



61st Spectramed

Annual General Meeting Notice and Agenda

Annual General Meeting Notice

Spectramed Medical Scheme (“Spectramed” or the “Scheme”) will hold its sixty-first (61st) Annual General Meeting (AGM) at the Lakefield Office Park, 272 West Avenue, Centurion, Gauteng, on Thursday, 21 June 2018 at 10:30 to transact the business set out in the resolutions below.

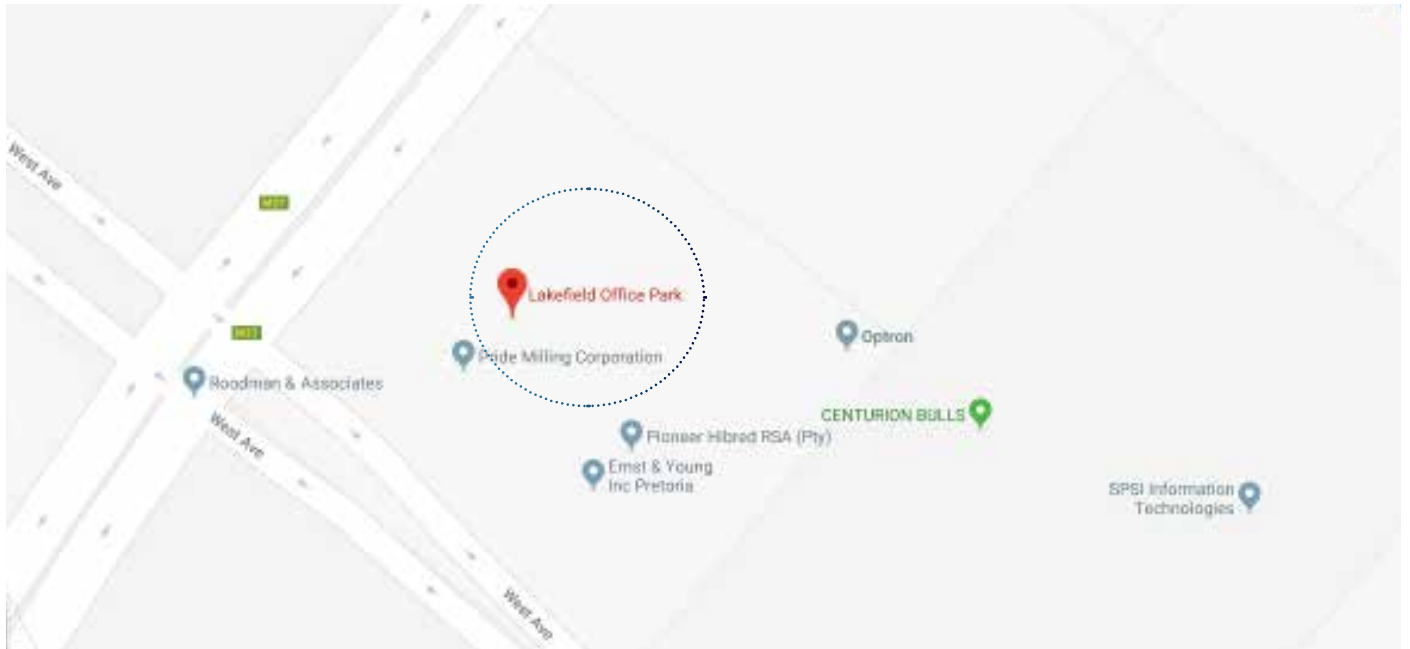
A team of Specialists will be made available between 09h00 and 10h15 to assist with any queries relating to your Spectramed membership. Registration will take place between 09h30 and 10h15, permitting final confirmation of eligibility of attendees. Please be sure to bring along valid identification (ID document or driver’s license) and your Spectramed membership card for registration purposes.

The Board recommends a vote *FOR Resolutions 11 to 16*





Lakefield Office Park, 272 West Avenue, Centurion, Gauteng





Resolutions 1 to 8: Meeting governance

1 To consider the notice convening the AGM in terms of rule 26.1.2 of the Registered Scheme Rules, containing:

- Notice and Agenda of the meeting
- Minutes of the 2016 Annual General Meeting
- Report of the Board of Trustees
- 2017 Annual Financial Statements (AFS)

2 To consider and approve waiving the formal reading of the notice

3 To consider and confirm the presence of a quorum in accordance with Rule 26.1.3 of the Scheme which requires a minimum threshold of fifty (50) member attendees to ensure a quorum

4 To consider and note the proxies:

- Members who are present and whose contributions are not in arrears, have the right to attend, speak and vote at the AGM or, if they do not wish to attend in person, may appoint another member as their proxy to exercise all or any of their rights to attend, speak and vote at the AGM
- To appoint a proxy,
 - o The proxy form and any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority), must be in writing, or
 - o The proxy in the form determined by the Board, and
 - o Signed by the member and the proxy holder
- Number of proxy instruments have been independently received, managed and certified by the Scheme's Compliance officer, on behalf of the Scheme prior to the meeting on the deadline date of midnight 15 June 2018
- A total number of proxies noted in favour of the Chairman of the Board of Trustees, who was also the Chairman of the meeting
- Number of proxies noted in favour of a Board of Trustees member
- Total number of proxies rejected by the Scheme's Compliance Officer, on the basis of invalid completion, including proxies received after the cut-off deadline date and time
- The Chairman has a Board mandate to exercise his discretion as to whether to accept / reject late proxy submissions.

5 To consider and confirm the voting procedure to be applied:

- On a vote by show of hands, every member who is present and entitled to vote has one vote and every proxy present, who has been duly appointed by a member entitled to vote, has one vote
- On a vote by ballot, every member who is present in person and entitled to vote or by proxy has been duly appointed by a member entitled to vote has one vote
- In accordance with Rules 27.3 of the rules, the Chairman has the right to elect whether the voting procedure to apply to the consideration of transacting the business (if any), was to be by ballot or by a show of hands
 - o The Chairman will confirm the voting procedure to be applied

6 To receive and record all apologies from the following members prior to the meeting and those tabled at the meeting

7 To receive and adopt the minutes of the Scheme's 60th AGM held on 29 June 2017, distributed as part of the 2017 AGM Notice to all members and to discuss matters arising from the minutes

8 To receive the Chairman's Annual Report for the immediate preceding financial year ending 31 December 2017

**Resolution 9 & 10: Financial statements and remuneration report**

- 9 To receive, consider and endorse the Scheme's Annual Financial Statements, the reports of the Board of Trustees and the auditor for the year ended 31 December 2017
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- 10 To approve the Remuneration Report of the Board of Trustees for the year ended 31 December 2017

Resolutions 11 & 12: Auditor

- 11 To appoint PWC as auditor to the Scheme until the conclusion of the next general meeting at which accounts are laid before the Scheme
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- 12 To authorise the Independent Audit, Risk & Ethics Committee to determine the remuneration of the auditor
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- 13 To consider and discuss inorganic growth opportunities
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- 14 To transact any other business of which notice was given on or before 14 June 2017
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- 15 To transact any other business matters raised by members present
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- 16 To close the meeting if there is no further business to be transacted