CONSTITUTION OF

PINNACLE INCORPORATED

Westpac House
430 Victoria Street
PO Box 258, DX GP 20031
Hamilton 3240
New Zealand
Ph: 07 839 4771
tompkinswake.co.nz

TOMPKINS WAKE

Field Code Changed

CONSTITUTION

PINNACLE INCORPORATED

1. **NAME**

1.1 The name of the society is Pinnacle Incorporated (**Pin Inc**).

2. **OBJECTS**

2.1 The principal object for which Pin Inc is established is to promote high quality primary care and related services to people within New Zealand AND to do all things and exercise all powers as are incidental or conducive to the attainment of Pin Inc's principal object.

2.2 To achieve its principal object, Pin Inc will promote and improve patient health care and medical practices by:

(a) promoting the maintenance and development of integrated, community-based primary care services;

(b) encouraging improvements in the way existing services are provided by members;

(c) encouraging the development and promotion of an improved range and quality of services within the region;

(d) collating and developing accurate information for the planning, development and implementation of health services;

(e) improving the services available to patients through encouraging the integration where possible of primary and secondary care;

(f) establishing a system of quality assurance and peer review;

(g) initiating special projects of a medical nature;

(h) developing new health initiatives;

(i) promoting high standards of ethical and professional service and practice;

(j) disseminating knowledge of best medical practice;

(k) encouraging the most effective use of resources.

2.3 To assist its members to achieve its principal object, Pin Inc will:

(a) encourage and promote a positive working relationship with purchasers of health care, with a view to achieving the highest levels of health care for the community in New Zealand;

(b) provide a forum to determine the most appropriate allocation of resources.

Field Code Changed

2.4 Pin Inc is already registered as a charitable entity under the Charities Act 2005.

3. **MEMBERSHIP**

3.1 There shall be two classes of members:

(a) Full members, who shall be general medical practitioners in the Midland Regional Health Authority region and other health professionals who possess the qualifications for membership set out in paragraph 3.2, who have been approved for full membership as set out in rule ~~3.3~~ 3.4.

(b) Associate members, who shall be such people (who are not necessarily health professionals) who have been approved by the Executive Committee as associate members.

Save for the founding members, people wishing to join Pin Inc shall be nominated and seconded by existing full members on Pin Inc nomination form for full membership (a copy of which is attached as Appendix 1), or such other form as may be prescribed from time to time by the Executive Committee for full or associate membership. These members need to have personal knowledge of the applicant. Applicants will acknowledge that they are not applying to Pin Inc for the purpose of deriving pecuniary gain.

3.2 An applicant for full membership shall satisfy the Executive Committee that ~~she/he~~they possess~~es~~ the following qualifications, which are the conditions of full membership of Pin Inc:

(a) registration pursuant to the ~~Medical Practitioners Act 1995~~Health Practitioners Competence Assurance Act 2003, or any statute which is passed in substitution or succession to it ("**the Act**");

(b) a current practising certificate (pursuant to the Act);

(c) a computerised Age Sex Register of their patients in a format acceptable to Pin Inc (although the Executive Committee may admit a member subject to the condition that such a register is established within six months);

(d) a commitment to the objects of Pin Inc, quality assurance and peer review;

(e) that ~~she/he~~they ~~is~~ are not a member of any other provider network;

(f) that ~~she/he~~they ~~is~~ are financially solvent and clinically experienced and competent;

(g) that ~~she/he~~they ~~is~~ are a fit and proper person to be a member of Pin Inc.

3.3 The conditions of associate membership~~, as well as the joining fee and annual fee~~, and the nomination form for associate members, may be determined from time to time by a 75 percent majority of the Executive Committee.

3.4 Applications submitted in accordance with paragraph 3.1 ~~The applicant nomination form shall be circulated to all full members by Pin Inc Secretary. Members shall be given four weeks from~~

Field Code Changed

~~the date of circulation to record their views on the nomination. The~~will be processed as follows:

(a) Upon notification by a general practice that a general medical practitioner wishes to become a member of Pin Inc, the Secretary (or such other person as the Executive Committee may delegate) shall send the application form to the practice for completion by the applicant.

(b) The completed application form, duly signed by the applicant and nominated and seconded by two existing full members with personal knowledge of the applicant, shall be returned to the Secretary.

(c) Applications will be considered by the Executive Committee (or the Secretary, where the Executive Committee delegates that function to ~~will take such views into consideration in their decision to approve or disapprove the nomination. On approval of the nomination,~~ the Secretary) and shall enrol the applicant as a member of Pin Inc for the appropriate membership category, ~~once~~ provided that:

(i) the application has been approved; and
(ii) the applicant has confirmed their consent to becoming a member on the application form~~payment of the joining and annual fees have been received~~.

~~(a)~~(d) Upon approval, the Secretary shall update Pin Inc's membership register and notify the practice and the new member accordingly.

