

New Procedural Rules for Members to
vote on at NALA's Extraordinary General
Meeting on 22 March 2024

The Procedural Rules in this document provide information and procedures to supplement the following articles of the Articles of Association in NALA's Constitution:

Definitions (Article 1)

Appointment and Replacement of Members (Article 4)

Members' Rights and Obligations (Article 5)

It also outlines how we make changes to these Procedural Rules.

Definitions (Article 1)

Terms that are capitalised in these Procedural Rules, unless otherwise defined, have the same meaning given to those terms in our Constitution under 'Definitions' which is Article 1 of the Articles of Association.

1. Categories of Member

1.1 The Company has two categories of Member as follows:

- Individual Member; and
- Organisational Member.

1.2 Organisational Members are further split into Subcategories:

- Subcategory A: Organisations that operate in a local area only.
- Subcategory B: Organisations that operate in a county-wide, regional, national or international area.

Appointment and Replacement of Members (Article 4)

2 Appointment of Members

- 2.1 Individual Membership is open to any individuals that support NALA's work.
- 2.2 To be admitted as an Individual Member of NALA, the person must:
- (a) be a human being acting on their own behalf and not on behalf of an organisation or other group of people;
 - (b) complete and submit the Membership Application Form;
 - (c) on the application form agree to follow the Code of Conduct for NALA Members. The Code of Conduct is how Members must behave when dealing with NALA staff, other NALA Members and at NALA events; and
 - (d) pay the relevant Subscription Fee or be given a waiver for the fee, outlined in section 7 below.
- 2.3 A person can only have one Individual Membership.
- 2.4 Organisational Membership is open to any organisation that supports NALA's work.
- 2.5 To be admitted as an Organisational Member of NALA, organisations must:
- (a) complete and submit the Membership Application Form,
 - (b) agree on the Membership Application Form to follow the Code of Conduct for NALA Members. The Code of Conduct is how Members must behave when dealing with NALA staff, other NALA Members and at NALA events; and
 - (c) pay the relevant Subscription Fee outlined at section 7 below.
- 2.6 In accordance with the Constitution, the Directors shall in all cases have the ability to remove an Individual Member or Organisational Member.

Members' Rights and Responsibilities (Article 5)

3 Members' Rights and Responsibilities

- 3.1 Members have rights and responsibilities as set out in NALA's Constitution, the Companies Act 2014, the Code of Conduct for NALA Members and these Procedural Rules.
- 3.2 By law to be considered an official NALA Member, an Individual or Organisational Member must give NALA their name and full postal address so it can include it in NALA's Register of Members (the Companies Act 2014). All members of NALA and members of the public have the right to view the Register if they wish (Section 216 of the Companies Act 2014).
- 3.3 Under Section 178 of the Companies Act 2014, a Member of NALA has the right to contact other NALA members if they want to call an Extraordinary General Meeting. For such a call to be considered valid as assessed by NALA's Board on behalf of Members, 10% of NALA Members at that time must have agreed that they would like an EGM to be called.

4 Voting rights of Members

- 4.1 The Members are entitled to vote as follows at general meetings of the Company:
- | | |
|------------------------------------|-------------|
| (a) Individual Members: | One vote |
| (b) Organisational Members: | Three votes |

5. Individual Members can appoint another to vote on their behalf

5.1 Individual Members may appoint a proxy to vote on their behalf at general meetings of the Company. This means that Individual Members will be able to nominate another person to attend and vote at the meeting on their behalf. This person does not need to be a Member of NALA.

6. Nominated Representatives to vote on your organisation's behalf

6.1 After being admitted as a Member, Organisational Members must appoint a nominated representative(s) to take part and vote at general meetings of the Company.

6.2 An organisation may nominate up to three representatives.

6.3 Each nominated representative is entitled to attend and vote once on behalf of their Organisational Member at general meetings of the Company.

6.4 Organisation Members must inform the Company of a change to the nominated representative(s) as soon as possible and at least 48 hours before any general meeting of the Company.

6.5 Organisational Members are not permitted to appoint a proxy. A proxy is a person who will cast a vote on behalf of another where the Member cannot attend the meeting. This is in accordance with the Constitution.

7. Subscription Fees

7.1 From the date these Procedural Rules are adopted, the Subscription Fees are as follows:

Individual Member: €25 or can be waived on request

**Organisational Members
(Subcategory A):** €50

**Organisational Members
(Subcategory B):** €150

7.2 NALA Membership is for one year.

7.3 To continue to be a NALA Member, Subscription Fees must be paid or a request for the subscription fee to be waived must be made, by every Member on or before 1 February each year. A Member will automatically stop being a Member if their Subscription Fee (if any) is not paid.

7.4 At the date of adoption of these Procedural Rules, all individuals previously described as “Free members” shall be considered Individual Members for the time up to and including 31 January 2025. They shall not be required to pay a subscription until after this date. After this, all Individual Members must either:

- pay the yearly Subscription Fee outlined at section 7.1
- **or**
- request and have their Subscription Fee be waived (no fee to pay if waived).

Otherwise, they will no longer be a Member of NALA.

7.5 Members must pay Subscriptions Fees using **one** of the following:

- Electronic transfer
- Payment by credit or debit card; on NALA's website
- By cheque.

7.6 Non-Members may attend General Meetings of NALA unless a majority of the Members attending the General Meeting vote otherwise.

8. Supporters of NALA

8.1 Individuals or Organisations who wish to support the aims of the Company but do not wish to become a Member may apply to become a "Supporter" of the Company.

8.2 Supporters of NALA are not Members.

8.3 Supporters of NALA are not entitled to receive notice of or vote at a General Meetings.

9. Amendments to these Procedural Rules

9.1 These rules must be consistent with the Constitution of NALA. No Procedural Rule can override or contradict any part of the Constitution. They cannot be amended unless the underlying Article is amended in accordance with the procedure for amendment of the Constitution.

9.2 These Procedural Rules shall only be amended at a General Meeting of the Company.

9.3 Proper notice must be given to hold the meeting.

- 9.4 The notice must include the amendments to the Procedural Rules among the business to be conducted at the meeting.
- 9.5 For amendments to be approved, a simple majority (51% or more) of those voting must approve such amendments.