

17 April 2023

Dear GEMHEALTH Member,

NOTICE OF GEMHEALTH MEDICAL AID SCHEME 2023 TRUSTEE ELECTION – AGM 27th JUNE 2023

The Trustees arrange the Annual General Meetings in terms of the rules of the Scheme. At the AGM, the Chairperson, Principal Officer, and Trustees present the Scheme's annual report, which contains information on the Scheme's performance in the past financial year including feedback on other Scheme activities. GEMHEALTH Medical Aid Fund is required in terms of good corporate governance and Scheme rules to hold an AGM every year. Members must be kept up-to-date with any the operational aspects of the Scheme and new developments or challenges facing the Scheme, it is therefore important for members to attend the AGM and the members' attendance is part of their responsibility to the success and management of the Scheme. **This year we will also have the election of Trustees to serve on the Board of Trustees.**

Please note that in terms of scheme rule 34.1, sub-rule 34.1.2, the *Annual General Meeting (AGM) of the GEMHEALTH Medical Aid Scheme will be held on 27th June 2023 at 18:00. The elections of Trustees will be held on the same platform as part of the proceedings of the meeting. Registration starts at 17:30.

*** AGM is a commonly used abbreviation for an Annual General Meeting that is a formal meeting held between the Board of Trustees ("Trustees") and members of the Scheme.**

Board of Trustees Term of Office

The GEMHEALTH Scheme Board of Trustees are elected and serve on the Board for a 3-year term. The term of the two Namdeb Employee Representatives is coming to an end at the 2023 AGM. Thus as a result, two Board of Trustee vacancies exist that need to be filled at the Annual General Meeting to be held on Tuesday, 27th June 2023.

Kindly note the provisions of the Rules of the Scheme in this regard:

Rule 21 The Scheme shall be managed, administered, and controlled according to these rules by a Board of Trustees consisting of twelve members (excluding the Principal Officer). The Employer and Employees will be represented by an equal number of Trustees of the Scheme. The representation of the associated employers will be:

	Employer/Employee
De Beers Marine Namibia	2/2
NDTC	1/1
Namdeb Diamond Corporation	2/2
Continuation Members	1/1

Rule 21.1

The Trustees representing the Employers will be appointed according to the rules and regulations laid down by the Employer for such matters. The Trustees representing the employees shall be nominated and elected by the employees in terms of the Rules of the Scheme. No member shall be under the age of 21 years. Retiring members or members appointed as Interim Trustees of the Board of Trustees may be nominated and re-appointed and/or re-elected.

Rule 21.4

Trustees will serve for a term of three (3) years and shall retire alternately after three (3) years, but will be eligible for re-election.

The Rules of **GEMHEALTH Medical Aid Scheme** stipulate that the business of the Scheme shall be managed by the Board of Trustees as prescribed under Rule 21 above and as per definition for the participating employer groups who belong to the Scheme. In terms of the provisions of the Medical Aid Funds Act, 1995 (Act 23 of 1995) and the rules of the Scheme a trustee must be a member in good standing and "fit and proper" to serve in the capacity. Namfisa/Registrar of Medical Aid Funds/Schemes has also issued a Circular, No. 4/2002 laying down further guidelines in this regard and is available on request.

We now call for Nominations

- In terms of **Rule 34.1.5.3** of the Scheme, nominations to fill vacancies when the Trustees' term of office expires (21.4) shall be announced with the notice of the AGM as stipulated in Rules.
- The nomination form, signed by a nominator and the nominee candidate signifying his consent to stand for election, must be handed in not later than 21 days before the date of the forthcoming AGM.
- For logistical, to allow the effective arrangements of the AGM and to circulate it within the 21-days before the AGM a deadline for the submission of the nominations are set for **22nd May 2023**
- This form can either be delivered to Prosperity Health Client Services Offices in Oranjemund or scanned and emailed to gemhealthmember@prosperitynam.com. The deadline for submission of this form is 12:00 on Monday 22nd May 2023.
- Should more nominations than the two vacancies be received an election will be carried out by the Members present at or attending the Annual General Meeting on **27th June 2023**. If no more than two-nominations are received no election will be held and the appointment of the Trustees will be ratified and announced at the AGM.

