

## Annexure A

### Qualification criteria

#### Rule 18.4

- 18.4. The following persons are not eligible to serve as members of the Board:
- 18.4.1. a person under the age of 21 years;
  - 18.4.2. an employee, director, officer, consultant or contractor of the Scheme or of the administrator of the Scheme or of the holding company, subsidiary, joint venture or associate of the administrator;
  - 18.4.3. a broker;
  - 18.4.4. the Principal Officer of the Scheme;
  - 18.4.5. the auditor of the Scheme;
  - 18.4.6. a person who has been dismissed by the Board for acting in breach of the Trustees Code of Conduct, following a fair process in terms of which such person was given an opportunity to respond to the evidence against him or her;
  - 18.4.7. a person holding a trusteeship of any other medical scheme or schemes; and
  - 18.4.8. a person who has been convicted, whether in the Republic of South Africa or elsewhere, of theft, fraud, forgery, uttering of a forged document, perjury or any other crime involving dishonesty.

#### Rule 18.5

- 18.5. The following process shall apply to the nomination of elected members of the Board referred to in rule 18.1.1
- 18.5.1. nominations to fill vacancies must be in writing and in the prescribed format;
  - 18.5.2. nominations must be submitted by the Principal Member who is in good standing with the Scheme;
  - 18.5.3. nominations must be proposed by a Principal Member and seconded by at least five seconders, also Principal Members, also in good standing with the Scheme;
  - 18.5.4. nominations must be signed by the candidate, a Principal Member in good standing with the Scheme, signifying their consent to stand for election;
  - 18.5.5. nominations must be submitted to the Scheme together with current curriculum vitae on or before the last day of February preceding the Annual General Meeting of the year concerned;\*
  - 18.5.6. specific submission deadlines will be communicated in member correspondence at the time;
  - 18.5.7. candidates may not nominate themselves;
  - 18.5.8. the Scheme shall cause a vetting process to be undertaken to ensure that nominated candidates are eligible and fit and proper to serve as trustees, and shall compile a final list of vetted candidates eligible for election. If a candidate fails to timeously provide reasonable proof of eligibility, fitness and/or properness, at the request of the Scheme for the purpose of such vetting process, such candidate shall be deemed to be ineligible for election.
  - 18.5.9. **\*\***(Rule 18.5.9) the election of the members of the Board of Trustees will be carried out by ballot, whether physical or electronic, and will be decided by the simple majority of duly completed and returned ballots at the selected return date (which may be changed or extended where the Board considers this to be necessary) prior to the Annual General Meeting.



\*Bankmed has appointed BDO Advisory Services (Pty) Ltd as the Independent Electoral Body (IEB) to handle all matters related to the election. Notwithstanding the provisions of 18.5.5 above, Bankmed has elected to hand over the administration and oversight of the election process to BDO in order to maintain the integrity and independence of the Trustee Election process. Members are therefore directed to submit nominations only to BDO as per the information contained in the Nominations Form.

\*\*The Rules referenced are the 2022 Scheme Rules for Bankmed, which have been approved by the Council for Medical Schemes.

#### Rule 18.7

18.7. A prospective nominee cannot hold office if:

- 18.7.1. he is in terms of any other legislation, declared mentally or legally incapable of managing his affairs;
- 18.7.2. he is declared insolvent or has surrendered his estate for the benefit of his creditors;
- 18.7.3. he is convicted, whether in the Republic or elsewhere, of theft, fraud, forgery or uttering of a forged document or perjury;
- 18.7.4. he is removed by the court from any office of trust on account of misconduct;
- 18.7.5. he is disqualified under any law from carrying on his profession;
- 18.7.6. he ceases to be an appointee by a participating employer, or being a Board member elected by members of the Scheme, or he ceases to be a member of the Scheme.