~~3.4~~3.5 Members may cease to be members of Pin Inc on:

~~(a)~~ Giving not less than four week's notice to the Secretary in writing of their intention to withdraw. Such notice of resignation shall be deemed effective from the date specified in the notice. ~~Fees shall remain payable to such date and the joining and annual fees are not refundable.~~

~~(b)~~

~~(c) Failure to pay the annual fee. Non-payment for six months after the date the fee was due will result in automatic cancellation of membership, unless the Executive Committee rules otherwise.~~

~~(d)~~(a)

~~(e)~~(b) The exercise of the Executive Committee's discretionary power to expel a member. The grounds for expulsion are:

(i) breach of a condition of membership as set out in paragraph 3.2 (as amended from time to time);

(ii) breach of the Code of Ethics of Pin Inc as set out in paragraph 6~~67~~ (as amended from time to time);

(iii) where, on any other reasonable ground, the Executive Committee considers it is inappropriate for the member to continue his or her membership of Pin Inc.

Field Code Changed

~~3.5~~3.6 The Executive Committee shall exercise its discretion to expel a member in accordance with the rules of natural justice. In particular, the member under consideration will be given a statement setting out the matters under consideration and an opportunity to put their case in writing before the Executive Committee makes its decision. The Executive Committee may give a warning before exercising its power of expulsion.

~~3.6~~3.7 Any decision to expel a member requires a 75% majority of the full Executive Committee to vote in favour of the decision. The ballot on such a decision may be conducted by post or by fax and the result will be recorded in the minutes of the Executive Committee. The Secretary will notify the person in writing.

~~3.7~~3.8 Members may, in the interests of attaining the objects of Pin Inc, by a resolution of members passed at a duly convened meeting of members by not less than a three-quarter majority of the members present in person or by proxy at that meeting restrict the membership numbers of Pin Inc.

~~3.8~~3.9 A person meeting the criteria for full membership set out in paragraph 3.2 and wishing to become a member of Pin Inc shall submit an application for full membership in the form attached as Appendix 1~~6~~ for consideration by the Executive Committee (or by the Secretary, where the Executive Committee delegates that function to the Secretary)~~ together with the joining fee prescribed in paragraph 4~~.

~~4. **JOINING AND ANNUAL FEES**~~

~~Members shall pay their annual fees in advance by 20th May of each year on receipt of an account from Pin Inc. The joining fee and annual fee will be set annually by a 75% majority of the Executive Committee. The Executive Committee may from time to time decide different levels of fee for full time practitioners (meaning practitioners who are available to provide services to patients for a minimum of 20 hours a week) and part-time practitioners (meaning practitioners working less than 20 hours per week).~~

~~5.~~4. **REGISTER OF MEMBERS**

Pin Inc shall keep a register of its members containing the names, addresses and occupations of all members and the dates at which they became members. Pin Inc shall from time to time, when required by the Registrar of Incorporated Societies, send to the Registrar a list of the names, addresses and occupations of its members, accompanied by a statutory declaration verifying that list made by an officer of Pin Inc.

~~6.~~5. **REGISTERED OFFICE**

Pin Inc shall have a registered office to which all communications may be addressed. Notice of the situation of the registered office and of any change from time to time of that office, shall be given to the Registrar.

~~7.~~6. **CODE OF CONDUCT**

Pin Inc and its members will act with due regard for medical ethics and use best endeavours to ensure that:

Field Code Changed

(a) Subject to geographical limitations, patients have access to quality health care services according to their needs;

(b) Subject to geographical limitations, patients have the right to select the practitioner of their choice;

(c) The quality and standard of medical services will be preserved or, where possible, enhanced by members' involvement in relevant quality assurance programmes;

(d) The individual dignity of all patients will be respected;

(e) Services will be provided in a manner appropriate to patients' culture, age and gender;

(f) Health promotion and preventative health measures will be supported as an integral part of the services provided;

(g) They provide accurate information for the planning, development and implementation of health services;

(h) They comply with the Code of ~~Rights~~ Health and Disability Services Consumers' Rights for ~~C~~consumers of ~~H~~health and ~~D~~disability ~~S~~services promulgated under the Health and Disability Commissioner~~ies~~ Act 1994~~3~~ and all other relevant codes and legislation.

~~8.~~7. CHANGES TO AND INTERPRETATION OF THE RULES

The rules of Pin Inc may be amended and added to from time to time by amendments in writing, provided that no such amendments or additions shall be made if they have the effect of changing the principal objects and the charitable purposes of Pin Inc. Any amendments or additions shall be made in accordance with the following procedure:

(a) The Executive Committee or any full member may propose a rule change (whether by way of deletion, amendment or addition) by notice to the Secretary in writing.