The status and term of the current trustees' is as follows:

	Trustee	Constituency	Term-end	
1.	Joshua Dumeni	Employee representative: Appointed 2020/09/30	AGM on 27/6/2023	Eligible for re-election
2.	Anthony Phillips	Employee representative: Appointed 2020/09/30	AGM on 27/6/2023	Eligible for re-election



The elected Trustees will hold office for a three (3) year term. Nominations in terms of the provision of this notice will thus close at 12:00 am on 22nd May 2023.

The purpose of this communication is to set out the election process and inform principal members of the steps they need to follow to nominate persons to stand for election and to participate in the election process. The election process is independently managed by the Board of Trustees or as delegated to the Scheme's Auditors, PricewaterhouseCoopers or any other person(s) as the Electoral Coordinators.

The Board of Trustees and or appointed party will ensure that the election process is "free and fair", and that the persons elected as employee Trustees are Principal Members of the Scheme who are in good standing and are not precluded from serving as Trustees in terms of the Medical Aid Fund Act, 23 of 1995, the Rules of the Scheme and or any Namfisa guidelines. To ensure full compliance to the process individual principal members are required to complete and sign-off a self-assessment form that is compulsory to be completed by all nominees.

The Board of Trustees and Principal Officer strongly encourage Principal Members to participate in the trustee election process. The effective governing of the affairs of the Scheme depends on the strength and integrity of the Board of Trustees. By participating in the election process, members contribute to the appointment of trustees who has the appropriate attributes to continue making GEMHEALTH Medical Aid Scheme an excellent medical aid scheme and in caring for its members. Persons making them available as nominees should be able and willing to accept the fiduciary duties and responsibilities as a Trustee and have the time available for the task, at times during normal office hours and after-hours.

The following information is included on pages 4-7:

1. Phase 1 - Election Process
2. Phase 2 - Voting Process
3. Nomination Criteria
4. Trustee Nomination Form

Members that are nominated by any member or who wish to stand for election should complete and submit the nomination form latest on **22nd May 2023**.

We assure the Principal Members that the meeting is convened for the general benefit of all the members of the Scheme and the implementation of the governance measures in terms of the provisions of the Medical Aid Funds Act, Scheme rules, and other guidelines to serve the best interest of members.

Yours in Health


C Schäfer
Principal Officer



GEMHEALTH TRUSTEE ELECTION PROCESS OVERVIEW.

THE ELECTION PROCESS

The Principal Officer of the Scheme will act as the Election Coordinator. At his discretion, the Principal Officer may appoint an independent professional services firm to serve as the Electoral Coordinator who will be responsible to conduct and oversee the election in a fair and impartial manner.

THE ELECTION PROCESS WILL CONSIST OF TWO PHASES:

PHASE 1:

Nomination of Member/Candidates: From date of this notice of AGM to 22nd May 2023 at 12:00 (30 days prior to the date of the AGM).

1. Only Principal Members' registered and active members of the Scheme as of the time of nomination and at the date of the AGM on 27th June 2023, may be nominated or stand for election. Suspended members and members who are registered, but inactive are ineligible to participate in the nomination or election process. The dependents of members are ineligible to be nominated and or to participate in the election process.
2. A Principal Member (Nominator) is entitled to nominate only one other principal member who must meet all the nomination requirements as set out in the nomination criteria below.
3. Nominations must be submitted using the official nomination form enclosed in this communication. The form must be completed as follows:
 - The full names, member numbers, contact details, and signatures of both the nominating member (the Nominator) and the nominated member (the Nominee) must be completed in full in sections 1 and 2 of the nomination form.
 - Provide a short reason of not more than sixty (60) words as to why he/she wants to become a Trustee in Section 3 of the nomination form.
 - Full names, member numbers, and signatures of five (5) other principal members who support a single candidate's nomination must be completed in full in Section 5 of the nomination form.
4. The nominated candidates should submit a short Curriculum Vitae (CV) and color passport photo Resume with his/her nomination form and of which all sections must be completed.
5. Duly signed and completed Nomination Forms with all its sections completed should be submitted to the Principal Officer or the Fund Manager not later than 12:00am on 22nd May 2023:

