

# Final notice of 2025 Annual General Meeting

Kia ora Pinnacle GP members,

FINAL notice is hereby given that the Annual General Meeting of PINNACLE INCORPORATED will be held on **Tuesday, 25 November 2025**, at 5.30pm at Pinnacle Offices, 711 Victoria Street, Ground Floor, River Room, Hamilton for the purpose of transacting the following business.

Ordinary business

**1. Welcome from the Chair**

**2. Apologies**

**3. Minutes of the previous meeting**

To confirm the minutes of the previous Annual General Meeting held Tuesday, 26 November 2024.

**4. Annual report**

To receive the annual performance report including introduction by the Chair.

**5. Announcement of new initiative**

No decision required.

**6. Audited financial statements**

To receive, consider and adopt the Society's financial statements for the year ended 30 June 2025. These are available on request through [liz.miller@pinnacle.health.nz](mailto:liz.miller@pinnacle.health.nz)

**7. Pin Inc membership change and constitution amendment**

To approve Nurse Practitioners as eligible members of Pinnacle Incorporated.

Constitution V2 is recommended as approval to support this change.

**8. Definition of clinical members of the Executive Committee and constitution amendment**

To approve the definition of the clinical members of the Executive Committee.

*"Clinical representative" means an individual who is a registered practitioner under the Act and shall include Rongoa Maori practitioners"*

This amendment is proposed to recognise the evolving nature of clinical leadership and to support broader representation within the society. At least 3 of the 4 clinical members must still be General Practitioners.

Constitution V2 is recommended as approval to support this change.

**9. Constitution amendments**

To approve constitution V2 to support the addition of Nurse Practitioners as members of Pinnacle Incorporated and the definition of clinical members of the Executive Committee.

Should the membership change and clinical member definition not be approved. The Executive Committee have prepared V1 of the constitution for approval which includes the legally required updates only. This version contains the minimum changes necessary to comply with the new Act, other law changes and governance practices.

**10. Notification of removal of membership fees**

To confirm that from 1 July 2026 membership fees will no longer be paid to the incorporated society.

**11. Election of Executive Committee**

The current Executive Committee is made up of 4 GP representatives and 3 Independent Directors.

There are no members due for re-election. Dr Hayley Scott, Dr Tamatoa Blaiklock, Dr Giles Turner and Dr Kiyomi Kitagawa will continue in office for the next financial year.

**12. Auditors**

Removal of auditor

That Murray Dunn and KPMG is hereby removed from office as the auditor of Pinnacle Incorporated and the Pinnacle Group of entities, effective from the conclusion of this Annual General Meeting.

Appointment of auditor

That Peter Sharpe of PwC Hamilton is hereby appointed as the auditor of Pinnacle Incorporated and the Pinnacle Group of entities, effective immediately after the conclusion of this Annual General Meeting, and that the directors are authorised to fix their remuneration for the ensuing year.

As part of our ongoing commitment to good governance and ensuring the highest standards of financial oversight, the Executive Committee has undertaken a review of our external audit arrangements. Following this review, the Executive Committee is recommending the appointment of PwC New Zealand as the company's external auditor for the upcoming financial year, in place of our current auditor, KPMG. We would like to take this opportunity to sincerely thank KPMG for their service and support over the years.

**13. Honoraria**

To authorise the Executive Committee to set the honoraria to be paid.

The Executive Committee have recommended that the honoraria for the coming year be set at the same level as 2024; being a maximum of \$300,000 per annum, to be divided in such proportions as they may determine and adjusted on a yearly basis depending on funding.

The above honoraria includes honoraria for the Executive Committee and the following subcommittees:

- Risk and Audit Committee
- Pin Inc. Regional Rural Advisory Group
- Pin Inc. Te Taumata Hauora

**14. General Business**

To transact any other business which, in conformity with the constitution, may be properly brought forward at an annual general meeting.

**Voting**

All full members are entitled to attend but only fully paid up members may vote.

**Proxies**

Any full member entitled to attend and vote at the above meeting may vote either by being present in person or by proxy. A proxy must be appointed by a written notice signed by the member and returned to the Pinnacle Office, PO Box 983, Hamilton no later than 9.00am Friday, 21 November 2025. A proxy form has been enclosed with this final notice of the Annual General Meeting.

Thank you

**BY ORDER OF THE EXECUTIVE COMMITTEE**



Amit Prasad  
**Independent Chair**

## Proxy

Proxies must be received **by 9.00am, 21 November 2025** to Liz Miller via email on [liz.miller@pinnacle.health.nz](mailto:liz.miller@pinnacle.health.nz)

I, \_\_\_\_\_ of \_\_\_\_\_ being a member of Pinnacle Incorporated, hereby appoint \_\_\_\_\_ or failing him/her, \_\_\_\_\_ as my proxy to vote for me on my behalf at the annual general meeting of the society to be held on the 25<sup>th</sup> day of November 2025 and at any adjournment thereof.

I instruct my proxy to vote as follows **[delete all but one as appropriate]**:

1. For all the below mentioned motions; or
2. Against all the below mentioned motions; or
3. As instructed below; or
4. As my proxy thinks fit.

**Please note:**

1. See the requirements for completion and return of a valid proxy set out in the Notice of AGM.
2. The Chairperson of the general meeting is willing to act as proxy and may be appointed by inserting above 'The Chairperson of the AGM'.

**Resolutions**

| <b>*Place an "x" in the appropriate box</b>   | <b>*For</b> | <b>*Against</b> |
|---|-------------|-----------------|
| <b>Ordinary Business:</b>   |             |                 |
| 1. To receive the annual report   |             |                 |
| 2. To receive, consider and adopt the Society's financial statements for the year ended 30 June 2025  |             |                 |
| 3. To approve the addition of Nurse Practitioners as members of Pinnacle Incorporated   |             |                 |
| 4. To approve the definition of a clinical representative of the Pin Inc. Executive Committee   |             |                 |
| 5. To approve constitution V2 to include the addition of Nurse Practitioners as members of Pinnacle Incorporated and the definition of clinical representatives of the Pin Inc. Executive Committee |             |                 |
| 6. In the absence of the above membership changes, to approve constitution V1 which contains the minimum changes necessary to comply with the new Act, other law changes and governance practices   |             |                 |
| 7. To remove Murray Dunn of KPMG as auditor and appoint Peter Sharpe of PWC Hamilton as auditor of the Pinnacle Group and to authorise the Executive Committee to fix their remuneration            |             |                 |
| 8. To authorise the Executive Committee to set the honoraria to be paid   |             |                 |

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2025

\_\_\_\_\_  
Signature of Member

\_\_\_\_\_  
Signature of Witness