(b) In the case of a rule change proposed by a full member the Executive Committee will decide whether and, if so, how the proposed resolution is to be put to the members of Pin Inc. Whether the rule change is proposed by the Executive Committee or a member, the resolution may be put to the members by way of a postal ballot in the manner described in Appendix 5 or at a duly convened general meeting at which notice of the proposed rule change has been given.

(c) When directed by the Executive Committee, the Secretary shall give at least twenty (20) working days notice to members of a proposed rule change and the date of the meeting at which the resolution will be considered.

(d) A resolution passed by a majority of not less than three-quarter of full members present in person or by proxy at a duly convened general meeting of members (or a resolution passed by a majority postal vote of not less than three-quarter of all full members if the Executive Committee has decided to instead hold a postal vote in lieu of a general meeting on the matter) shall be required to effect a rule change.

Field Code Changed

(e) Any amendment or addition to the rules ~~shall~~ may be submitted to the Charities Services and/or Inland Revenue Department for approval to ensure that the amendment or addition is not in contravention of the charitable purposes of Pin Inc. The rules of Pin Inc may be amended and added to from time to time in accordance with the following procedure.

(f) The Secretary shall (i) deliver to the Registrar the amended rules in accordance with the provisions of section ~~21~~ 33 of the Incorporated Societies Act ~~1908~~ 2022 (or any section which is passed in succession or substitution to it); (ii) notify Charities Services of any changes to the rules within 3 months of the change being made as required by section 40 of the Charities Act 2005 (or any section which is passed in succession or substitution to it); and (iii) circulate copies of the new rules to members.

(g) The Executive Committee has the power to interpret the rules of Pin Inc and to put forward proposed rule changes to members who will vote on the proposal in accordance with paragraph 7(d)~~7(d)8(d)~~ or in a postal ballot in accordance with Appendix 4.

~~9.~~8. MEMBERS MEETINGS

~~9.1~~8.1 An annual general meeting of members shall be held within six months of the financial year end of Pin Inc. The Executive Committee may also whenever it thinks fit call special general meetings of members.

~~9.2~~8.2 The business of the annual general meeting shall include:

(a) receiving the annual report of Pin Inc;

(b) receiving Pin Inc's duly audited annual accounts and balance sheet;

(c) electing officers of Pin Inc;

(d) determining reasonable honoraria for officers for the ensuing year;

(e) considering and reviewing policy directions of Pin Inc and any other matter proposed by the Executive Committee and considering any matter in respect of which a notice of motion has been received by the Secretary from any full member at least twenty (20) working days prior to the date of the meeting; and

(f) disclosure of any conflicts of interest involving officers or members of the Executive Committee.

~~9.3~~8.3 The Secretary shall send to every full member a notice of members special general meetings and annual general meetings at least ten (10) working days in advance of any meeting and shall also circulate an agenda and any notices of motions which have been received from any full member at least twenty (20) working days before the due date of the general meeting.

~~9.4~~8.4 The quorum at all general meetings of members shall be the lesser of fifteen (15) full members present in person or by proxy or such number of members personally present as shall represent in number not less than fifteen (15) percent of the total number of full members of

Field Code Changed

Pin Inc. No business shall be conducted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business PROVIDED HOWEVER that:

(a) If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved.

(b) In any other case the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such other time and at such other time and place as the Chairperson may determine, and if at the adjourned meeting, a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

~~9.5~~8.5 At every meeting the chair shall be taken by the Chairperson if present or in his/her absence by the Deputy-Chairperson. Otherwise a chairperson shall be nominated by members present at the meeting from one of the Executive Committee.

~~9.6~~8.6 Voting at meetings will be by a show of hands unless the Chairperson decides otherwise. Voting by proxy or postal vote is permitted provided that the approved proxy form or postal vote form has been received by the Secretary prior to the commencement of the meeting at which it is proposed to be used. Copies of the approved proxy form and postal vote form are attached as Appendix 2 and Appendix 3. These forms may be changed from time to time by the Executive Committee. In case of equality of votes, the Chairperson has a second or casting vote.

~~9.7~~8.7 The procedure at meetings of members shall be:

~~(a)~~ Any member of Pin Inc may attend and speak to any matter ~~provided no annual fees are owing from that member~~;

~~(b)~~(a) ~~Only full members who are not in arrears with their annual fees may vote;~~ and

~~(c)~~(b) Prior to dealing with any business, the Secretary shall record all approved proxy forms and postal votes received, confirm whether there is a quorum for the transaction of business and advise the number of votes required for one-half and three-quarter majorities.

8.8 Except as otherwise provided in these Rules, the meeting of members may regulate its own procedure.

8.9 Pin Inc may pass written resolutions in lieu of a general meeting provided that:

(a) the resolution is in writing;

(b) the resolution is sent to all members entitled to vote on the matter;

(c) the resolution is passed by the same majority that would be required if the resolution were passed at a general meeting;

(d) all members entitled to vote have been given a reasonable opportunity to vote on the resolution;

Field Code Changed

(e) the resolution is signed by or the votes are otherwise recorded from the required majority of members; and

(f) the resolution and voting record is kept with the minutes of Pin Inc.

