

# BRINGING OUR VOICE TO LIFE

AMNESTY INTERNATIONAL AUSTRALIA'S  
NATIONAL EXTRAORDINARY GENERAL MEETING  
AND NATIONAL ANNUAL GENERAL MEETING

27–28 OCTOBER 2018  
7–11 MOUNT STREET  
NORTH SYDNEY, NSW

AMNESTY  
INTERNATIONAL



# You're invited to our National Extraordinary General Meeting followed by our National Annual General Meeting 2018

In compliance with legal requirements, notice is hereby given that the Extraordinary General Meeting of Amnesty International Australia will be held from 11am to 11.30am, Saturday 27 October 2018 at 7-11 Mount Street, North Sydney, New South Wales.

Notice is also hereby given that the Annual General Meeting of Amnesty International Australia will be held from 11.30am Saturday 27 October 2018 to 3.00pm Sunday 28 October 2018 at 7-11 Mount Street, North Sydney, New South Wales.

**RSVP by 13 October 2018 to:** [aianagm@amnesty.org.au](mailto:aianagm@amnesty.org.au)

**THIS YEAR AMNESTY INTERNATIONAL AUSTRALIA WILL BE HOLDING A NATIONAL EXTRAORDINARY GENERAL MEETING FOLLOWED BY ITS NATIONAL ANNUAL GENERAL MEETING. WE WILL BE SEEKING TO MAKE HISTORIC CHANGES TO OUR CONSTITUTION TO GIVE LIFE TO NEW GOVERNANCE STRUCTURES TO TAKE US FORWARD AS PART OF THE WORLD'S LARGEST HUMAN RIGHTS MOVEMENT.**

**COVER PHOTO:** Supporters celebrate outside Parliament House, Canberra, after the ACT Parliament passed a motion in support of an improved community sponsorship program for refugees, March 2018.

# NATIONAL EXTRAORDINARY GENERAL MEETING

## Formal business to be conducted:

The National Extraordinary General Meeting has only one agenda item: to consider the Special Resolution to introduce a Nominations and Assessment Committee.

We are convening a National Extraordinary General Meeting so that the National Annual General Meeting—to be held immediately after the National Extraordinary General Meeting—can elect a member of the Nomination and Assessment Committee and two reserves, should the Special Resolution be passed.

## PROPOSED AMENDMENTS TO THE CONSTITUTION OF AMNESTY INTERNATIONAL AUSTRALIA

### Introducing a Nomination and Assessment Committee

The National Board will be moving a Special Resolution to create a Nomination and Assessment Committee (NAC). The role of the NAC is to identify and source candidates for National Board positions and to assess their suitability.

The NAC will be comprised of 3 members, one of whom is elected at the Annual General Meeting, along with two reserves. Another member will be appointed by the National Board and the final member will be an independent person with expertise in selecting people for board or executive roles. They cannot be a member of Amnesty International Australia, in order to preserve that independence.

### Special Resolution

*The members resolve as a special resolution that:*

i. *a new definition be inserted into rule 1.1(a) into the Articles of Association, comprised in the Constitution as follows:*

#### 1.1 Definitions and Interpretation

(a)...

**Nominations and Assessment Committee and NAC** mean the Nomination and Assessment Committee constituted under rule 5A.

#### AND

ii. *a new rule 5A be inserted after rule 4.32 as follows:*

### 5A Nomination and Assessment Committee

#### 5A.1 Establishment of Nomination and Assessment Committee

- (a) There is a Nomination and Assessment Committee.
- (b) The primary purpose of the NAC is in relation to candidates for election as directors to identify candidates and to assess the suitability of candidates.

