**National Adult Literacy Agency**

**(the “Company”)**

**PROXY FORM**

I/We …………………………………………………………………………………………..

Of……………………………………………………………………………………………...

being the member(s) of NALA hereby appoint:

Name: ………………………………………….………………………...……………….....

Address………………………………………………………………………………………

***For organisations who are entitled to 3 votes, please fill out the following information for the additional proxy holders:***

Name: ………………………………………….………………………...……………….....

Address………………………………………………………………………………………

Name: ………………………………………….………………………...……………….....

Address………………………………………………………………………………………

as my/our proxy(s) to attend and vote on my/our behalf at the Annual General Meeting of the Company to be held virtually via Zoom on Saturday, 24April, 2021 at 11am and at any adjournment of such resolutions as are indicated below:

I wish my/our above Proxy(s) to vote in the manner as indicated in the box below (Please place an X in the relevant box. Please note, it is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against’ column blank against any or all Resolutions, your Proxy(s) will be entitled to vote in the manner as he/she thinks appropriate)

|  |  |  |  |
| --- | --- | --- | --- |
| **Ordinary Resolutions** | **For** | **Against** | **Abstain**  |
| to adopt the Directors’ Report and Financial Statements for the year ended 31 December 2020 |  |  |  |
| to adopt the review of the Company’s affairs |  |  |  |
| to re-appoint Mazars as the statutory auditors |  |  |  |
| to authorise the Directors to approve the remuneration of Mazars as the statutory auditors for the coming year |  |  |  |
| to adopt the proposed amendments to the NALA procedural rules |  |  |  |
| To approve the appointment of Ciaran Casey as Honorary Treasurer of the NALA Board |  |  |  |
| To approve the appointment of Maria O’Gorman as Vice-Chairperson of the NALA Board  |  |  |  |
| To approve the appointment of Celia Rafferty as a NALA board member  |  |  |  |
| To approve the appointment of Mary Maher as a NALA board member  |  |  |  |
| To approve the appointment Catherine Devlin as a NALA Board member  |  |  |  |
| To approve the appointment of Lynne Keery as a NALA Board member  |  |  |  |
| Special Resolutions:  | **For**  | **Against**  | **Abstain**  |
| subject to the approval of the Charities Regulator and the inclusion of any further amendments required by the Charities Regulator, to amend the Memorandum of Association of the Company by deleting each of the existing clauses numbered 1 to 12 and inserting the each of the new clauses numbered 1 to 12 consecutively in the Memorandum of Association presented to the meeting and marked “A” (in the attached) for the purpose of identification |  |  |  |
| to adopt the articles of association of the Company presented to the meeting and marked “B” (**in the attached**) for the purpose of identification as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company |  |  |  |

Signed this .......... day ......... month........ 2021

Signature of member.....................................................................................................

Signature of Proxy holder(s):

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A Proxy Form must be completed and returned by email to literacy@nala.ie or posted to: The Company Secretary, FREEPOST, NALA, Sandford Lodge, Sandford Close, Ranelagh, Dublin 6, Ireland, D06 YF65, no later than 11am on Thursday 22 April (48 hours before the AGM). A Proxy Form that is not complete or does not meet the requirements of the Companies Act will not be counted.

**Notes:**

1. To be valid, this Form of Proxy must be lodged with NALA not less than 48 hours before the time appointed for the meeting or any adjournment thereof.
2. In the case of joint members, the signature of any one of these will suffice but the names of all joint members should be shown.
3. A Proxy need not be a member of the company.
4. Please complete all details including details of member(s) in above box before submission.