



30 March 2026

NOTICE CALLING FOR NOMINATIONS TO SERVE AS A TRUSTEE IN RESPECT OF THE 2026 MEDSHIELD MEDICAL SCHEME BOARD OF TRUSTEES ELECTION

1. Medshield Medical Scheme is hereby calling for nomination to fill upcoming vacancies on its Board of Trustees. The Board comprises seven (7) individuals who are considered fit and proper to serve as Trustees. Of these, four (4) are member-elected Trustees, while three (3) are appointed Trustees for their skills and expertise.
2. As the four (4) elected trustees' terms of office are coming to an end, the Scheme is required to hold an elective AGM on Friday, 31 July 2026 to fill these vacancies. The election will be carried out by the members present at the AGM.
3. To enhance member participation and address geographical and travel constraints, this year's AGM will be held in a hybrid format, i.e. both virtually and in person. The physical meeting will take place at The Fairway Hotel, 1 Setperk Street, Randpark, Randburg, Johannesburg, 2125, in accordance with Scheme Rule 26.1.
4. In terms of Scheme Rule 18.14, the Board shall appoint an independent electoral person / body to oversee and manage the Trustee election process, duly supervised by the auditors of the Scheme. The Board has thus appointed Independent Governance Specialists (Pty) Ltd (IGS) as the Independent Electoral Body (IEB) and PricewaterhouseCoopers Advisory Services (Pty) Ltd (PWC) as Electoral Auditor.
5. The IEB is responsible for the following nomination, electoral and voting activities:
 - Call for nominations to serve as a Trustee;
 - Receiving and vetting of nominations;
 - Conducting background checks to vet candidates in terms of their fitness and propriety;
 - Preparation of a final candidate list;
 - Validating proxies; and
 - Overseeing the actual election, which will be conducted during the AGM.
6. The Board of Trustees therefore invites nominations for candidates (Nominees) from amongst the principal members of the Scheme, to stand for election to serve as Trustees on the Medshield Medical Scheme Board of Trustees, as per the detailed process outlined below.

Nomination Process:

7. Nominees must be nominated by a principal member and the prescribed Nomination Form must be duly completed and signed by:
 - A principal member who nominates another principal member to stand for election (Proposer) and another member (Secunder) who seconds the nomination; and
 - The member who has been nominated (Nominee) to stand for election, thereby signifying his/her acceptance of the nomination and consent to stand for election.

8. **Please note:**

- Only principal members who are in good standing with Medshield on the date and time of the closing of the call for nominations at 12:00 (midday) on 30 April 2026, are eligible to nominate and second nominees to stand for election.
- Only candidates who are principal members of the Scheme and who are in good standing with the Scheme throughout the election process shall be eligible as Nominees to stand for election. Good standing includes a member's contributions being up to date.

9. As the IEB, IGS will evaluate all Nominees against the provisions of the Medical Schemes Act 131 of 1998 as amended ("Act"), the Scheme Rules and required eligibility criteria to ensure their fitness and propriety. The decision of the IEB regarding the fitness and propriety of Nominees to stand for election will be final and binding.

Nomination Form:

Duly completed Nomination Forms are required to reach the IEB by no later than 12:00 (midday) on Thursday, 30 April 2026.

1. **All nominations must be submitted using the prescribed Nomination Form and all requirements contained in the form must be satisfied to avoid the nomination being disqualified.**
2. All Nomination Forms must be submitted to the IEB via email at **elections@igspecialists.co.za** before the closing date of Thursday, 30 April 2026 at 12:00 midday.
Please note: Nomination Forms may **not** be delivered to Medshield Medical Scheme's offices. Any Nomination Forms delivered to any person or entity other than the IEB (IGS) either by post, e-mail or hand will automatically be considered as being invalid and therefore disqualified.

The Nomination Forms can also be downloaded from the Scheme's website at www.medshield.co.za, alternatively be requested from the IEB at **elections@igspecialists.co.za**.

All queries relating to the nominations and electoral processes must be directed to the **IEB via email at elections@igspecialists.co.za or cell phone / WhatsApp on 083 791 1917 or 083 628 3698**. The IEB will be the only party that will respond to any queries related to the nominations and other electoral processes.

NOMINEE QUALIFYING CRITERIA

Nominees must be fit and proper to stand for election and to serve on the Board. Fit and proper refers to the eligibility of a person to hold an important position of trust in an entity dealing with public funds, such as a medical scheme in terms of the Act and the Scheme Rules. In terms of Rule 4.28 of the Scheme Rules, this includes the regulatory eligibility of a person to hold an important position of trust in a medical scheme and the regulated entities with whom it contracts, including that person's character, integrity, competence and ability to do the job. In terms of Rule 4.28 of the Scheme Rules, "fit and proper requirements" relate to a person's honesty, integrity, competence and good standing.

