



NOTICE OF THE

**GEMHEALTH MEDICAL AID SCHEME
2024 CONTINUATION MEMBERS
TRUSTEE REPRESENTATIVE ELECTION**



GEMHEALTH

MEDICAL AID SCHEME

Dear Members

All members are encouraged to take part in the Board of Trustee elections.

The term of the trustee serving as a continuation member on the board of trustees comes to an end at the AGM of 2024. In terms of rule 34.1, sub rule 34.1.2, the Annual General meeting (AGM) of the GEMHEALTH Medical Aid Scheme will be held on **20th June 2024 at 17:30**. The election of the Trustees will be held at the AGM, whether hosted virtual on-line or in person at a venue as announced in the official notice of the AGM and as part of the proceedings of the meeting.

An Annual General Meeting (commonly abbreviated as AGM) is a formal meeting held between the Board of Trustees ("Trustees") and members of the Scheme.

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 Schemes' annual report, which contains information for members about the Scheme's performance over the past benefit year and share some feedback on other activities of the Scheme.

- The GEMHEALTH Medical Aid Scheme is required in terms of good corporate governance and the rules to hold an AGM every year;
- It is important that members are kept up-to-date with operational aspects of the Scheme and new developments facing the Scheme and its members.

It is therefore important for members to attend the AGM, as members' attendance is part

of their contribution towards the success and management of the Scheme. The GEMHEALTH Medical Aid Scheme Board of Trustees is elected and the trustees serve on the Board for a 3 -year term. The term of the trustee representing the continuation members is ending at the **Annual General Meeting to be held on Thursday, 20 June 2024**.

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

- 21.1 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 participating Employer/Employee will be:

Debmarine Namibia	2/2
NDTC	1/1
Namdeb Diamond	2/2
Pensioners	1/1

- 21.2 The trustee representing the Continuation Members shall be a member in good standing of GEMHEALTH Medical Aid Scheme, nominated by the Continuation Members and elected by the members present at the Annual General Meeting in terms of the Rules of the Scheme. No trustee shall be under the age of 21 years. Retiring trustees may be re-elected for a maximum of three (3) terms each, including the first term.

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. In terms of the provisions of the Medical Aids 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.

The nomination forms, signed by the nominator and the nominee candidate signifying his consent to stand for election, must be handed in no later than **21 days before** the date of the forthcoming AGM meeting.

This form can either be delivered to any Prosperity Health offices, Fund Manager or scanned and emailed to **ruusa.amuthenu@prosperitynam.com**. The deadline for submission of this form is **12:00 on Monday, 20 May 2024**. Should more nominations than vacancies be received, an election will be carried out by the Members present at the **Annual General Meeting on 20th June 2024**. If no extra nominations to the vacancies are received, no election will be held and the appointment of the Trustee will be ratified and announced at the AGM.

The term of the following trustee appointed in June 2021 will come to an end at the AGM on 20th June 2024:

Mr. Sylvanus Nekundi:

Continuation Members Trustee Representative

** Trustee is available for re-election*

The elected Trustee will hold office for a **three (3) year term**. Nominations in terms of the provision of this notice will thus close at **12:00 on 20 May 2024**.

The purpose of this communication is to set out the election process and to inform principal members of the steps they need to follow in order to nominate persons to stand for election and to participate in the election process. The election process is independently managed as determined by the Principal Officer. It ensures that the election process is "free and fair", and that the person elected as a continuation representative Trustee is a Principal Member of the Scheme, who is in good standing and is not precluded from serving as Trustee in terms of the Medical Aid Funds Act, the Rules of the Scheme and or Namfisa guidelines. Hence, a self-assessment is to be completed by all nominees.

The Board of Trustees and Principal Officer strongly encourage Principal Continuation 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 themselves 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.

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 Ad, rules and other guidelines is to serve the best interest of members.

Yours in Health



C Schäfer
PRINCIPAL OFFICER

10 April 2024

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 the election in a fair and impartial manner.

THE ELECTION PROCESS WILL CONSIST OF TWO PHASES:

PHASE 1:

Nomination of Candidates: From date of this notice of AGM to **20 May 2024 at 12:00** (30 days prior to the date of the AGM).

- 1 Only Continuation Principal Members, registered and active members of the Scheme as on **20 May 2024** may nominate or stand as candidates. Suspended members and members who are registered but inactive are ineligible to participate. The dependents of members are ineligible to participate.
- 2 A Continuation Principal Member (Nominator) is entitled to nominate only one other continuation 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 section 1 and 2 of the nomination form.

- **Providing 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 candidate should submit a short Curriculum Vitae (CV) or Resume with his/her nomination form, of which all sections must be completed.
5. Duly signed and completed Nomination Forms with all sections completed should be submitted to the Principal Officer or the Fund Manager not later than **12:00 on 20 May 2024**:

Faxed to: **Fund Manager at (061) 222161** or mail to:
Ruusa Amuthenu (ruusa.amuthenu@prosperitynam.com)

Hand delivered to: **Prosperity Health**; Feld and Thorer Street, Windhoek, by the due date and against signature for receipt.

