



Amnesty International Australia (AIA)
DRAFT Minutes of the 2025 Extraordinary General Meeting
Held via Vero Platform & Zoom 8.00 pm AEDT 5 February 2025

The proceedings of the meeting are not necessarily recorded in the order in which they occurred.

Attendance:

A list of those attending is in **Appendix 1**.

Extraordinary General Meeting (EGM)

The formal parts of the meeting commenced at 8:00 pm AEDT.

1. INTRODUCTION

The Chair welcomed everyone to the meeting and confirmed it was quorate.

(a) Explanation of voting system

The proposed Returning Officer, Greg Mitchell of Vero Voting, explained the voting system.

(b) Preliminary Matters

The Company Secretary communicated the protocols (abiding by the Values & Behaviours Charter and Code of Conduct) for the meeting, advising that it would be recorded for minuting and internal purposes. She also requested that attendees refrain from recording the meeting on their personal devices. She explained the role of the Ombudsman and if confirmed, noted that Ms Emma Vincent's contact details were in the GMV Guide on the Vero Portal.

(c) Acknowledgment of Country

The Chair acknowledged country, paying respects to the custodians of the lands upon which meeting participants joined the meeting, and paying respects to elders past and present. He noted that all present continue to benefit from the dispossession of the land from its traditional custodians and it always was and always will be Aboriginal land.

2. GOVERNANCE PART I: Preliminary matters

(a) Adopt agenda



EGM 25/01	The 2025 Extraordinary General Meeting ADOPTS the Agenda for the 2025 Extraordinary General Meeting.
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(b) EGM Returning Officer

EGM 25/02	The 2025 EGM APPOINTS Greg Mitchell, Vero Voting, as Returning Officer.
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(c) Announcement of Proxies

The Company Secretary presented apologies and advised that the following proxies had been submitted for the 2025 EGM by the deadline:

Jamie Hodgson to Terence Jeyaretnam

Marhaba Salay to Terence Jeyaretnam

Colleen Holloway to Sarah Holloway

Zainab Clark to Sarah Holloway

Philip Armit to Bronwen Kippen

Pearl Tabart to Ruth Gould

Deanna Hall to Saras Kumar

Pablo Rozas Larraondo to Gabe Kavanagh

Kevin Sweeney to Carol King

Tori Edwards to Gabe Kavanagh

Lisa Annese to Terence Jeyaretnam

Jillian LaBruzzo to Katrina North

Roselle Tenefrancia to Peter Hanley



Madelaine Wood to Bronwen Kippen

Kia Devine to Vicki Jacobs

Sarah Faulkner to Vicki Jacobs

(d) EGM Credentials Committee

EGM 25/03	The 2025 EGM NOTES the Company Secretary, Katie Wood, and National Board Member, Chair of the Governance Committee, Anne Wright, as Credentials Committee.
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(e) EGM Ombudsman

EGM 25/04	The 2025 EGM APPOINTS Emma Vincent as Ombudsman.
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3. GOVERNANCE PART II – Motion that the EGM directs the National Board to re-admit Belinda Neal to membership of Amnesty International Australia

The Chair outlined the order of proceedings to consider the resolution. The motion was moved and seconded, with participants speaking for and against the motion. Ms Neal also spoke to the motion.

The Returning Officer took the floor and explained the process for voting on the resolution: 50% of General Meeting Voters (GMVs) present had to vote for ordinary resolutions for them to pass.

Attendees spoke for and against the motion. Ms Belinda Neal spoke to the motion.

4. GOVERNANCE PART III – Vote on the motion to direct National Board to re-admit Belinda Neal to membership of Amnesty International Australia

The Returning Officer announced that 6.52% voted in favour of the resolution (93.48% against).

The resolution was not passed.



5. GOVERNANCE PART IV – Motion to remove Belinda Neal from the National Board of Amnesty International Australia, to the extent this has otherwise not already occurred and pursuant to s 203D of the *Corporations Act 2001* (Cth)

The Chair outlined the order to consider the resolution and outlined the process for voting, with strict time limits as for the previous item.

Attendees spoke for and against the motion. Ms Belinda Neal spoke to the motion.

6. GOVERNANCE PART V – Vote on the motion to remove Belinda Neal from the National Board of Amnesty International Australia

The Returning Officer took the floor and announced the result: 95.56% voted in favour of the motion.

EGM 25/05	The 2025 EGM RESOLVES: To the extent that 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).
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7. GOVERNANCE PART VI – 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 Chair outlined the order to consider the resolution and outlined the process for voting, with strict time limits as for the previous items.

Attendees spoke for and against the motion.

8. GOVERNANCE PART VII – Vote on 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 Returning Officer took the floor announced the result: 95.45% voted in favour of the motion.

EGM 25/06	The 2025 EGM RESOLVES: 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
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	by the National Board from time-to-time (including those Board Charters, Fact Sheets or Supplementary Statements already approved by the National Board).
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9. GOVERNANCE PART VIII – 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 Chair outlined the order to consider the resolution and outlined the process for voting, with strict time limits as for the previous items.

Attendees spoke for and against the motion.

10. GOVERNANCE PART IX – Vote on 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 Returning Officer took the floor and announced the result: 95.45% voted in favour of the motion.

EGM 25/07	The 2025 EGM RESOLVES: 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:
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	(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.
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11. CLOSE

The Chair thanked General Meeting Voters and members for their attendance and consideration of the matter, as well as members of the National Board, the National Director and her governance team, the Credentials Committee and the EGM Preparatory Committee.

The meeting closed at 10pm AEDT.

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National Board Chair



Appendix 1 - Attendees

General Meeting Voters 2024	
ACT/SNSW	Sally Choi
ACT/SNSW	Cetana Das
ACT/SNSW	Nishara Fallon
ACT/SNSW	Stephen Rowe
ACT/SNSW	Alicia Zahmel
NSW	Lisa Annese
NSW	John Della Bosca
NSW	Ajoy Ghosh
NSW	Silvia Greco
NSW	Giles Gunesequera
NSW	Gabrielle Kavanagh
NSW	Carol King
NSW	Sophia Tsai
QLD/NNSW	Ruth Gould
QLD/NNSW	Peter Hanley
QLD/NNSW	Bronwen Kippen
SA/NT	Tim Green
SA/NT	Vicki Jacobs
SA/NT	Saras Suresh Kumar
TAS	Bethan Frake
TAS	Sarah Holloway
VIC	Gavin Choong
VIC	Michael Dundon
VIC	Suzan Gencay
VIC	Terence Jeyaretnam
VIC	Katrina North



VIC	Mario Santos
VIC	Clive Weston
VIC	Anne Wright
WA	Tshung Chang
WA	Euan Gleeson-Brown

Members and Guests

Andrew Archer (Grant Thornton)
 Greg Mitchell (Vero Voting, Returning Officer)
 Fiona Bachmann
 Gabrielle Brown
 Kate Cooper
 Jeremy Ellis
 Mikaela Leeden
 Pauline Lockie
 David Overend
 Gabrielle Robinson
 William Sexton
 Pauline Tyrrell
 Elizabeth Vleeskens
 Ilka White
 Alex Wood

Board members	
Position	Name
Chair	Mario Santos
Board member	Lisa Annese
Board member	Michael Dundon
Board Member	Terence Jeyaretnam
Board member	Ajoy Ghosh
Board member	Anne Wright



Staff	
Position	Name
National Director	Sam Klintworth
Ombudsman	Emma Vincent
Company Secretary	Katie Wood
Governance Coordinator	Frederique Blanc
Executive Assistant to National Director	Faye McEvoy

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