- (c) The NAC has 3 members of whom:
  - (1) 1 is a Member elected at every second annual general meeting for a term of two years (with a maximum of 2 consecutive terms);
  - (2) 1 is a Member appointed by the National Board for a single term of three to four years; and
  - (3) 1 is appointed by the National Board and is a person who is not a Member and who has specific expertise in executive and non-executive director recruitment. The term for appointment of this NAC Member is to be determined by the National Board, but must not exceed 5 years.
- (d) In addition to electing someone to the NAC member under rule 5A.1(c)(1), the annual general meeting must also elect 2 reserves for that position.
- (e) If there is a vacancy in the NAC position referred to in rule 5A.1(c)(1) that cannot be filled because there are no reserves, the National Board must fill the vacancy for the balance of the term of two years, as well as appointing reserves under paragraph (f).
- (f) If the general meeting does not elect 2 reserves, the National Board must appoint sufficient reserves to bring the number to 2 at the first possible opportunity.
- (g) The NAC appoints its own chair.
- (h) If an NAC member elected under sub-clause 5A.1(c)(1) ceases to be a member of the NAC, their position is filled for the balance of their term by a reserve elected under paragraph (b). The reserves will fill such a vacancy in an order agreed between them or, in the absence of agreement, by lot.

- (i) Upon being elected or appointed an NAC member or an NAC reserve, a person must execute a deed by which their position will automatically be vacated in the event that they seek to be considered for any role or position for which the NAC may recruit, assess candidates or recommend election or appointment.
  - (j) A person appointed under rule 5A.1(c)(3) ceases to be an NAC member on becoming a Member.
  - (k) A person elected or appointed under rules 5A.1(c)(1) and (2), sub-clause 5A.1(d) or sub-clause 5A.1(f)—
    - (1) must be a Member and ceases to be an NAC member or an NAC reserve on ceasing to be a Member; and
    - (2) must not be, and ceases to be an NAC member or an NAC reserve on becoming, a director, a member of a committee established under rule 4.15, an ALC member, a General Meeting Voter, a person holding a position or role established by the Statute of Amnesty International or a decision of the International Board, or a person who holds any office of or position in AIA remunerated by salary, wages or fees.
  - (l) An annual general meeting of AIA may by resolution decide that all the positions on the NAC are vacant, but it may not decide that any particular position or positions on the NAC is vacant.
  - (m) A decision under paragraph (l) does not render invalid anything done by a Nomination and Assessment Committee before that decision was taken.
  - (n) A person appointed under rule 5A.1(c)(3) is entitled to be present at every general meeting of AIA and every Activism Forum.
- (b) In performing its functions, the NAC must—
    - (1) call for expressions of interest;
    - (2) determine the form of a nomination form after consultation with the secretary;
    - (3) through the secretary, call for nominations;
    - (4) assess candidates against the Attributes Statement by reference to their nominations, an interview of each candidate, and such other means as it sees fit to follow; and
    - (5) send a list of all candidates with the NAC assessment at least 21 days before each annual general meeting to each General Meeting Voter, each director and the secretary.
  - (c) Where the NAC proposes to assess candidates using other means than those referred to in this rule, it must state what those means are at the time when nominations are called for. Example: If the NAC proposes to ask for and speak to referees, it must say so when nominations are sought.
  - (d) The NAC in performing its functions must—
    - (1) follow a fair process;
    - (2) provide confidential and constructive feedback to candidates regarding how they have been assessed by the NAC, but without reference to other candidates and their nominations.
  - (e) The NAC cannot be the nominator or seconder of a candidate.
  - (f) The name of a person who is not a Member must not be included in a list referred to in rule 5A.2(b)(5).
  - (g) A person who has been duly nominated remains a candidate (unless their nomination is withdrawn) regardless of the NAC's assessment, unless the person is found to be ineligible to be a director under applicable Commonwealth legislation.

## 5A.2 Functions and powers of Nomination and Assessment Committee

- (a) The functions of the NAC are:
  - (1) to source a range of candidates for election or appointment to the National Board;
  - (2) to provide information about the candidates to those who are electing directors;
  - (3) to identify candidates for board committees if asked to do so by the National Board or the Committee chair; and
  - (4) those other functions given to it by this constitution or by the National Board.

