

6 December 2024	AMNESTY INTERNATIONAL AUSTRALIA Street address: 1/79 Myrtle Street Chippendale NSW 2008 T: 1300 300 920 E: supporter@amnesty.org.au	ABN 64 002 806 233 Postal address: Locked bag 23 Broadway NSW 2007 W: www.amnesty.org.au
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Formal notice is hereby given that an Extraordinary General Meeting of Amnesty International Australia will be held at:

8.00 PM - 9.00 PM AEDT / 7.30 PM - 8.30 PM ACDT / 7.00 PM - 8.00 PM AEST / 6.30PM – 7.30 PM ACST / 5.00 - 6.00 PM AWST on **5 February 2025**, held virtually (instructions on how to join will be sent to all members who have registered).

The National Board has called an Extraordinary General Meeting in accordance with clause 12.1(a) of the Constitution. The business proposed is to consider the following resolutions:

1. **RESOLVE:** To the extent it has otherwise not already occurred, that Ms Belinda Neal be removed from her position as a director of the company pursuant to s 203D of the *Corporations Act 2001* (Cth)¹.
2. **RESOLVE:** That the directors of the company, as they exist from time-to-time, be obliged to comply with the terms of the Board Charter, as approved by the National Board from time-to-time, including the terms of any Fact Sheets or Supplementary Statements thereto, as approved by the National Board from time-to-time (including those Board Charters, Fact Sheets or Supplementary Statements already approved by the National Board).
3. **RESOLVE:** That the directors of the company, as they exist from time-to-time, be obliged to resign immediately as a director of the company upon nominating for or being elected to any of the following positions:
 - (a) member (whether in the House of Representatives or Senate) of the Parliament of the Commonwealth of Australia;
 - (b) member (irrespective of house) in any Parliament of a State or Territory of the Commonwealth of Australia; or
 - (c) member of any local government or council within the Commonwealth of Australia, including to the position of councillor on a local council.

The resolutions are proposed in circumstances where litigation has been brought by Ms Belinda Neal against AI Australia which ultimately seeks to challenge the validity of the resolution to remove her as a director passed at the Extraordinary General Meeting on 14 November 2024. An issue raised by Ms Neal in the litigation relates to the interpretation of the Board Charter and other policy documents and whether, on the

¹ Section 203D of the *Corporations Act 2001* (Cth) allows a company to remove a director from office by resolution despite anything in the company's constitution.

current terms of those documents, and the Constitution of AI Australia, she was obliged to resign (and was liable to be removed) as a director of AI Australia.

Resolution 1

Given that 79.6% of General Meeting Voters resolved at the Extraordinary General Meeting on 14 November 2024 to remove Ms Neal as a director, and so as to avoid the cost and time of any dispute as to the validity of that resolution, the National Board considers it appropriate to allow the General Meeting Voters a further opportunity to consider the question of Ms Neal's position as a director of AI Australia. This includes expressly considering her removal (if thought appropriate) pursuant to section 203D of the *Corporations Act 2001*, which had not been expressly referred to at the Extraordinary General Meeting on 14 November 2024. Whilst AI Australia believes that the vote on 14 November 2024 was valid and effective, a vote by the General Meeting Voters under section 203D has the potential to alleviate the need for ongoing litigation.

Resolutions 2 and 3

In addition to this resolution, two further resolutions are proposed:

1. To require the directors of the company to comply with the terms of the Board Charter, as approved by the National Board from time-to-time (including the terms of any approved Fact Sheets or Supplementary Statements thereto). This arises in the context where the National Board has updated the Board Charter, for consistency with the resolution passed at the Annual General Meeting on 1 June 2024, and to avoid any doubt as to whether members of the National Board are required to comply with the updated Board Charter.
2. To make plain that any person who nominates for or is elected to a position of office in the Federal, State or Local Government must immediately resign as a director of AI Australia.

Only General Meeting Voters may vote at the Extraordinary 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 2.00pm AEDT on 5 February 2025** : company.secretary@amnesty.org.au.

Only members are entitled to attend the Extraordinary General Meeting. Please register by emailing company.secretary@amnesty.org.au by 8am AEDT 4 February 2025. You can also register online here: <https://amnesty.verovoting.com.au/register/egm-registration>.

Yours sincerely



Catherine (Katie) Wood

Company Secretary

Amnesty International Australia

company.secretary@amnesty.org.au.

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