



Amnesty supporters at Sydney's Mardi Gras Parade, 29 February 2020. © AI

STRONGER TOGETHER

As a valued member, I'd like to invite you to our 2020 Annual General Meeting. Formal notice is hereby given that the Annual General Meeting of Amnesty International Australia will be held from:
12.00 PM–4.30 PM AEDT/11.00 AM–3.30 PM AEST (Qld)/11.30 AM–4.00 PM ACDT /9.00 AM–1.30 PM AWST
on Saturday 31 October 2020, held via Zoom (a link will be sent to all participants).

Please RSVP by 10 October 2020 to: company.secretary@amnesty.org.au

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 three National Board members

Amendment of the Amnesty International Australia Constitution

Consideration and approval of the 2019 Annual Financial Report

Consideration and approval of the minutes of the Annual General Meeting 2019

Election of the Appeal Committee members

Election of a member of the Nominations and Assessment Committee for a two-year term and two reserves

Receiving the Amnesty International Australia 2019 Report

Questions to the National Board

Consideration of resolutions.

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: company.secretary@amnesty.org.au.

For further details and to register to attend 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

15 September 2020

Amnesty International Australia's Annual General Meeting

- > 12.00 PM Australian Eastern Daylight Time (AEDT)
 - > 11.00 AM Australian Eastern Standard Time (Qld)
 - > 11.30 AM Australian Central Daylight Time (ACDT)
 - > 9.00 AM Australian Western Standard Time (AWST)
- Saturday 31 October 2020,
held via Zoom

OUR VISION

Amnesty International is a global movement of more than 7 million people. Together we challenge injustice and defend human rights for everyone.

In 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



SPECIAL RESOLUTIONS

Proposed amendments to the Constitution of Amnesty International Australia

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 the amendments set out in Attachment A be adopted.

Special Resolution 2

The members resolve as a special resolution that clause 12.12 (b) of the Amnesty International Australia Constitution be amended as follows:

The number of General Meeting Voters in respect of each region will be determined ~~as at 31 March each year~~ **at a date to be determined by the National Board**.

Special Resolution 3

The members resolve as a special resolution to delete clause 26 of the Amnesty International Australia Constitution.

Special Resolution 4

The members resolve as a special resolution that clause 12.7(b) of the Amnesty International Australia Constitution be amended as follows:

Subject to any provision in the standing orders for emergency resolutions, a proposed resolution must be provided to the secretary in writing **between** ~~at least~~ 14 days **and 21 days** before the date of a general meeting, **as determined by the National Board**.

Special resolution 5

The members resolve as a special resolution that clause 10 of the Amnesty International Australia Constitution be deleted and the below clause be inserted:

10. Distribution of surplus assets

- 10.1 Subject to the Corporations Act and any other applicable Act, and any court order, any surplus assets (including 'gift funds' defined in clause 10.4) that remain after the company is wound up must be distributed to one or more charities:
 - (a) if the laws in force permit, be distributed to Amnesty International; or
 - (b) with charitable purpose(s) similar to, or inclusive of, the purpose(s) in clause 3; and
 - (c) which also prohibit the distribution of any surplus assets to its members to at least the same extent as the company; and
 - (d) that is or are deductible gift recipients within the meaning of the Income Tax Assessment Act 1997 (Cth).
- 10.2 The decision as to the charity or charities to be given the surplus assets must be made by a special resolution of members at or before the time of winding up. If the members do not make this decision, the company may apply to the Supreme Court to make this decision.
- 10.3 If the company's deductible gift recipient endorsement is revoked (whether or not the company is to be wound up), any surplus gift funds must be transferred to one or more charities that meet the requirements of 10.1(b), (c) and (d), as decided by the directors.
- 10.4 For the purpose of this clause:
 - (a) 'gift funds' means:
 - (i) gifts of money or property for the principal purpose of the company
 - (ii) contributions made in relation to a fund-raising event held for the principal purpose of the company, and
 - (iii) money received by the company because of such gifts and contributions.
 - (b) 'contributions' and 'fund-raising event' have the same meaning as in Division 30 of the Income Tax Assessment Act 1997 (Cth).

Gender Neutral Language

We are proposing to change the gendered language throughout the constitution from 'him/her' and 'he/she' to 'them/they'.

Changing the member census date

Each year, we base the number of General Meeting Voters in respect of each region according to the number of members in each region as at 31 March. In order to introduce some flexibility around when we hold the elections of General Meeting Voters, and the date of the Annual General Meeting at which they will exercise their voting rights, we propose to amend the constitution so that the National Board is able to set the census date according to the date set to hold the Annual General Meeting.

Removing the transitional clauses

Clause 26 of the constitution was inserted to transition us from the governance structures prior to the amendments flowing from the Rethinking Governance work in 2018 to the new structures. As this transition is now complete, these clauses can be removed.

Changing the deadline for resolutions going to a General Meeting

We are proposing to extend the deadline for submitting resolutions going to a General Meeting from 14 days to up to 21 days, at the election of the Board. This allows time for General Meeting Voters to discuss those resolutions prior to the General Meeting and for the National Board to provide background information on those resolutions to assist those voters make informed decisions, as needed.

Updating the clause on the distribution of assets on winding up

Clause 10 of the constitution requires updating to be brought in line with the requirements of the Australian Tax Office (ATO) for charities with Deductible Gift Recipient status, such as Amnesty International Australia. The replacement clause proposed below is recommended by the Australian Charities and Not-for-profit Commission and endorsed by the ATO.