- Faxed to: Fund Manager Ms. Ruusa Amuthenu on (061) 222161
 - Hand delivered to: Prosperity Health; % Feld and Thorer Street, Windhoek, by the due date and against signature for receipt.
 - E-mail to the Principal Officer: callie.schafer@africaonline.com.na
6. Nomination Forms that are received after **12:00am on 22nd May 2023** and/or sent to any other address than the address provided above and/or not completed in full will be invalid. It is the principal member's sole responsibility to verify whether the nomination form submitted by fax and/or e-mail was received and to obtain a receipt slip to that effect.
 7. Upon the lapse of the nomination cut-off time, the Principal Officer shall scrutinize all received nominations in order to test their validity against the Scheme Rules and shall inform all candidates of the outcome of the nomination process.
 8. Members will also be able to obtain a list of the candidates; requests should be directed via email to ruusa.amuthenu@prosperitynam.com or by sending an e-mail to callie.schafer@africaonline.com.na up to **14th June 2023 at 14:00**.
 9. The Principal Officer, also by **14th June 2023 at 14:00** will respond to the request for a list of nominations and allow members a reasonable time to consider and to submit objections against any nominated member to stand for election by the closing time of **16:00 on 21st June 2023**.
 10. Only written objections that are backed up by verifiable evidence will be considered by the due date. Objections must be submitted through the same methods as the nomination forms and failure to any of the provisions of the notice on the part of any member and non-performance of any member in this regard does not invalidate the qualifications of any nominee and or the election proceedings as per the notice and at the AGM.
 11. No objections will be entertained at the AGM or prior to the election process closure at 18:30 on 27th June 2023.
 12. Members will also be able to obtain a list of the candidates by sending an e-mail to callie.schafer@africaonline.com.na. This signifies the closure of the nomination process and the final nominees will be reflected on the ballot papers that will be handed out or distributed as applicable to all eligible members and proxy holders at the AGM.
 13. **The Duties and Powers of the Board of Trustees are clearly described under sections 21 and 22 of the registered Rules of the Scheme with Namfisa and it's the sole responsibility of any nominator and nominees to update themselves with the details thereof.**

PHASE 2

The Voting Process: 27th June 2023 at the AGM (Registration starts from 16:30 to 17:30)

1. At the end of the candidate nomination phase, a ballot paper will be prepared which shall carry the names of all candidates listed in alphabetical order by surname.
2. Voting shall be conducted by means of the completion of the ballot paper, handed out on registration to all principal members or any proxy votes granted at the AGM. Principal members shall receive a voting package consisting of the following:
 - **A ballot form including the:**
 - **Summarized CV for each Nominee/Candidate. This will also be made available on request to members;**
 - **Voting instructions and procedures document.**
3. Members will be required to complete the ballot paper and elect Trustees at AGM on the 27th June 2023 by 18:30 after which the votes will be counted by the Electoral Coordinator, as appointed or the Principal Officer.
4. The outcome of the election and the names of the elected Trustees will be announced at the Annual General Meeting as soon as the votes have been counted.
5. The names of the elected Trustees will also be published in the Scheme newsletter and on the webpage.

3. NOMINATION CRITERIA

Who is eligible to stand as a candidate in the GEMHEALTH Medical Aid Scheme Member Trustee elections?

The Scheme Rules provide that only Principal Members of **GEMHEALTH Medical Scheme** who are in good standing are eligible to stand for elections. This means that a Principal Member who is suspended is not eligible.

Who is not eligible to stand as a candidate in the GEMHEALTH Medical Scheme Member Trustee elections?

In terms of the Scheme Rules, the following persons are not eligible to stand for election as Trustees:

- A person under the age of 21 years;
- He/she resigns from the Employer;
- He/she is declared insane or incapable of managing his affairs;
- He/she is declared insolvent or has been surrender his estate for the benefits of his creditors;
- He/she is convicted of theft, fraud, forgery or uttering of a forged document or perjury;
- He/she is removed by court from any office of trust on account of misconduct;
- He/she absents himself from three consecutive meetings of the Scheme;
- He/she is removed from office by the Registrar.

