

Statement from Board EGM 5 February 2025

See the separate document regarding resolution 1.

These three resolutions are proposed in circumstances where former director, Ms Belinda Neal, has commenced court proceedings against AI Australia. Ms Neal is challenging the validity of the resolution to remove her as director that was passed by members at the Extraordinary General Meeting on 14 November 2024.

Resolution 2 - the motion to remove Belinda Neal from the National Board

The Board supports the resolution to remove Belinda Neal from her position as a director of AI Australia pursuant to s 203D of the *Corporations Act 2001 (Cth)*.

As stated in the Notice for this Extraordinary General Meeting, on 14 November 2024 79.6% of General Meeting Voters (GMVs) resolved to remove Ms Neal from her position as a director of Amnesty International Australia.

While the Board considers that Ms Neal was correctly removed as a director at the Extraordinary General Meeting held on 14 November 2024, Ms Neal is challenging the validity of that decision in proceedings before the Supreme Court of NSW. The Board considers that it is appropriate to allow the GMVs an opportunity to remove Ms Neal pursuant to s 203D of the *Corporations Act 2001 (Cth)* to put the issue beyond doubt. Section 203D of the *Corporations Act 2001 (Cth)* 2001 provides a general power for a public company to remove a director from office, by resolution, despite anything that is contained in:

- (a) the company's constitution;
- (b) the agreement between the company and the relevant director; or
- (c) an agreement between any or all members of the company and the director.

Resolution 3 - the motion requiring directors to comply with the Board Charter and any accompanying Fact Sheets or Supplementary Statements including those already approved by the National Board.

The Board supports the resolution.

An issue arising from the proceedings relates to the interpretation of the Board Charter and related policy documents and whether, on the current wording of those documents and the Constitution of AI Australia, Ms Neal is obliged to resign (and was liable to be removed) from her position as a director of AI Australia.

This resolution is intended to expressly clarify one of the two issues arising from the litigation before the Court.

The resolution requires the directors to comply with the terms of the Board Charter and its associated fact sheets and supplementary statements. It arises in the context where the National Board updated the Board Charter in compliance with the 2024 Annual General Meeting - which resolved that directors must adhere to the Board Charter and other key obligations - and to avoid any doubt as to whether members of the National Board are required to comply with the updated Board Charter.

Resolution 4 - the motion requiring directors to resign immediately from their position as a director of the company upon nominating or being elected to any of:

- (a) Member of the Parliament of the Commonwealth of Australia;**
- (b) Member 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 Board supports the resolution.

As stated in relation to the resolution 3, an issue arising from the proceedings relates to the interpretation of the Board Charter and related policy documents and whether, on the current wording of those documents and the Constitution of AI Australia, Ms Neal is obliged to resign (and was liable to be removed) from her position as a director of AI Australia.

This resolution is intended to make it 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 from their position as a director of AI Australia