



Procedural Rules of the National Adult Literacy Agency (NALA)

Approved at NALA Annual General Meeting on:
24 April 2021

These Procedural Rules:

- are adopted by the Members at an Annual General Meeting
- must be consistent with the Constitution. No Procedural Rule can override or contradict any provision of the Constitution. For context, certain Articles or provisions from the Constitution may be repeated in these Procedural Rules. These provisions cannot be amended (unless the underlying Article is amended in accordance with the procedure for amendment of the Constitution). Capitalised terms used in these Procedural Rules shall, unless otherwise defined, have the meaning given to those terms in the Constitution
- provide information and procedures to supplement the following provisions of the Constitution:
 - Article 1 - **Definitions**
 - Article 4 - **Appointment and Replacement of Members**
 - Article 5 - **Members Rights and Obligations**
 - Article 15 - **Appointments of Directors**

Membership

1. Categories of Member

The Company has four categories of Member:

- (a) **Free member** for students, volunteer tutors and members of the public, with an interest in literacy who wish to support our work.
- (b) **Individual member**
- (c) **Small Organisations** (Adult Literacy Centres, Youthreach, National Learning Network local centres and City libraries).
- (d) **Large Organisations** (Education and Training Boards, County libraries, larger non-profit organisations and corporate members).

2. Rights and Responsibilities of Members

- 2.1 NALA members' rights and responsibilities are in accordance with the Companies Act 2014

3. Voting rights of members:

3.1 The categories of members are entitled to vote as follows:

- (a) **Free members:** One vote
- (b) **Individual members:** One vote
- (c) **Small Organisations:** Three votes
- (d) **Large Organisations:** Three votes

4. Subscription

4.1 The Subscription payable annually by the Members is as follows:

- (a) **Individual member:** €25
- (b) **Small Organisations:** €50
- (c) **Large Organisations:** €150

4.2 Subscriptions shall be paid in the following manner:

Electronic transfer, payment online using a credit card, cheque or cash.

4.3 Notwithstanding that only those Members whose names are entered in the register of members on the date that notice of an Annual General Meeting of the Company is served will receive notice of the Annual General Meeting, Members whose names are entered in the Register of Members not less than one month before the date of an Annual General Meeting will be entitled to attend and vote at that Annual General Meeting.

4.4 Non-Members may attend Annual General Meetings unless a majority of the Members attending the Annual General Meeting votes otherwise.

Elections

5. Election of the Board of Directors

5.1 At least 14 days before the Annual General Meeting at which Directors are to be elected, Members will be provided with the list of candidates running for election.

5.2 Votes cast in an election for Directors or for the positions of Chairperson, Vice-Chairperson or Treasurer shall be cast by way of secret ballot.

5.3 If a Director resigns, dies or is appointed as Chairperson, Vice-Chairperson or Treasurer, the Board shall invite the candidate who received the highest number of votes without being elected at the last Annual General Meeting on

the Company to serve on the Board of Directors for the remainder of the resigning Director's term.

- 5.4 If not enough Directors members are elected at an Annual General Meeting of the Company, the Directors may co-opt persons to fill the vacancies.

Amendments

6 Amendments to these Procedural Rules

- 6.1 Amendments to these Procedural Rules shall only be made at an Annual General Meeting of the Company that has been convened by way of notice that includes amendments to the Procedural Rules among the business to be conducted at the meeting.
- 6.2 A simple majority of those voting may approve such amendments.