Qualifying retiring members of the Board of Trustees are eligible for re-election.

Trustee Requirements/Criteria for Election

With medical aids operating as a mutual/solidarity fund, the Board of Trustees has the fiduciary duty for looking after the Scheme's administrative and financial affairs and to do so in the best interest of all the Scheme's members. It is therefore important that members strive to elect Trustees who are honest, appropriately skilled and experienced to discharge the duties of a Trustee as they represent all the members of the Scheme. A person who is "fit and proper" to be a trustee personifies the following characteristics or attributes:

- **Competence and capability:** To possess relevant qualifications, training and experience to best manage the affairs of the Scheme.
- **Financial Soundness:** To demonstrate prudent financial management traits of his/her own financial affairs.
- **Discipline:** To diligently attend to the business of the Scheme and to be committed to adhere to behavior that is universally recognized and accepted as being fit and proper.
- **Transparency:** To take decisions with honesty and integrity and avoid any personal gain or benefit in respect of the management of the Scheme.
- **Independence:** To act in the best interest of members, avoid conflict of interest and take decisions objectively without being swayed or influenced by outside parties.
- **Accountability:** To not relinquish responsibilities and ensure that reporting covers all affairs of the Scheme accurately and truthfully.
- **Responsibility:** To exercise due care and skill when dealing with the affairs of the Scheme than when dealing with their own affairs. To acquire the necessary skills and knowledge to fulfill duties as trustees. To protect the confidentiality of member information.
- **Fair:** To treat all Scheme beneficiaries equally and impartially.
- **Socially responsible:** To be well informed and responsive to social issues. Their actions are governed by high ethical standards.
- **Corporate governance:** To ensure compliance with the rules, processes and laws by which the medical aid industry is operated, regulated, and controlled.
- **Time management:** To avail him/herself time to attend to the meetings and business of the Scheme.
- **Commitment:** To be truly committed to the welfare of the Scheme and to pledge to make an asserted effort to contribute to the decisions on behalf of the members of the Scheme.

Principal members who meet the following election requirements/criteria can be nominated to stand for election as a Trustee:

- Principal and active member of the Scheme.
- Members meeting the requirements as per Rules of the GEMHEALTH Medical Aid Scheme.
- Members meeting the election requirements/criteria of being "fit and proper"

10th Floor, Namdeb Centre
Dr Frans Indongo Street
P O Box 1906
Windhoek
Principal Officer:
Callie.schafer@africaonline.com.na



4. GEMHEALTH MEDICAL AID SCHEME: MEMBER TRUSTEE NOMINATION FORM

SECTION 1: To be completed by nominating member (Nominator)

I,

Name and Surname of Nominating Member **(PLEASE PRINT NAME IN BLOCK LETTERS)**

GEMHEALTH Medical Aid Scheme Membership Numberhereby nominate

.....

Name of nominated member **(PLEASE PRINT NAME IN BLOCK LETTERS)** to fill the position of Trustee on the Board of Trustees of the GEMHEALTH Medical Aid Scheme in terms of Rule 21 of the Rules of the Scheme.

SECTION 2: To be completed by nominated member (Nominee)

I, the undersigned, GEMHEALTH Medical Aid Scheme Membership number:.....
declare acceptance of the nomination to stand as a candidate for election to the Board of Trustees of the GEMHEALTH Medical Aid Scheme in terms of Rule 21 of the Rules of the Scheme. I declare further that, I am not disqualified from becoming a Trustee by the Scheme Rules.

SECTION 3: To be completed by nominated member (nominee) reflecting his/her reasons for wanting to become a Trustee in the GEMHEALTH Medical Aid Scheme (maximum of 60 words).

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SECTION 4:

- The nominated candidates (nominees) should submit a short Curriculum Vitae (CV) or Resume with the nomination form and within the required time and as per the official notice of the AGM.
- In addition the nominee will be required to complete the attached declaration in terms of the provisions of the Rules of the Scheme Section 21

A handwritten signature in blue ink, located in the bottom right corner of the page.

