

For NALA Members

Title of Paper: Amendments to NALA Constitution – information for NALA members

Summary

In May 2020, NALA sought legal advice from Mason Hayes and Curran (MHC) in relation to postponing the 2020 AGM due to COVID-19. MHC identified some issues with our current constitution, particularly in relation to NALA’s 90-day notice period for the AGM. NALA has worked with MHC to amend the constitution to ensure it is in line with the Charities Regulator and the Companies Act 2014. The NALA board approved the necessary changes to the Constitution in December 2020. We outline a summary of these changes in the tables that follow.

NALA has submitted these amendments to the Charities Regulatory Authority to be approved.

What we ask of you

We now ask you, as a NALA member, to approve the Constitution with the changes agreed by the Board and any further changes that the Charities Regulatory Authority might ask for.

In the tables that follow, we list the number of ‘clauses’ in our revised Constitution and proposed amendment to these. In simple terms, a clause is a section in a legal document. In this case, the legal document is NALA’s Memorandum and Articles of Association.

Memorandum and Articles of Association: A Memorandum of Association is a document that gives details such as NALA’s name, objects and purpose. Articles set out how NALA is managed, your rights as Members of NALA, as well as the powers of the board.

Table 1: Provisions of revised Memorandum of Association (MOA)

Clause no.	Provision of revised Memorandum of Association (MOA)	Proposed amendments (changes)
3	Main Object	The main object within the MOA has been updated to specifically state the charitable purpose (as defined in the Charities Act 2009) pursued by the Company (the advancement of education).
5	Powers	The introductory wording inserted in this clause is required by the Revenue Commissioners.
6	Limitation on Objects and Powers	The reference to trade union activities is no longer required to be in the MOA.
9 - 12	Standard clauses	The updated wording in each of clauses 9 - 12 is the standard wording now required by the Charities Regulatory Authority (“ CRA ”) and the Revenue Commissioners for registered charities holding a charity (CHY) number.

Table 2: Provisions of reviews Articles of Association

Clause no.	Provisions of revised Articles of Association	Proposed amendments (changes)
2	Interpretation	We have made it clear that “in writing” includes text in electronic form.
4	Appointment and Replacement of Members	We have amended this clause to specify that there are different categories of Members and to refer to the Procedural Rules.
6	General Meetings	This clause has been updated to specify that Members may attend a general meeting by teleconference (for example: Zoom) and that they will be counted in the quorum if attending in that manner. (A quorum is the smallest number of people we need legally to hold our meetings.
7	Notice of General Meetings	This clause has been amended to provide that 21 clear days’ notice (rather than 90) of an Annual General Meeting (AGM) must

Clause no.	Provisions of revised Articles of Association	Proposed amendments (changes)
		be given to Members. This is the minimum period of notice specified within the Companies Act 2014.
8	Proceedings at General Meetings	This clause has been updated to provide that the business of the AGM shall include a requirement to notify Members of any Co-Opted Directors appointed since the last AGM.
9	Quorum for General Meetings	This clause clarifies that a Member who attends a general meeting by virtual means shall be included within the quorum.
12	Voting at General Meetings	This clause has been amended to clarify certain matters relating to voting when attending a meeting by virtual means, or when signing a written resolution electronically.
15	Appointment of Directors	These provisions have been amended to clarify the three ways in which Directors can be appointed to the Board.
21	Regulation of Meetings of the Board of Directors	This clause has been updated to clarify that electronic signature of a written resolution of the Directors is permissible.
23	Quorum for Meetings of the Board	This clause clarifies that Directors attending a meeting by virtual means are included in the quorum.
34	Optional Provisions	The Companies Act 2014 contains a series of “optional provisions” which apply to the Company unless its constitution states otherwise. For clarity, we have set all of these optional provisions out in the table and explained whether those provisions have been restated within the Constitution, amended or dis-applied (no longer apply). This will ensure certainty if ever there is confusion as to whether an optional provision applies.
	Note on Proxies	In relation to the optional provisions as described above, the provisions in relation to proxies have been dis-applied.