Kindly note the applicable Scheme Rules, *inter alia*, noted below for ease of reference, which should guide your decision on whom to nominate. A full set of the Scheme Rules can be obtained via <https://medshield.co.za/about/scheme-rules/>.

Rule 18.6: The following persons are not eligible to serve as members of the Board:

- 18.6.1. a person under the age of 21 (twenty one) years;
- 18.6.2. an employee, director, officer, consultant, or contractor of the administrator of the Scheme or of the holding company, subsidiary, joint venture or associate of that administrator;
- 18.6.3. a broker;
- 18.6.4. the Principal Officer of the Scheme;
- 18.6.5. the authorised auditor of the Scheme;
- 18.6.6. any person who has been divested, either in the past or currently, of his/her powers as a Trustee or equivalent position and/or removed from office of trust by Court, or removed from a professional body for unprofessional or unethical conduct;
- 18.6.7. any person who has a material relationship with any person contracted by the Scheme or in the process of tendering to the Scheme to provide any administrative, broker, managed health care or other services, whether alone or with or through a holding company, subsidiary, joint venture or associate; and
- 18.6.8. any person that is already serving as a Trustee of any other registered medical scheme.

Rule 18.9: At least 3 (three) months prior to the tenure of the elected Trustee expiring, the Scheme shall send out notices to all members informing them of the date on which a Trustee's tenure expires and inviting members to nominate candidates to be considered to be elected as Trustees. This notice shall also inform members what information is required to be submitted in respect of nominated candidates to be eligible for election as Trustee;

Rule 18.10: Subject to the provisions of these Rules, existing elected Trustees will, subject to rule 18.5 and 18.15 automatically be nominated to be elected as such for a further term unless a Trustee informs the Scheme in writing that he or she does not wish to be elected as a Trustee for a further term;

Rule 18.11: Nominations to fill vacancies arising on the Board, must be signed by a proposer and seconder in good standing with the Scheme, and must also be signed by the candidate confirming his/her consent to stand for election. Only candidates who are members of the Scheme and who are in good standing with the Scheme shall be eligible to stand for elections. Nomination process must be submitted to the Scheme together with a current curriculum vitae ("CV") by a set date and the election must be carried out by the members present at the Annual General Meeting or Special General Meeting of the Scheme;

Rule 18.12: Completed nomination forms, together with the curriculum vitae ("CV") of the candidate and any other required documents must be received by the Scheme 90 (ninety) days prior to the elections and the election must take place by ballot by the members present at the Annual General Meeting of the Scheme or at the Special General Meeting. The list of nominees and their abridged CV's must be circulated to all members of the Scheme at least 30 (thirty) days before the holding of the Annual General Meeting;

Rule 18.14: In cases where the Annual General Meeting or Special General Meeting is convened for purposes of holding elections of Trustees, the Scheme shall appoint an independent electoral person/body, duly supervised by the auditors appointed by the Scheme, to oversee and manage the election process. The auditors shall certify the results and shall inform the Scheme. The Scheme shall then be obliged to inform the members of the outcome of the voting within 7 (seven) days of the date of receiving the result from the auditors;

Rule 18.15: By agreeing to stand as a candidate to be elected as Trustee, the candidate agrees that the Scheme may conduct any investigations into his/her background, person or conduct, and may include, without limitation, credit checks, background checks, employment history, criminal records and the like, with a view to determining whether the candidate qualifies to act as a Trustee of the Scheme should the candidate be elected as such.

THE ROLE AND DUTIES OF TRUSTEES

The duties of Trustees are described in the Scheme Rules and in the Act, specifically Scheme Rule 19 and in Section 57 of the Medical Schemes Act 131 of 1998, as amended ("Act"):