***The National Board recommends that the 16 National Annual General Meeting Representatives vote in favour of this special resolution.***

# NATIONAL ANNUAL GENERAL MEETING

## Formal business to be conducted:

Formal business will include:

- Election of four directors (National Board members): President, Vice President and two Ordinary Members.
- Consideration and approval of the 2017 Annual Financial Report.
- Consideration and approval of the minutes of the National Annual General Meeting 2017.
- Consideration of a report for each Branch.
- Receive reports from the National President, National Treasurer and National Director.
- Questions to the National Board.
- Election of two members of the Appeals Committee.
- Election of a member of the Nominations and Assessment Committee, should the Special Resolution put to the National Extraordinary General Meeting be passed.
- Consideration of a resolution to amend the National General Meeting Standing Orders as part of the suite of changes to our governance structures and processes.

- Consideration of a special resolution to amend Amnesty International Australia's constitution to reconfigure our governance model to align with our 2020 Vision and to best achieve human rights impact. It is designed to enable and empower our members to better participate in decisions on activism, campaigning and governance in a range of different ways as set out on page 2 of this notice.

In addition to important governance items, our 2018 National AGM will be updated on our priority human rights campaigns: Brave, Community is Everything and refugees.

National General Meeting Representatives may vote in person or by proxy. A proxy must be a member of Amnesty International Australia, but may not be a Non Financial Member. A proxy need not be in any particular form provided it is in writing, legally valid and signed by the appointer.

**For further details and to register to attend please email:**  
aianagm@amnesty.org.au

All members are most welcome.

Catherine Wood  
Company Secretary  
Amnesty International Australia  
September 2018

## OUR VISION

Amnesty International is a global movement of more than 7 million people, who campaign courageously for human rights for everyone.

**By 2020 Amnesty International Australia will:**

- **Protect and defend more lives**
- **Be an unstoppable movement**
- **Inspire outstanding passion and commitment**

## OUR VALUES

Amnesty International stands for equality, justice, freedom and human dignity and upholds these values:

- **Empowerment: we build people power**
- **Persistence: we are resolute in pursuit of our goals**
- **Integrity: we hold ourselves to the highest standards**
- **Courage: we are fearless in upholding human rights**

# NATIONAL ANNUAL GENERAL MEETING 2018: SPECIAL RESOLUTION

## PROPOSED AMENDMENT TO THE CONSTITUTION OF AMNESTY INTERNATIONAL AUSTRALIA

Details of the special resolution to amend the Amnesty International Australia constitution are set out from page 6 of this notice.

