



WORKING TOGETHER FOR HUMAN RIGHTS

As a valued member, I'd like to invite you to our 2024 Annual General Meeting.

Formal notice is hereby given that the Annual General Meeting of Amnesty International Australia will be held from:

11 AM–3.30 PM AEST/10.30 AM–3.00 PM ACST/9 AM–1.30 PM AWST
on Saturday 1 June 2024, held via Zoom (a link will be sent to all participants)

Please RSVP by 26 May 2024 on this portal: <https://amnesty.verovoting.com.au/register/2024agm>

Join us to connect with your fellow Amnesty members and hear about our work, all from the comfort of your home.

Formal business will include:

Election of two Class III National Board members.

Consideration of special resolutions to amend the Amnesty International Australia constitution

Election of the Youth Global Assembly delegate for 2025

Election of Nomination and Assessment Committee member and two reserves

Election of one position on the Appeal Committee

Consideration and approval of the 2023 Annual Financial Report found here: <https://www.amnesty.org.au/legal/#financial-reports>

Consideration and approval of the minutes of the Annual General Meeting 2023.

Consideration and approval of the minutes of the Extraordinary General Meeting 2023

Receiving the Amnesty International Australia 2023 Report

Questions to the National Board.

Consideration of resolutions.

Proposed resolutions to go to the Annual General meeting must be submitted to the Company Secretary on or before 11.59pm AEST 11 May 2024: company.secretary@amnesty.org.au

Only General Meeting Voters may vote at the Annual General Meeting either in person or by proxy. A proxy must be a current member of Amnesty International Australia.

A proxy need not be in any particular form provided it is in writing, legally valid and signed by the appointer. The proxy must be submitted to the Company Secretary by email by 9AM AEST on 1 June 2024: company.secretary@amnesty.org.au.

For further details please email: company.secretary@amnesty.org.au

All members are most welcome.

Catherine (Katie) Wood

Company Secretary, company.secretary@amnesty.org.au
Amnesty International Australia

2 May 2024

PS: to see who the elected General Meeting Voters are for this year, please go to <https://www.amnesty.org.au/activism-leadership-committees-general-meeting-voters-elections/>

Amnesty International Australia's Annual General Meeting

> 11.00 AM Australian Eastern Standard Time (AEST)

> 10.30 AM Australian Central Standard Time (ACST)

> 9.00 AM Australian Western Standard Time (AWST)

Saturday 1 June 2024,
held via Zoom

Important: we need your email address

By 2025, we would like to be in a position where we only communicate by email to save costs and lower our environmental impact. Please send us your email address (and mobile phone number, if you wish) to help us on this journey.

Finally, we ask that all individuals engaging with Amnesty International Australia abide by our **Values and Behaviours** and **Member Undertaking** incorporating the Code of Conduct (all available on our website or on request) to participate in our Movement. Not doing so will have consequences – from being asked to leave the meeting right up to revocation of membership. We want to ensure that we have safe spaces for everyone to engage in and enjoy.

Proposed amendments to the Constitution of Amnesty International Australia

The National Board will be moving four special resolutions at the Annual General Meeting 2024 to amend the constitution. The proposed changes are designed to address the new cyber security environment, to ensure the proper consideration of ordinary resolutions and to ensure the process of General Meeting Voter and Activism Leadership Committee member elections are administratively manageable.

Special Resolution 1

Amnesty International Australia takes the privacy of our members and supporters and our cyber security obligations very seriously. This special resolution seeks to balance members' privacy with Regional Presidents' ability to engage with members in their Regions.

In removing the right of access of Regional Presidents to the member register as contained in the constitution and making it the subject of a policy that can meet the needs of our Regional Presidents' ability to engage with members in their Regions, Amnesty International Australia is better placed to meet those two objectives. Recent cyber security threats to all organisations – including the charitable sector – have necessitated requirements for greater cyber security governance. In the words of the Australian Charities and Not-for-profit Commissioner “[t]his is a key governance risk for charities.”¹

This does not mean that Regional Presidents will no longer be able to get in touch with members and activists in their Regions, simply that a policy for access will be developed that aligns with our cyber security governance obligations and the protection of all of our members' and supporters' data.

Special Resolution 2

For the same reasons as set out above, the constitution will be amended to ensure that the public no longer have a right of access to the personal information – which includes residential address, date and place of birth – of past and current directors contained in the register of directors. Information regarding directors is accessible to the public on the Australian Charities and Not-for-profit Commission website, and on our website.

Special Resolution 3

Currently the constitution provides for the provision to the secretary of proposed resolutions to be put to a general meeting between 14 and 21 days prior to the date of the general meeting. When a large volume of proposed resolutions are being put to a meeting, even the 21 day period does not provide sufficient time for General Meeting Voters to properly consider the resolutions before voting on them at a general meeting. It is proposed that the National Board set the timing of not less than 14 days before a general meeting, noting that clause 12.2 requires that this date be included in the notice of meeting.

Special Resolution 4

Currently the company secretary is required to announce the result of elections to each individual candidate in both the General Meeting Voter and Activism Leadership Committee elections within 3 business days of those results being available, and then a further 2 to 4 business days to publish those results. In recent years the number of candidates has increased significantly, which has created considerable administrative challenges. It is proposed to extend the 3 day period to 6 business days, and the period in which to publish extended to 2 to 6 business days.

1. The ACNC 2024-25 Compliance Focus: Misuse of Complex Corporate Structures and Cyber Security Challenges dated 20 March 2024

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The proposed changes are represented in ~~strikeout~~ for words to be deleted and in **red bold italic font** for words to be inserted.

Special Resolution 1

The members resolve as a special resolution that clause 11.7 be amended as follows:

11.7 Register of Members

...

- (b) Subject to this clause 11.7, a copy of the register kept by the secretary must be provided to a Regional President on request.

The National Board recommends that General Meeting Voters vote in favour of this special resolution.

Special Resolution 2

The members resolve as a special resolution that clause 23.4 be amended as follows:

23.4 Inspection of Register

The Register must be open for inspection:

- (a) by any Member without charge, and
(b) by any other person on payment of an amount not exceeding the amount fixed for the purpose by the National Board, or, where the National Board has not fixed an amount, without charge.

The National Board recommends that General Meeting Voters vote in favour of this special resolution.

Special Resolution 3

The members resolve as a special resolution that clause 12.7 be amended as follows:

12.7 Resolutions for consideration at a general meeting

- (b) Subject to any provision in the standing orders for emergency resolutions, a proposed resolution must be provided to the secretary in writing before the date (being a date not less than 14 ~~or more than 21~~ days before the date of the general meeting) determined by the National Board.

The National Board recommends that General Meeting Voters vote in favour of this special resolution.

Special Resolution 4

The members resolve as a special resolution that clauses 12.13 and and 14.3 be amended as follows:

12.13 Election of General Meeting Voters

- (j) The secretary must:
- within ~~3~~ **six** Business Days of the result of an election notify each candidate of the result; and
 - subject to clause 12.13(k), publish the results between two and ~~four~~ **six** Business Days after that notification.

14.3 Elections of Activism Leadership Committee

...

- (g) The secretary must:
- within ~~3~~ **six** Business Days of the result of an election notify each candidate of the result; and
 - subject to clause 14.3(h), publish the results between two and ~~four~~ **six** Business Days after that notification.

The National Board recommends that General Meeting Voters vote in favour of this special resolution.

