

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 society will act as an intermediary between a Health Funder and its members in negotiating funding from a Health Funder. This will be used to purchase health care services by the society for the benefit of patients enrolled with the doctors of the fundholding practices. The object of the society is to produce the highest possible quality health care for the given level of funding. This care will be readily accessible to enrolled patients and provided in a culturally sensitive way, without regard to age, race, culture, creed, gender, or sexual orientation. The society will aim to improve the health of all people belonging to the involved practices by

- (a) translating the national objectives of the proposed health services (cost containment, redistribution of resources away from costly secondary care where possible, increased emphasis on health education, prevention, efficiency and effectiveness) to a community level,
- (b) developing a comprehensive integrated primary care service based on an educative, anticipatory approach, properly evaluated preventive and treatment protocols and more efficient use of providers,
- (c) purchasing hospital care, community services care, disability care and other health services as appropriate for the patients of the fundholding practices within the limits of the funding available,
- (d) collecting and analysing information from the practices which will then be available for,
 - (i) supply of information and analysis for research purposes to RNZCGP Research Unit or others
 - (ii) information brokerage to bodies wishing to purchase the information
 - (iii) any other purpose agreed to under the contract between South Link Health Inc and a Health Funder.

At all times the information so gathered will remain the property of the fundholding practices and their patients. Control over this information will remain with the fundholding practices at all times

- (e) developing of protocols, tender documents, procedures, formularies, contracts, funding models and all other requirements for fundholding in New Zealand. The availability and cost to other bodies of these documents, procedures, protocols and models will be at the discretion of the Executive,
- (f) meeting the ongoing training and education needs of the members of the society.

Rule 3 Subsidy Payments

- (a) South Link Health Inc will pay the medical practitioners involved as members of the fundholding 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.

Rules of South Link Health Inc.

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.

Rule 7 Membership

Criteria for full 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. Statistics on health care provision being within a predetermined deviation from the norm for the South Link Health **Inc** group.
 5. Involvement in the process of accreditation or reaccreditation as required by the relevant New Zealand statutes.
 6. Dispensation from involvement in the process of accreditation or reaccreditation may be granted at the discretion of the Membership Sub Committee.
- Full membership may be gained by applying for nomination to the Membership Sub Committee fulfilling the criteria for full membership as set by the Executive Committee and gaining approval of the Executive. Full members have voting rights, can participate in fundholding, 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.
 - An organisation rather than individuals may also be granted membership in circumstances where permanent health provider positions are filled by salaried, temporary, locum or short-term staff. Organisations will be required to gain nomination for membership from the Executive Committee and fulfill all the criteria for full membership (except the requirement for participation in accreditation or reaccreditation) as set by the Executive Committee and gain approval by a majority vote of full members. Organisations will be allocated an agreed 'full time equivalent' status. It is expected that the Executive Committee will be notified of any variation in the actual full time equivalent status of the organisation as soon as it occurs. Variations will occur by mutual agreement only. An organisation will be accountable for the South Link Health Inc contractual requirements of its health providers. Organisational membership does not entitle the organisation or its health provider to voting rights or the right to stand for office. Meeting fees, participation in all health care initiatives and any other member benefits are available to members

Rules of South Link Health Inc.

by contractual agreement only. Benefits relating to individual health providers may be claimed by the organisation but the individual health provider the benefit relates to must be specified. Health providers who fall into the Organisational membership category will be required to sign a declaration agreeing to comply with the operational policies and aims and objectives of South Link Health Inc.

- Associate membership may be gained by applying for nomination to the Executive Committee, and gaining approval by a majority vote of full members. This form of membership involves partial participation in the operational policies of South Link Health Inc. and is intended to be a precursor to full membership. Associate members have no voting rights, may not hold office, do not participate in budget or fundholding and have no entitlement to fees or healthcare initiatives unless specified in a separate contractual agreement. When an associate member is able to meet the criteria for full membership as set by the Executive Committee their membership may be transferred to the status of full member without a further vote by full members.

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.

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.

Rules of South Link Health Inc.

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 total Executive (including co-opted members) must not have more than two members from the same fundholding 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

At the AGM or SGM motions and remits, which must be accompanied by a reasoned argument, will be carried on the basis of a simple majority of valid votes cast in favour of a motion or remit. 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.

Rules of South Link Health Inc.

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 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 fundholding 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 fall members as per rule 9.