Scheme Rule 19: Duties of the Board of Trustees

- 19.1. The Board is responsible for the proper and sound management of the Scheme, in terms of these rules;
- 19.2. The Board shall act with due care, diligence, skill and in good faith;
- 19.3. Members of the Board shall avoid conflict of interest, and shall declare any interest they may have in any particular matter serving before the Board;
- 19.4. The Board shall apply sound business principles and ensure the financial soundness of the Scheme;
- 19.5. The Board shall appoint a principal officer who is a fit and proper person to hold such office and may appoint any staff which in its opinion are required for the proper execution of the business of the Scheme, and shall determine the terms and conditions of service of the principal officer and of any person employed by the Scheme;
- 19.6. The chairperson shall preside over meetings of the Board and ensure due and proper conduct at meetings;
- 19.7. The Board shall cause to be kept such minutes, accounts, registers and records as are essential for the proper functioning of the Scheme;
- 19.8. The Board shall ensure that proper control systems are employed by and on behalf of the Scheme;
- 19.9. The Board shall ensure that adequate and appropriate information is communicated to the members regarding their rights, benefits, contributions and duties in terms of the rules;
- 19.10. The Board shall take all reasonable steps to ensure that contributions are paid timeously to the Scheme in accordance with the Act and the Rules;
- 19.11. The Board shall take out and maintain an appropriate level of professional indemnity insurance and fidelity guarantee insurance;
- 19.12. The Board shall obtain expert advice on legal, accounting and business matters as required, or on any other matter of which the members of the Board may lack sufficient expertise;
- 19.13. The Board shall ensure that the rules, operation and administration of the Scheme comply with the provisions of the Act and all other applicable laws;
- 19.14. The Board shall take all reasonable steps to protect the confidentiality of medical records concerning any beneficiaries' state of health;
- 19.15. The Board shall approve all valid disbursements but may delegate its authority to any members of the Board or any other persons nominated by the Board to effect disbursements on behalf of the Scheme;

- 19.16. The Board shall cause to be kept in safe custody, in a safe or strong room at the Registered Office of the Scheme or with any financial institution approved by the Board, any mortgage bond, title deed or other security belonging to or held by the Scheme, except when in the temporary custody of another person for the purposes of the Scheme;
- 19.17. The Board shall make such provision as it deems desirable, and with due regard to normal practice and recommended guidelines pertaining to retention of documents, for the safe custody of the books, records, documents and other effects of the Scheme;
- 19.18. The Board shall disclose annually in writing to the Registrar, any payment or consideration made to them in that particular year by the Scheme;
- 19.19. Neither a member of the Board or Executive Officer, nor any employee, co-director, co-shareholder, consultant, contractor, partner, family member or other connected person (as defined in the Income Tax Act 58 of 1962) of a member of the Board or Executive Officer of the Scheme shall render any consulting and/or other service to the Scheme in exchange for any form of compensation for any such service.

The Medical Schemes Act 131 of 1998, as amended; Section 57 - General provisions on governance

- (1) Every medical scheme shall have a Board of Trustees consisting of persons who are fit and proper to manage the business contemplated by the medical scheme in accordance with the applicable laws and the rules of such medical scheme.
- (2) At least 50 percent of the members of the Board of Trustees shall be elected from amongst members.
- (3) A person shall not be a member of the Board of Trustees of a medical scheme, if that person is—
 - (a) an employee, director, officer, consultant or contractor of the administrator of the medical scheme concerned, or of the holding company, subsidiary, joint venture or associate of that administrator; or
 - (b) a broker.
- (4) The duties of the Board of Trustees shall be to—
 - (a) appoint a principal officer who is a fit and proper person to hold such office and shall within 30 days of such appointment give notice thereof in writing to the Registrar;
 - (b) ensure that proper registers, books and records of all operations of the medical scheme are kept, and that proper minutes are kept of all resolutions passed by the Board of Trustees;
 - (c) ensure that proper control systems are employed by or on behalf of the medical scheme;
 - (d) ensure that adequate and appropriate information is communicated to the members regarding their rights, benefits, contributions and duties in terms of the rules of the medical scheme;
 - (e) take all reasonable steps to ensure that contributions are paid timeously to the medical scheme in accordance with this Act and its rules;
 - (f) take out and maintain an appropriate level of professional indemnity insurance and fidelity guarantee insurance;
 - (g) obtain expert advice on legal, accounting and business matters as required, or on any other matter of which the members of the Board of Trustees may lack sufficient expertise;
 - (h) ensure that the rules, operation and administration of the medical scheme comply with the provisions of this Act and all other applicable laws; and
 - (i) take all reasonable steps to protect the confidentiality of medical records concerning any member's state of health.

- (5) Any notice required or permitted to be given to a medical scheme in terms of this Act shall, if given to the principal officer, be deemed to have been duly given to the medical scheme.
- (6) The Board of Trustees shall—
 - (a) take all reasonable steps to ensure that the interests of beneficiaries in terms of the rules of the medical scheme and the provisions of this Act are protected at all times;
 - (b) act with due care, diligence, skill and good faith;
 - (c) take all reasonable steps to avoid conflicts of interest; and
 - (d) act with impartiality in respect of all beneficiaries.
- (7) The members of the Board of Trustees shall disclose annually in writing to the Registrar any payment or considerations made to them in that particular year by the medical scheme.

**Any Trustee election related queries have to be directed to the IEB:
Tel: 083 791 1917 or 083 628 3698
Email: elections@igspecialists.co.za**