~~10.~~9. **SPECIAL GENERAL MEETINGS**

In the event that a meeting is requested by members, the Secretary shall convene a Special General Meeting upon receiving a formal requisition signed by not less than 25% of the full members of Pin Inc.~~After receiving a requisition signed by not less than 25% of the full members of Pin Inc, the Secretary will convene a general meeting.~~

10. **METHODS OF HOLDING MEETINGS**

A meeting may be held either:

(a) By a number of the members who constitute a quorum, being assembled together at the place, date, and time appointed for the meeting; or

(b) By means of audio, or audio and visual, communication by which all the members participating and constituting a quorum can simultaneously hear each other throughout the meeting.

11. **OFFICERS**

11.1 Pin Inc's affairs shall be managed by an Executive Committee, which shall comprise at least:

(a) A Chairperson, who shall primarily be responsible for the efficient conduct of the business of Pin Inc at its meetings and speak on behalf of Pin Inc. ~~The Chairperson shall be a full member of Pin Inc.~~

(b) A Deputy Chairperson, who shall be primarily responsible for working with management and the Executive Committee on the~~the~~ development of new opportunities for Pin Inc, to enable it to achieve its objects. ~~The Deputy Chairperson shall be a full member of Pin Inc.~~

(c) Secretary, who shall be responsible for:

(i) notifying members and officers of their election;

(ii) notifying members and officers of meetings;

(iii) keeping a register of all members and having the register present at all meetings;

(iv) keeping accurate records of Pin Inc's business;

(v) keeping accurate records of the proceedings of all Pin Inc meetings;

(vi) supervising the efficient financial operation of Pin Inc;

Field Code Changed

(vii) Pin Inc complying with the reporting requirements set out in the Incorporated Societies Act ~~1908~~ 2022 (or any legislation passed in succession or substitution to it);

(viii) carrying out duties as specified from time to time by the Executive Committee;

(ix) The Secretary does not have to be a full member of Pin Inc.

(d) A representative of each branch of Pin Inc, who shall be full members of Pin Inc.

11.2 The Executive Committee will elect from amongst its members the Chairperson, Deputy Chairperson and Secretary. Each member of the Executive Committee will serve a term of three years at which time he or she shall retire (or shall retire at the next annual general meeting in the case of an appointment which expires before the due date of the next annual general meeting). Every retiring member of the Executive Committee shall be eligible for re-election and shall be deemed to be properly nominated for re-election unless he or she has, prior to the annual general meeting at which ~~she/he~~they ~~is~~ are due to retire, given written notice to the Secretary that he does not seek re-election. The maximum period for members of the Executive Committee shall be 9~~6~~ years (noting that while acting as Chairperson or Deputy Chairperson each year in this role is not counted against the maximum 9~~6~~ years). Members of the Executive Committee shall be elected by Pin Inc at its annual general meeting or at the annual general meetings of the branches of Pin Inc in the case of branch representatives, unless appointed pursuant to paragraph ~~11(d)~~ 11.4.

11.3 Nominations for all elections to the Executive Committee will be in writing and signed by two full members of Pin Inc with the consent of the nominee endorsed. In the event of insufficient written nominations being received by the Secretary by the date of the annual general meeting, nominations may be accepted from the floor at the annual general meeting.

11.4 The Executive Committee shall have the power to co-opt any person as an additional member of the Executive Committee from time to time, to ensure the Committee has an appropriate balance of skill and geographic representation, subject to there always being a simple majority in number of the Executive Committee, who are full members of Pin Inc.

11.5 If the number of candidates for any office on the Executive Committee is greater than the number of vacancies, the Executive Committee may decide to hold a postal ballot in the manner described in Appendix 4 either in addition to or in lieu of a general meeting on the matter.

11.6 Any vacancy occurring on the Executive Committee between one annual general meeting of Pin Inc and the next may be filled by the Committee. A person appointed to fill a casual vacancy shall retire at the next annual general meeting but shall be eligible for election and shall be deemed properly nominated for election unless he or she has, prior to the annual general meeting, given written notice to the Secretary that ~~she/he~~they do~~es~~ not seek election.

11.7 Pin Inc shall have at least one contact person and no more than three contact persons at any time, who must be at least 18 years of age and ordinarily resident in New Zealand. A contact person may be an officer of Pin Inc but is not required to be an officer. Contact persons shall be elected or appointed by the Executive Committee for such term as the Executive

Field Code Changed

Committee determines. The contact person(s) shall be responsible for handling enquiries from the Registrar of Incorporated Societies and ensuring compliance with the Incorporated Societies Act 2022.