E-mail to: **callie.schafer@africaonline.com.na**

6. Nomination Forms that are returned after **12:00 on 20 May 2024** and/or sent to any other address than the address provided above and/or not completed in full will be invalid. It is further 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 by means of faxing **Ruusa Amuthenu at (061) 222161** or **ruusa.amuthenu@prosperitynam.com** or by sending an e-mail to the Principal Officer, **callie.schafer@africaonline.com.na** by **10 June 2024 at 14:00** to enable the Principal Officer, by **11 June 2024 at 14:00** to respond to the request and to allow members a reasonable time to submit objections by the **closing time of 16:00 on 16 June 2024**.

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. No objections will be entertained at the AGM or prior to the election process closure at **18:30 on 20 June 2024**.

9. Members will also be able to obtain a list of the candidates by means of sending a fax to **061-222161 (Fund Manager)** or by sending an e-mail to: **callie.schafer@africaonline.com.na**.
10. The Duties and Powers of the Board of Trustees are clearly described under section 22 of the registered Rules of the Scheme with Namfisa and it is the sole responsibility of any nominator and nominees to update themselves with the details thereof.

This signifies the closure of the nomination process and the final nominees will be reflected on the ballot papers that will be handed out to eligible members and proxy holders at the AGM.

PHASE 2:

The Voting Process: 20 June 2024 at the AGM (Registration from 16:30 to 17:30)

1. At the end of the candidate nomination phase, a ballot paper will be prepared, which will 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 on registration by 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(s), including voting instructions;
 - The summarized CV/Resume for each Candidate, which will also be made available on request;
 - Voting instructions and procedures document.
3. Complete the ballot paper and deposit it into the voting deposit box at the venue of the AGM by 18:30, after which the votes will be counted by the Electoral Coordinator as appointed Principal Officer.
4. The names of the elected Trustee(s) will be announced at the Annual General Meeting of members for 2024, as soon as the votes have been counted.
5. Names of the elected Trustee will be published in the Scheme newsletter.

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 Aid 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 Aid 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 is declared insane or incapable of managing his affairs;
- He/she is declared insolvent, or has surrendered 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.

Retiring members of the Board of Trustees are eligible for re-election. Trustee

Requirements/Criteria for Election

The Board of Trustees has the important responsibility to look after the Scheme's administrative and financial affairs, and to do so in the best interest of 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:

- **Disciplined:** To diligently attend to the business of the Scheme and to be committed to adhere to behaviour that is universally recognized and accepted to be fit and proper.
- **Transparent:** To take decisions with honesty and integrity and avoid any personal gain or benefit in decisions about the management of the Scheme.
- **Independent:** To act in the best interest of members, avoid conflict of interest and make decisions objectively without being swayed or influenced by outside parties.
- **Accountable:** To not relinquish responsibilities and ensure that reporting covers all affairs of the Scheme accurately and truthfully.
- **Responsible:** To exercise greater care when dealing with the affairs of the Scheme than when dealing with their own affairs. To acquire the necessary skills and knowledge to fulfil duties as trustees. To protect the confidentiality of member information.
- **Fair:** To treat all Scheme beneficiaries equally and impartially.
- **Socially responsible:** To be informed about and responsive to social issues. Their actions are governed by high ethical standards. Corporate governance: To act within the rules, processes and laws by which the medical aid industry is operated, regulated, and controlled.
- **Time:** To be willing and able to make his/her time available 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.

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

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

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 Number hereby nominate Name of nominated member (PLEASE PRINT NAME IN BLOCK LETTERS)

GEMHEALTH Medical Aid Scheme Membership Number

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 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).

SECTION 4:

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

SECTION 5: TO BE COMPLETED BY 5 GEMHEALTH MEDICAL AID SCHEME CONTINUATION 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 **20 May 2024 by 12:00**.

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 20 June. 2024.		
21.1	I am not a person under the age of 21 years;		
21.2	I am a principal continuation member of the GEMHEALTH Medical Aid Scheme		
21.11	I have not been declared insane or incapable of managing his affairs		
21.11	I have not been declared insolvent or has been surrender his estate for the benefits of his creditors.		
21.11	I have not been convicted of theft, fraud, forgery or uttering of a forged document or perjury		
21.11	I have not been removed by the Court from any office of trust on account of misconduct		
21.11	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 Aids in terms of Namfisa Circular Letter 4/2002/Ref No 14P		
	I will cease to be a Board Member elected by Members of the Scheme, if I cease to be a Member of the Scheme.		
	I am a Principal and active member of the GEMHEALTH Medical Aid Scheme.		
	I meet the above requirements and any other as per Rules of the GEMHEALTH Medical Aid 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 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 ✓ in applicable block.

I duly authorise the **Principal Officer** 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

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 **12:00 on 20 May 2024.**

ELECTION ENQUIRIES

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

- Fax: (061) 222161 - ruusa.amuthenu@prosperitynam.com Tel: (083) 2999 000
- Email: callie.schafer@africaonline.com.na