### PROPOSED AMENDMENTS TO THE CONSTITUTION OF AMNESTY INTERNATIONAL AUSTRALIA

- To consolidate the Memorandum of Association and the Articles of Association—together the 'Constitution'—into one constitution;
- To lower the age of membership to 16 years old and to allow for either an existing or new member to take out annual membership for a period most convenient to them - from one year to five years;
- To link members to a 'region' based on the same geographical boundaries as current branches according to their postcode;
- To provide for the election of General Meeting Voters by members in their region to vote at an annual general meeting of Amnesty International Australia, replacing the current title of National Annual General Meeting Representatives. Each General Meeting Voter would have one vote at a general meeting and it may be exercised in person or by proxy. General Meeting Voters would be elected annually at least 5 months and no later than 3 months prior to an annual general meeting;
- To expand the number of General Meeting Voters from the current system of allocating National Annual General Meeting Representatives to branches, but will remain proportionate to the number of members in each region. There would be a minimum of 5 General Meeting Voters and a maximum number of 14 General Meeting Voters, but reducing that to 12 if any two regions hold over 50% of the total number of General Meeting Voters at a general meeting;
- To reduce the size of the National Board from 14 to 7, with an additional 2 directors to be co-opted by the National Board, with the transition occurring from the Annual General Meeting in 2019;
- To provide for National Board director terms of three years, with a maximum of three consecutive terms served (other than co-opted directors who serve a term of three years). Directors will be elected at an annual general meeting, where one third of the board will be elected annually. Casual vacancies will be filled at the annual general meeting following their appointment by the National Board;
- The National Board will choose its own chair. The National Board will determine whether any additional offices are necessary—such as a treasurer or vice chair—and fill them;
- To introduce a Statement of capabilities, attributes and diversity against which candidates for National Board positions will be assessed by the Nominations and Assessment Committee (see the special resolution being put to the National Extraordinary General Meeting on page 3). The National Board will develop and approve the Statement according to its needs at the time and once approved, shared with members. Activism must be included as a capability in the Statement;
- To retain the ability of the National Board to appoint board committees but to ensure that at least one member of the committee is a director;
- To provide for the establishment of committees for activism, including the Activism and Membership Committee and Activism Leadership Committees;
- The Activism and Membership Committee (an existing board committee) must include one director appointed by the National Board, and members elected by Activism Leadership Committees;
- To establish Activism Leadership Committees for each region, primarily accountable to the Activism and Membership Committee. The main function of Activism and Leadership Committees is to support members and activists in their region and to provide input into campaigns and activism strategy. There would be between 5 and 12 members of each Activism and Leadership Committee who would hold office for a term of two years, with half the members elected annually (plus any casual vacancies that were filled during that year);
- Each region would have one Regional President, appointed by the Activism Leadership Committee of that region. Activism Leadership Committees broadly reflect the current provisions around current Branch Committees such as quorum, calling holding and decision making in meetings, conflicts of interest and prohibitions on remuneration (other than reimbursement of legitimate expenses);

- To establish an Activism Forum to provide an informal forum for members to exchange views around human rights campaigns, activism strategies and campaigning priorities. An Activism Forum would be held at least once every two years; and
- To provide transitional mechanisms for the above changes.

**Special Resolution:**

*The members resolve as a special resolution that the amendments set out in Attachment A be adopted.*

*The National Board recommends that the 16 National Annual General Meeting Representatives vote in favour of this special resolution.*

The changes to the constitution detailed above appear in Attachment A, which is a current version of the constitution marked up with those changes as at 3 September 2018. You can access Attachment A at [www.amnesty.org.au/constitution-changes](http://www.amnesty.org.au/constitution-changes)

To be considerate to the environment, we've made the amendments referred to in the Special Resolution going to the National Annual General Meeting (Attachment A) available online. If you would like a hardcopy of the constitution marked up with these proposed changes, please contact Catherine Wood at [katie.wood@amnesty.org.au](mailto:katie.wood@amnesty.org.au).

**GUIDE TO READING THE AMENDED CONSTITUTION WHICH IS 'ATTACHMENT A':**

The proposed changes are represented in **strikeout** for words to be deleted and in **red font** for words to be inserted. A **double underline in red font** means text has been moved.

**AMNESTY  
INTERNATIONAL**



Amnesty International Australia  
ABN 64 002 806 233  
Locked Bag 23, Broadway NSW 2007  
1300 300 920  
supporter@amnesty.org.au



We are always looking for ways to reduce costs and protect the environment. Please let us know if you are happy to receive your National AGM notice by email in the future by completing this section and returning in the enclosed reply paid envelope. Alternatively please email your details to [supporter@amnesty.org.au](mailto:supporter@amnesty.org.au)

Yes, I am happy to receive my National AGM notice by email

Name: \_\_\_\_\_

Membership number: \_\_\_\_\_

Email: \_\_\_\_\_

Please update your other details if they have changed.

Address: \_\_\_\_\_

Phone (work): \_\_\_\_\_

\_\_\_\_\_

Phone (home): \_\_\_\_\_

Postcode: \_\_\_\_\_

Phone (mobile): \_\_\_\_\_

**AMNESTY  
INTERNATIONAL**



Amnesty International Australia  
Locked Bag 23  
Broadway NSW 2007  
ABN 64 002 806 233