11.8 The Secretary shall notify the Registrar of the appointment of contact persons and any changes to contact persons in accordance with the requirements of the Incorporated Societies Act 2022.

12. **INDEMNITY OF OFFICERS**

12.1 No member of the Executive Committee or other officer of Pin Inc shall be liable for the acts, receipts, neglects or defaults of any other officer of Pin Inc or for any loss occasioned by any error of judgment or oversight on his or her part or for any other loss, damage or misfortune whatever which happens in the execution of the duties of his/her office unless occasioned by his/her own wilful default or dishonesty.

12.2 The members of the Executive Committee and other officers of Pin Inc shall be indemnified by Pin Inc for all losses and expenses incurred by them in or about the discharge of their respective duties except such as may result from their own respective wilful default or dishonesty.

13. **MEETINGS OF THE EXECUTIVE COMMITTEE**

13.1 The Executive Committee shall meet together as often as may be required for the dispatch of business. The Executive Committee shall regulate their meetings as they think fit and may hold their meetings by conference telephone and/or ~~call~~videocall. The Secretary shall call a meeting of the Executive Committee on request by any member of the Executive Committee. Not less than 2 working days notice of a meeting of the Executive Committee shall be sent by the Secretary (or his or her delegate) to every member of the Executive Committee who is in New Zealand. An irregularity in the notice of a meeting of the Executive Committee is waived if all members of the Executive Committee entitled to receive notice of the meeting attend the meeting without protest as to the irregularity or if all members on the Executive Committee entitled to receive notice of the meeting agree to the waiver. A quorum for a meeting of the Executive Committee shall be a majority of the members of the Executive Committee. No business may be transacted at a meeting of the Executive Committee if a quorum is not present. Resolutions of the Executive Committee shall be passed by a simple majority of votes (unless otherwise provided in these Rules). Voting at Executive Committee meetings shall be by show of hands unless the Chairperson determines otherwise. Each member of the Executive Committee present shall have one vote. Proxy voting is not permitted at Executive Committee meetings. The Chairperson will have a second or casting vote in the event of an equality of votes. Decisions, and the reasons for them, must be recorded in writing. Resolutions by minute in writing signed by all the members of the Executive Committee entitled to receive notices of a meeting of the Executive Committee (including resolutions sent and signed by way of facsimile) are as effective and valid as if they had been passed at a duly convened and held meeting.

13.2 Minutes of meetings of the Executive Committee are to be circulated to members of the Executive Committee by the Secretary within five (5) working days of any meeting.

Field Code Changed

13.3 The decisions and initiatives of the Executive Committee shall be communicated regularly to members of Pin Inc.

14. OTHER POWERS OF THE EXECUTIVE COMMITTEE

In addition to managing the affairs of Pin Inc (subject to any directions of the members of Pin Inc by resolution passed at annual or special general meetings of members), the Executive Committee shall have the following functions and duties (and shall have and exercise all powers which may be done or exercised by Pin Inc for these purposes and which are not expressly directed or required to be exercised or done by the members in general meeting):

(a) To enter into any arrangements with any person for the purpose of attaining any of Pin Inc's objects. To enter into any arrangements with any person which seem conducive to the attainment of any of Pin Inc's objects.

(b) To take such steps as it considers will promote any of the objects of Pin Inc.

15. FINANCIAL ACCOUNTABILITY

15.1 The Chairperson and Secretary or any other two Executive Committee members authorised for the purpose will work together to ensure the highest standards of financial accountability are maintained by Pin Inc. The following rules apply:

(a) ~~The Chairperson shall hold the common seal which she/he shall affix to all documents which legally and/or financially commit Pin Inc, s~~Subject to an appropriate resolution of the Executive Committee having recorded the approval of a financial ~~the~~ transaction, ~~-~~ ~~T~~the Chairperson and Secretary shall sign ~~on~~ all contracts in relation to that financial commitment, on behalf of Pin Inc unless stated otherwise in these Rules or as required by law.

(b) The Secretary will open bank accounts as required for the efficient conduct of Pin Inc business. Receipts will be issued for all monies received. All cheques must be signed by the Chairperson or Secretary and at least one other member of the Executive Committee or a person nominated by the Executive Committee as a cheque signatory.

(c) The Executive Committee will approve from time to time an investment code upon advice from reputable financial advisers.

(d) The Secretary will provide a monthly statement of the financial position of Pin Inc to the Executive Committee.

(e) A statement of audited accounts will be presented at each annual general meeting.

(f) The Executive Committee shall be authorised to raise monies by way of bank overdraft as may be determined from time to time by the Executive Committee. Pin Inc shall also (for the purposes of attaining its objects) have power to raise other borrowings and give security over its assets but any other borrowings and/ or security, whether by way of mortgage, debenture, or otherwise, must be first approved by resolution at a general meeting of Pin Inc's members passed by at least three-quarter of the members present at that meeting in person or by proxy or voting by postal vote at the meeting at which notice of the intention to borrow has been given.