SECTION 5: TO BE COMPLETED BY 5 GEMHEALTH MEDICAL AID SCHEME PRINCIPAL MEMBERS IN SUPPORT OF THE CANDIDATE NOMINATION

- Whereby the undersigned declare their support for the nominated person to stand as a candidate for election on the GEMHEALTH Medical Aid Scheme Board of Trustees.

	INITIALS/ SURNAME	MEMBERSHIP NUMBER	ID NUMBER	SIGNATURE
1.				
2.				
3.				
4.				
5.				

All sections of the form must be completed in full and must reach the Principal Officer by no later than the nomination cut-off date of 22nd May 2023 by 12:00 am. With my signature below, I confirm that I have read and agree that I meet the requirements in terms of the Rules of the Scheme (section 21) and declare that*:

Section Rules		*Yes	*No
21.	I meet the requirements of eligibility to stand as a Trustee in terms of the nomination criteria as per the notice of the AGM to be held on 27 th June 2023.		
21. 1	I am not a person under the age of 21 years;		
21.11.1	I am an employee of a participating Employer Group.		
21.11.2	I have not been declared insane or incapable of managing his affairs		
21.11.3	I have not been declared insolvent or has been surrender his estate for the benefits of his creditors		
21.11.4	I have not been convicted of theft, fraud, forgery or uttering of a forged document or perjury		
21.11.5	I have not been removed by the Court from any office of trust on account of misconduct		
21.11.6	I am in consent that should I be absent from three consecutive meetings of the Scheme without ensuring that his/her Alternate is present and fully briefed on all matters as per Agenda and will cease to hold the position		
I have not been removed from office by the Registrar of Medical Aid Funds in terms of Namfisa Circular Letter 4/2002/Ref No 14P (available on request)			

10th Floor, Namdeb Centre
 Dr Frans Indongo Street
 P O Box 1906
 Windhoek
 Principal Officer:
 Callie.schafer@africaonline.com.na



I will cease to be a Board Member elected by Members of the Scheme, if I cease to be a Member or a dependent of the Scheme.		
I am an active Member or Dependant of the GEMHEALTH Medical Aid Scheme.		
I meet the above requirements and any other as per Rules of the GEMHEALTH Medical Scheme, and as stated in the notice and nomination criteria.		
I meet the requirements of being "fit and proper" as stated in the notice and current nomination criteria.		
In terms of Namfisa notice 121 of 2002 I confirm that I am not a director, member, employee or other official of any organisation serving as the Administrator of the Scheme or A director, member, employee or other official of any organisation rendering services to the Administrator in connection with the business of the Scheme		
I am not affected by the disqualification criteria or the Rules of the Scheme whereby I had failed to disclose a conflict of interest		
I have not been declared, due to any act and or behavior as not being "fit and proper" to serve in capacity as a Trustee of the Scheme		

* Tick with **v** in applicable block

I duly authorize the Principal Officer in determining the final list of nominees to verify any of the information provided, should it be deemed necessary in the verification process and/or should any objections be raised to my nomination and in determining the final list of nominees.

.....

SIGNATURE OF THE NOMINATOR

.....

SIGNATURE OF THE NOMINEE

.....

PRINT NAME IN BLOCK LETTERS

.....

PRINT NAME IN BLOCK LETTERS

.....

CONTACT NUMBER

.....

CONTACT NUMBER

.....

DATE

.....

DATE

10th Floor, Namdeb Centre
Dr Frans Indongo Street
P O Box 1906
Windhoek
Principal Officer:
Callie.schafer@africaonline.com.na



This form must be completed in full and must reach the Principal Officer 30 days prior to the date of the AGM and thus the nomination cut-off date of, as per the official notice of the AGM is at 12:00am on 22 May 2023.

FOR ANY ELECTION ENQUIRIES

Please direct all election-related enquiries to the Principal Officer or contact Ruusa Amuthenu through any of the following methods:

- Fax: (061) 222161
- Email: ruusa.amuthenu@prosperitynam.com or callie.schafer@africaonline.com.na

Thank you

A handwritten signature in blue ink, appearing to be "Callie Schäfer".

Callie Schäfer
Principal Officer

