



CIRCULAR

Reference: AGM, SGM and Trustee Election Notification
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Circular 7 of 2025: Notice regarding Annual General Meetings, Special General Meetings and Trustee Elections.

1. Background

The primary function of the Council for Medical Schemes (CMS) is to protect the interests of medical scheme members at all times. To this end, CMS is enjoined to monitor whether medical schemes comply with their registered rules and/or the provisions of the Medical Schemes Act, 131 of 1998 (MSA) and/ or other legislation relating to medical schemes.

Section 29(1)(m) of the MSA determines that no medical scheme shall carry on any business unless provision is made in its rules regarding the manner of calling the Annual General meetings (AGM) and Special General meetings (SGM) of members, the quorum necessary for the transaction of business at such meetings and the manner of voting.

Section 32 of the MSA determines that *“the rules of a medical scheme and any amendment thereof shall be binding on the medical scheme concerned, its members, officers and on any person who claims a benefit under the rules or whose claim is derived from a person claiming.”*

2. Purpose

Medical schemes are encouraged to comply with their scheme rules on the requirement of holding AGMs and SGMs on or before a particular date.

Medical schemes are requested to notify the CMS, in writing, of the dates on which they intend to hold their AGMs and/or SGMs and the dates on which they intend to hold trustee elections, where applicable.

3. Regulatory Guidance

3.1 Cost-saving Strategies / Open and Competitive Procurement

Medical schemes are encouraged to employ cost-saving strategies when planning and executing AGMs, SGMs and trustee elections.

Open and competitive procurement practices are also encouraged where external service providers are contracted to assist with these meetings/elections.

3.2 Elections

Medical schemes must ensure that when arranging elections, all the necessary processes (nominations, vetting, auditing, publication of candidates, etc) are initiated early and concluded well before the date of the AGM. This is to ensure that errors can be identified and corrected well ahead of the prescribed date of the AGM. The CMS has noticed an emerging trend of schemes identifying errors in their election processes on the eve of the mandatory AGM date, leaving them with insufficient time to either postpone the AGM or request an exemption from the Council.

3.3 Member participation

We encourage medical schemes to devise strategies to encourage members to attend the annual scheme meetings, thereby increasing member participation.

These might include the following:

- Select employer group venues which have the highest constituencies to host the meetings.
- Host virtual meetings as encouraged by [Circular 20 of 2021](#).
- Utilise live video streaming for members who cannot attend physically.
- Collaborate with employer groups to create awareness of the significance of participating in their scheme meetings.
- Encourage the employers to allow their employees to attend their AGM.
- Use engagement strategies such as bulk messages, social media platforms and reminders before the AGM.

4. Requirements for convening AGMs, SGMs and Trustee Elections

4.1 Information required by the CMS

All medical schemes are required to submit a written notice to the CMS pertaining to information on convening the scheme meeting, including the rules and date on which they intend to hold an AGM, SGM, or Trustee election meeting. The notification must be submitted to the CMS on or before **30 April 2025** via the AGM portal.

The notification shall contain the following:

- 4.1.1 The date on which the meeting will be held.
- 4.1.2 Type of AGM to be convened (virtual, hybrid or in-person).
- 4.1.3 The venue and geographical area where the scheme intends to hold the meeting.
- 4.1.4 Whether or not the scheme will hold elections for the 2025 financial period.

4.2 All medical schemes are required to provide the CMS (20 days before AGM and /or SGM) with a full meeting pack. The meeting pack shall contain the following, amongst others:

- 4.2.1 The date, time and venue/virtual platform of the meeting and/or elections to be held.
- 4.2.2 The standard procedures that shall be followed by the medical scheme to convene and hold such a meeting and/or election, as well as confirmation that the scheme's procedures are consistent with the registered rules of the scheme.
- 4.2.3 The measures that the scheme intends to put in place to protect and secure the venue on the day of the meeting and/or elections.
- 4.2.4 The measures that the scheme intends to put in place to deal with load shedding restrictions which may impact AGM proceedings.
- 4.2.5 A detailed budget on the estimated cost of the AGM and/or SGM and/or Elections. Including but not limited to:
 - The cost of preparing and distributing the notice/meeting pack to members.
 - The cost of the venue (including food and security).
 - The travelling and accommodation costs (e.g., travelling costs for scheme officers).
 - Meeting attendance fees for scheme officers and/or service providers.
 - The costs associated with the elections process (if applicable).

5. Requirements for Post AGM / SGM / Election submission

All medical schemes are requested to provide the Office with the following information within **30 days after** the AGM/SGM/Trustee election meeting was convened:

- 5.1 **The Attendance register(s) and confirmation that the quorum (per the rules of the scheme) was achieved for the meeting.**
- 5.2 **A detailed report on the election process with the comprehensive CVs of the elected persons within 30 days of the conclusion of the AGM or the SGM or the election process.**
- 5.3 **The actual cost of the AGM and/or SGM and/or Election Process within 30 days of the conclusion of the AGM or the SGM or the election process.**
- 5.4 The register of Service providers used and related invoices.

6. Submission Timelines

	Process	Due date
1.	Submission of a written notice to the CMS pertaining to a date, time, type of meeting and geographical area/venue in which the scheme intends to hold a scheme meeting. <i>(see requirements above)</i>	30 April 2025
2.	Submission of AGM, SGM or trustee election meeting packs to the CMS prior to convening the scheme meeting. <i>(see requirements above)</i>	20 days before the meeting is convened
3.	Submission of attendance register, election report, and actual expenditure of AGM/SGM or trustee election meeting after the scheme meeting. <i>(see requirements above)</i>	30 days after the meeting has been convened

7. Submission process

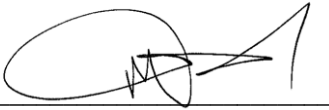
All approved data officers are required to submit the AGM information to the following [SFTP site](#) using the login credentials they received when they registered.

8. Communication

8.1 For any queries related to AGMs/SGMs/Trustee elections or any technical issues experienced with the portal, kindly email agm@medicalschemes.co.za.

8.2 For any AGM-related exemption application submissions, kindly use the Exemptions portal [Exemptions portal](#) and email the submission to exemptions@medicalschemes.co.za.

Yours sincerely,



Dr Musa Gumede
Chief Executive and Registrar
Council for Medical Schemes



Dr Thandi Mabeba
Chairperson of Council
Council for Medical Schemes