Field Code Changed

(g) Pin Inc shall maintain appropriate accounting records that:

(i) correctly record and explain the transactions of Pin Inc;

(ii) enable the financial position of Pin Inc to be determined with reasonable accuracy at any time; and

(iii) enable the preparation of financial statements that comply with applicable accounting standards.

(h) Pin Inc's balance date (end of financial year) is 30 June~~1 March~~, as confirmed in rule 16 below.

(i) All funds and property of Pin Inc shall be controlled as follows:

(i) Pin Inc shall maintain at least one bank account with a registered bank;

(ii) all money received by Pin Inc shall be deposited into Pin Inc's bank account as soon as practicable after receipt;

(iii) all payments shall be made by cheque, electronic transfer, or other secure payment method approved by the Executive Committee;

(iv) proper receipts shall be issued for all money received; and
(v) accurate records shall be kept of all financial transactions.

~~(g)~~(j) The Secretary shall submit an annual financial statement to the Registrar in compliance with section 102~~3~~ of the Incorporated Societies Act ~~1908~~2022.

16. **FINANCIAL YEAR**

The financial year of Pin Inc shall commence on the 1st day of July~~April~~ and shall end on the following ~~31st day of March~~30th day of June, or such financial year as is determined by the Executive Committee to provide the most useful financial information to members. Changes to the financial year shall be notified to members in writing.

17. **AUDIT**

The Executive Committee will appoint an auditor who is a member of the ~~Institute of~~ Chartered Accountants Australia and New Zealand~~. Accountants of New Zealand~~ but who is not a member of Pin Inc. The auditor will hold office as long as the Executive Committee thinks fit, and will be paid whatever remuneration the Executive Committee may determine.

18. **BRANCHES**

With the approval of the Executive Committee, any members of Pin Inc may form groups ~~a~~of local incorporated or unincorporated branches or ad hoc groups of Pin Inc, which shall have the same principal objects as Pin Inc. Criteria for membership will be subject to the approval of the Executive Committee. Such groups may meet at such times and places and may conduct their proceedings in such manner and with such rules as they think fit (provided that the

Field Code Changed

constitution and rules of any branches shall first be submitted to the Executive Committee for prior approval). This may include levying subscriptions from their members as may be determined under the rules.

19. **NOTICES**

Any notice to a member of Pin Inc may be served upon that member either personally, by sending it prepaid through the post addressed to the member's last known address or by facsimile, to the number notified by the member. If served by post, the notice shall be deemed to be served two working days following posting. If sent by facsimile, the notice shall be deemed to be served when the sending device confirms transmission is successful.

20. **PUBLICITY**

No member (other than the Chairperson or a member authorised so to do by the Chairperson) will speak for and represent the views of Pin Inc as a whole without first having obtained the approval of the Executive Committee so to do.

21. **DISPUTE RESOLUTION**

21.1 Pin Inc adopts the dispute resolution processes contained in sections 38 to 44 and Schedule 2 of the Incorporated Societies Act 2022, which include:

(a) the meanings of "dispute" and "complaint" as defined in the Incorporated Societies Act;

(b) how a complaint is made;

(c) that the person who makes the complaint has a right to be heard;

(d) that the person who is the subject of the complaint has a right to be heard;

(e) procedures for investigating and determining disputes;

(f) the grounds for deciding not to proceed further with a complaint;

(g) who Pin Inc may refer a complaint to and how; and

(h) who may or may not be a decision maker.

21.2 All dispute resolution processes shall be conducted in accordance with the principles of natural justice.

21.3 The Executive Committee may develop additional dispute resolution procedures provided they are consistent with the principles of natural justice and the requirements of the Incorporated Societies Act 2022.

~~21.~~22. **LIQUIDATION**

~~21.1~~22.1 Pin Inc may be liquidated voluntarily if Pin Inc at a general meeting of its members passes a resolution with a simple majority of full members requiring Pin Inc to be liquidated and the resolution is confirmed at a subsequent general meeting with a simple majority of full

Field Code Changed

members called together for that purpose and held not earlier than thirty days after the date on which the resolution to be confirmed was passed.

~~21.2~~22.2 If upon the liquidation or dissolution of Pin Inc there remains, after the satisfaction of all costs, debts and liabilities, any property or assets, they shall not be paid to or distributed among the members of Pin Inc but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of Pin Inc and which shall prohibit the distribution of its or their income or property among its or their members to an extent at least as great as is imposed on Pin Inc. Such charitable institution or institutions shall be determined by the members of Pin Inc at or before the time or dissolution or in default thereof by a judge of the High Court of New Zealand, or in the absence of there being such an institution, then to such public charity or charities as such judge may determine.

