B, one from Category C and one from Category D. The total Executive (including co-opted members) must not have more than two members from the same member practice. Executive members will serve a three year term but at the end of this time may offer themselves for re election.

Election of Executive Committee members will be by secret vote of eligible voters. The Executive Committee will be responsible for negotiation on behalf of the society, liaison with its members and ensuring the proper running of the society in accordance with its rules.

The Executive Committee will have the power to co-opt members of the society to the Executive Committee. These co-opted members will be full members of the Executive Committee, and their term of office expires at the next AGM.

Rule 12 Quorum

The quorum for a General Meeting will be 10 members and for an Executive Meeting will be four.

Rule 13 Voting

A remit which a member wishes to have considered at an Annual General Meeting shall be forwarded to the South Link Health Inc. office so as to be received no later than six weeks before that Annual General Meeting. The Executive Committee will determine the most appropriate membership category or categories to vote on the remit and the weightings which each category will receive.

At the AGM or SGM motions and remits, which must be accompanied by a reasoned

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argument, will be carried on the basis of a simple majority of valid votes cast in favour of a motion or remit except in those cases where Rule 9 requires that a 75% majority of valid votes cast is required. This will be by voice or raised hands of the full members of the society present at a General Meeting, or held in proxy by the Chair. Written vote of full members is also allowable at a SGM.

For matters raised under General Business at the AGM, only a motion to have the matter put to the full membership for a vote or to refer a matter to the Executive Committee, may be passed.

All other procedural motions such as passing minutes and accepting apologies, motions may be accepted from the floor and voted on by voice or show of hands.

Decisions made by the Executive Committee will be on the basis of a majority of voting members present voting in favour of a motion. This will be by voice or raised hands of those elected to the Executive Committee and present at a properly constituted business meeting of the Executive Committee. Proxy votes will be accepted in writing, but a quorum must first be present.

Rule 14 Management Team

The Management Team will be responsible for the day to day running and financial organisation of the society. They will be directly accountable to the Executive. They will have speaking rights at all Executive meetings they are required to attend.

Rule 15 Chairperson

The Chairperson will be appointed each year by the Executive Committee following the AGM. The Chairperson will be responsible for the orderly and efficient conduct of the Executive Committee business meetings. A Chairperson for General Meetings will be elected from within the elected Executive members to fulfill the role of Chairperson.

Rule 16 Minutes

Minutes will be recorded at each business meeting of the Executive and General Meeting of the society. At the start of each meeting the minutes from the previous meeting will be read and verified as per rule 13.

Rule 17 Seal of the Society

The Seal of the Society will be kept in the South Link Health Inc office. Documents issued in the name of the society will be stamped with the Society Seal and require the signatures of two members of the Executive Committee.

Rule 18 Signatories

Payments made on behalf of the society will require the signatures of two individuals with delegated authority from the Executive Committee.

Payments received by the society will be receipted and banked by the South Link Health Inc Management. The day to day management of these bank accounts will be the responsibility of the South Link Health Inc Management Team.

Rule 19 Winding Up

If the society is wound up, any capital assets will be sold at market value and the profits deployed in area of personal health services. The members of the society will be offered first refusal to purchase these capital assets at market value. Once administration costs

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and all other costs, debt and liabilities have been paid, any remaining assets will be deployed into alternative areas of health care for the benefit of the patients of the member practices. No property, assets or funds remaining after the society is wound up may be distributed among members of the society.

Rule 20 Contentious issues

If 50% of the Executive Committee considers that the issues before them are of a contentious nature and the opinion of the Executive Committee may not be representative of the full membership, it will not proceed with the decision making. Its role will be to provide information to members on controversial issues and canvas opinion. The Executive may then consider it can make a decision as per rule 13, or carry out postal vote of full members as per rule 13 or bring the issues to a General Meeting.

Rule 21 Investments

Investment decisions will be reviewed at intervals no longer than 3 months by the Executive Committee.

Rule 22

If at any time any matter shall arise which is not provided for in these rules, that matter shall be determined by vote of full members as per rule 9.