ANNUAL GENERAL MEETING

To be held online on Tuesday 10th May 2022 at 18:00

NATIONAL INSTITUTE OF MEDICAL HERBALISTS LIMITED - NOTICE is hereby given that the Annual General Meeting of the Institute will be held online at 18:00 on Tuesday 10th May 2022, when the following Ordinary Business will be transacted and a Resolution will be proposed and, if thought fit, passed as a Special Resolution:

ORDINARY BUSINESS

1. To receive and consider the Report of the Council for the year to May 2022
2. To receive and approve the Accounts and Balance Sheet of the Institute for the year ended 31st December 2021 with the Accountant's Report thereon
3. To reappoint Francis Clark as Accountant to the Institute
4. To elect Paula McCreary as an Ordinary Director of the Institute for two years from the date of the AGM
5. To elect Mary Tassell as an Ordinary Director of the Institute for two years from the date of the AGM

SPECIAL RESOLUTIONS

Special Resolution 1: "That the Directors of the Institute be required to sign a contract of employment and be considered employees of the Institute for the duration of their term."

Special Resolution 2: "That, section D1.1 of the Institute's Memorandum and Articles of Association be amended as below (changes in red).

D.1.1 Members ~~who are not Directors~~ may be employed by or enter into contracts with the Institute and receive reasonable payment for goods or services supplied"

Special Resolution 3: "That, section D3 of the Institute's Memorandum and Articles of Association be amended as below (changes in red).

D.3 ~~A Director may not be an employee of the Institute, but~~ Alongside their status as an employee of the Institute, a Director or a connected person may enter into a contract with the Institute to supply additional goods or services in return for a payment or other material benefit if
D.3.1 the goods or services are actually required by the Institute
D.3.2 the nature and level of the benefit is no more than reasonable in relation to the value of the goods or services and is set at a meeting of the Directors in accordance with the procedure in clause D.4

D.3.3 no more than one half of the Directors are interested in such a contract in any financial year"

Special Resolution 4: "That, section D2 of the Institute's Memorandum and Articles of Association be amended as below (changes in red).

D.2 A Director must not receive any payment of money or other material benefit (whether directly or indirectly) from the Institute except
D.2.1 as mentioned in clauses C.17 (indemnity insurance), D.1.2 (interest), D.1.3 (rent), D.1.4 (charitable benefits) or D.3 (contractual payments)
D.2.2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration of the Institute
D.2.3 an indemnity in respect of any liabilities properly incurred in running the Institute (including the costs of a successful defence to criminal proceedings)
D.2.4 payment to any company in which a Director has no more than a 1 per cent shareholding
D.2.5 in exceptional cases, other payments or benefits as set out in the Bye-Laws
D.2.6 payments made in relation to their employment as a Director of the Institute"

Special Resolution 5: "That, an additional section (D5) be added to the Institute's Memorandum and Articles of Association as below.

D.5 Any payments made to Directors in relation to their employment as Directors of the Institute must not be made until the Directors Remuneration report is presented to members at the AGM.
D.5.1 Any such payments should be subject to a Directors Remuneration Policy, which must be subject to review and a binding vote by members every three years."