~~21.3~~22.3 If upon the liquidation or dissolution of any branch, division or ad hoc group of Pin Inc formed under rule ~~18~~18, there remains, after the satisfaction of all costs, debts and liabilities, any property or assets, they shall not be paid to or distributed among the members of Pin Inc but shall be given or transferred to Pin Inc, or some other charitable institution or institutions having objects similar to the objects of Pin Inc and which shall prohibit the distribution of its or their income or property among its or their members to an extent at least as great as is imposed on Pin Inc. Such charitable institution or institutions shall be determined by the members of Pin Inc at or before the time or dissolution or in default thereof by a judge of the High Court of New Zealand, or in the absence of there being such an institution, then to such public charity or charities as such judge may determine.

~~22.~~23. INTERPRETATION

~~22.1~~23.1 In these Rules, unless the context otherwise requires:

"Pin Inc" means Pinnacle Incorporated;

"the Executive Committee" means the Executive Committee for the time being of Pin Inc constituted under rule 11~~11~~ of these Rules;

"working day" means any day of the week other than:

(a) Saturday, Sunday, Good Friday, Easter Monday, Anzac Day, the Sovereign's Birthday, Labour Day, New Zealand's anniversary day and the provincial anniversary day as observed in Waikato; and

(b) A day in the period commencing with the 24th day of December in any year, and ending with the 5th day of January in the following year.

A working day shall be deemed to commence at 9:00 am and to terminate at 5:00 pm.

"month" means a calendar month.

~~22.2~~23.2 In these Rules a reference to a statute includes all regulations under and amendments to that statute and any statute passed in substitution for that statute or incorporating any of its provisions to the extent that they are incorporated.

Field Code Changed

APPENDIX 1

APPLICATION AND NOMINATION FORM FOR FULL MEMBERSHIP OF PINNACLE INCORPORATED

Applicant

I [full name] of [full address] being a registered general practitioner or nurse practitioner and possessing the qualifications set out in paragraph 3.2 of the rules of Pin Inc, hereby apply to be a full member of Pin Inc.

I certify that I possess the qualifications set out as conditions of membership of Pin Inc. ~~and that if my nomination is approved, I will abide by the rules of Pin Inc.~~ I acknowledge that I am not applying to Pin Inc for the purpose of deriving pecuniary gain.

I hereby consent to become a member of Pinnacle Incorporated, and agree to abide by the rules and constitution of the incorporated society.

Signature: ______________________________

Date: ______________________________

~~*"I, [Applicant Name], hereby consent to become a member of Pinnacle Incorporated, and agree to abide by the rules and constitution of the incorporated society."*~~

Formatted: Font: Not Bold

Proposer

I [full name] of [full address] being a full member of Pin Inc confirm that I am personally acquainted with the above applicant and believe that ~~he/she is~~they are a fit and proper person to be a member of Pin Inc.

Signature: ______________________________

Date: ______________________________

Seconder

I [full name] of [full address] being a full member of Pin Inc confirm that I am personally acquainted with the above applicant and believe that ~~he/she is~~they are a fit and proper person to be a member of Pin Inc.

Signature: ______________________________

Date: ______________________________

APPENDIX 2

PINNACLE INCORPORATED Instrument Appointing Proxy

I [full name] of [full address], being a full member of Pin Inc, hereby appoint [full name of proxy] of [full address] or failing ~~him/her~~them [full name of alternate] of [full address] as my proxy to vote for me on my behalf at the meeting of Pin Inc to be held on [date] and at any adjournment thereof.

- I instruct my Proxy to vote as follows:
- For all the below mentioned motions; or
- Against all the below mentioned motions; or
- As instructed below; or
- As my proxy thinks fit.

~~OR~~

- ~~My proxy may vote as he/she thinks fit.~~

[* Strike out whichever is not applicable.]

Signed this _____ day of __________ 20____

Signature: ____________________________

Date: ____________________________

Please note:

1. A proxy must be another full member of Pin Inc.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of ~~his or her~~their attorney duly authorised in writing.
3. To be valid, this proxy form, and the power of attorney or other authority, if any, under which it is signed, must be presented to the Chairperson of the meeting prior to the commencement of that meeting or to the Secretary of Pin Inc prior to the meeting.

APPENDIX 3

PINNACLE INCORPORATED Postal Vote Form

I, [full name] of [full address] being a full member of Pin Inc direct that at the meeting of Pin Inc to be held on [date] and at any adjournment thereof my vote be recorded as follows: [direct that for the purposes of the postal ballot in lieu of a general meeting my vote be recorded as follows:]

RESOLUTIONS Vote with a Tick For Against

1.

2.

3.

4.

Signed this _____ day of __________ 20____

Signature: ___________________________

Notes:

1. You may cast a postal vote on all or any of the above resolutions by completing and sending in this form.
2. This form must be signed by the member or ~~his/her~~their attorney duly authorised in writing.
3. This form and the power of attorney (if any) under which it is signed, or a notarially certified copy of the power of attorney and a certificate of non-revocation of the power of attorney must be received by the Secretary of Pin Inc by 4:00 pm on the day preceding the due date for the general meeting at which the postal vote is to be cast or, as the case may be, must be received by the Secretary of Pin Inc by 4:00 pm on the closing date of the postal ballot (where voting on motions concerned is being conducted solely by postal ballot in lieu of a general meeting).

APPENDIX 4

PROCEDURE FOR POSTAL BALLOT OF ELECTIONS TO OFFICE

(a) After the date on which nominations close, the Secretary will post to each full member of Pin Inc (at the member's last known address) a postal voting form (in the same form as Appendix 3 or such other form as may be prescribed from time to time by the Executive Committee) containing a list of all the duly nominated candidates for all offices in alphabetical order of surnames, directions as to voting and setting out the closing date for the postal ballot.

Directions

(i) The voter must vote for no greater number of candidates than there are vacancies.

(ii) The voter must strike out the name of any candidate for whom the voter does not wish to vote.

(iii) The voting form must be enclosed in a sealed envelope with the name of the voter signed and legibly printed on the outside of the flap of the envelope.

(iv) The voting form must be delivered at the office of the Secretary not later than 4.00pm on the day preceding the annual general meeting.

(b) A voting paper will be invalid in any of the following cases:

(i) If the name of the voter does not appear signed or printed legibly on the outside of the flap of the envelope.

(ii) If the number of candidates whose names have not been struck out is greater than the number of vacancies to be filled.

(iii) If the envelope containing the voting paper is received by the Secretary after the closing of the ballot.

(c) The Executive Committee will appoint at least two scrutineers who are members of Pin Inc but not candidates for office.

(d) Between the time fixed for closing of the ballot and the commencement of the annual general meeting the envelopes containing the voting papers will be opened and the valid votes recorded for each candidate counted by the scrutineers.

(e) If the postal votes are equal for two or more candidates the election is not complete. In such case the Chairperson of the annual general meeting will decide by lot which of such candidates shall be elected.

(f) On completion of the count the scrutineers will prepare a certificate showing the number of valid votes cast for each candidate. The certificate will be delivered to the Chairperson of the annual general meeting who will then declare the result.

(g) Any omission on the part of the Secretary to forward a postal voting form to any member entitled to vote will not invalidate the election.

APPENDIX 5

PROCEDURE FOR POSTAL VOTING ON MATTERS OTHER THAN THE ELECTION OF OFFICERS

(i) Notice of intention to hold a postal ballot in lieu of a general meeting and information relating to the substance of the matter to be voted on, is to be notified to full members in writing by the Secretary.

(ii) The Secretary will post to each member of Pin Inc (at the member's last known address) a postal voting form (in the same form as Appendix 3 or such other form as may be prescribed from time to time by the Executive Committee) and notice containing details of the matters to be voted on.

(iii) Voting forms will clearly indicate the closing date for postal votes to be received by the Secretary which shall not be less than twenty (20) working days from the date on which the Secretary dispatches postal vote forms and the notice informing members of the matters to be voted on.

(iv) The result of the postal vote is to be recorded by the Executive Committee at its next meeting, and published in the next member publication (or otherwise notified in writing to members).

(v) Only postal votes recorded correctly on the prescribed postal voting form and received by the Secretary prior to 4:00 pm on the closing date of the postal ballot will be accepted as valid. Immediately following the closing date of the postal ballot, the Secretary will count all valid postal votes on each matter the subject of the postal ballot, prepare a certificate of the result(s) and notify the Executive Committee of the result(s). Any omission on the part of the Secretary to forward a voting paper to any full member will not invalidate the postal ballot.

~~**APPENDIX 6**~~

~~**APPLICATION FOR FULL ASSOCIATE MEMBERSHIP OF PINNACLE INCORPORATED**~~

~~I [full name] of [full address] being a registered general practitioner and possessing the qualifications required by the Executive Committee in accordance with set out in paragraph 3.32 of the rules of Pin Inc, hereby apply to be an associatefull member of Pin Inc.~~

~~I certify that I possess the qualifications set out as conditions of associate membership of Pin Inc (as set out below)and that if my nomination is approved, I will abide by the rules of Pin Inc.~~

~~I acknowledge that I am not applying to Pin Inc for the purpose of deriving pecuniary gain.~~

~~*I hereby consent to become a member of Pinnacle Incorporated, and agree to abide by the rules and constitution of the incorporated society.*I acknowledge that this application and my continuing membership of Pin Inc is subject to my complying with and continuing to comply with the conditions of membership and code of conduct referred to in paragraphs 3 and 7 of the rules of Pin Inc.~~

~~Signature: ______________________________~~

~~Date: ______________________________~~

~~Qualifications required to be an Associate Member:~~

~~[INSERT]~~