

Proposed amendments to the Constitution of Amnesty International Australia (AI Australia)

The National Board will be moving three suites of special resolutions to amend the constitution at the Annual General Meeting 2025.

The proposed changes are designed to:

1. Amend some typographical errors and update processes of the Nomination and Assessment Committee;
2. codify what it means to be 'non-partisan', as contained in our constitution; and
3. address cybersecurity risks, ensure proper consideration of ordinary resolutions and to ensure manageability of processes of General Meeting Voter (GMV) and Activism Leadership Committee (ALC) elections.

SPECIAL RESOLUTIONS

1. TO UPDATE VARIOUS PROCESSES OF THE NOMINATION AND ASSESSMENT COMMITTEE

Background

The AI Australia Nomination and Assessments Committee (NAC) is established under the AI Australia Constitution and has primary responsibility for sourcing, identifying and managing the nomination of candidates for National Board positions.

In 2024 the NAC conducted a comprehensive review of its procedures, powers, composition, strengths, and weaknesses. This review was informed by feedback from stakeholders and from lessons from the first five years of the NAC's operation. As a result of this review, the NAC identified two key areas for improvement with the goal of strengthening the board's effectiveness and the organisation's governance.

Special Resolution 1 – amending typographical errors, resolving ambiguities

These special resolutions seek to update the AI Constitution and increase clarity (amendments to clauses 13.4(d), 13.4(e)(ii) and 13.4(f)) with respect to the processes of the NAC by removing typographical errors and resolving ambiguities in the current wording.

Special Resolution 2 – appointing the NAC reserve positions

Over the last few years, only a few members have stood for election to the NAC reserve positions, necessitating the appointment of members to those positions by the National Board. In light of this, it is believed that only appointing members to the reserve positions is a better reflection of the reality of the process. This special resolution seeks to allocate this function to the National Board instead of the general meeting.

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 clauses 13.4(d)-(f) be amended as follows:

13.4 Appointments by the National Board

- (d) The National Board may not appoint a person to fill a casual vacancy under clause 13.45(a) or as an additional director if under clause 13.45(ae) the person was not eligible for election at the previous annual general meeting.
- (e) Before appointing an additional director the National Board must seek from the Nominations and Assessment Committee its view as to whether—
 - (i) there is a need to appoint an additional director to meet a need in relation to skills or diversity; and
 - (ii) **the if a specific person is** proposed to be appointed as an additional director, **whether that person** has the skills or attributes that need to be met.**(ea) Alternatively, the Board may task the NAC with sourcing an additional director that meets the skills or diversity need.**
- (f) A summary by the NAC of its **assessment of a candidate** response to an invitation under clause 13.4(d) in relation to a person subsequently appointed by the National Board under clause 13.4(c) **that was received by the National Board within 30 days of the invitation** must be provided to the next annual general meeting.

The National Board recommends that General Meeting Voters vote in favour of this special resolution.

Special Resolution 2

The members resolve as a special resolution that clause 15.1 be amended as follows:

- ~~(d) In addition to electing an NAC member under clause 15.1(c)(i), the annual general meeting must also elect 2 reserves for that NAC member's position. Deleted.~~
- ~~(e) If there is a vacancy in the NAC position referred to in clause 15.1(c)(i), 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 clause 15.1(f).~~
- ~~(f) If the annual general meeting does not elect 2 reserves, the National Board must appoint sufficient reserves every two years to coincide with the election of the NAC member under clause 15.1(c)(i) to bring the number to 2 at the first possible opportunity.~~
- ~~(h) If an NAC member elected under clause 15.1(c)(i) ceases to be a member of the NAC, their position is filled for the balance of their term by a reserve elected appointed under clause 15.1(df). The reserves will fill such a vacancy in an order agreed between them or, in the absence of agreement, by lot.~~
- ~~(k) A person elected or appointed under clauses 15.1(c)(i) and 15.1(c)(ii), 15.1(d) or 15.1(f):—~~
 - (i) must be a Member and ceases to be an NAC member or an NAC reserve on ceasing to be a Member; and
 - (ii) 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 clause 13.17, 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.

The National Board recommends that General Meeting Voters vote in favour of this special resolution.

2. SPECIAL RESOLUTIONS TO FURTHER CODIFY THE REQUIREMENT OF NON-PARTISANSHIP

Background

The below special resolutions were first put in 2023 and are aimed at further codifying the requirement of non-partisanship in the AI Australia Constitution. The National Board believes it is timely to embed the principle of non-partisanship more explicitly in the AI Australia constitution.

A. SPECIAL RESOLUTIONS RELATING TO PERSONS CURRENTLY INVOLVED IN A POLITICAL ENTITY AND HOLDERS OF SENIOR OFFICES IN GOVERNMENT

Clause 3.1 of AI Australia's Constitution states that "Amnesty International – including AIA – is a non-denominational, non-partisan movement, independent of all governments, political parties and religious institutions." These proposed amendments seek to codify this independence and would preclude current, actively involved holders of political and senior offices across all tiers of government from being General Meeting Voters, Activism and Leadership Committee Members, National Board Members or proposing resolutions.

B. SPECIAL RESOLUTIONS RELATING TO A MEMBERSHIP QUALIFICATION PERIOD FOR ELECTION TO CERTAIN OFFICES ESTABLISHED BY THE CONSTITUTION

AI Australia is a member led, democratic movement where all members have a vote. People who become a member 12 months prior to proposing resolutions or standing for election for General Meeting Voter, Activism and Leadership Committee and National Board positions have demonstrated a commitment and contribution to the movement which will assist them in these roles. These amendments propose that only people who became an AI Australia member at least 12 months prior to relevant AGM dates be allowed to stand for election for leadership positions or propose resolutions.

A. SPECIAL RESOLUTIONS RELATING TO PERSONS CURRENTLY INVOLVED IN A POLITICAL ENTITY AND HOLDERS OF SENIOR OFFICES IN GOVERNMENT

Special Resolution 3

The members resolve as a special resolution that the following clauses be amended as follows:

3.1 In clause 1.1(a) insert:

"holder of a senior office in government" means a person who holds an office or position as—

- (i) the head or deputy head of a government or parliamentary department in the Commonwealth, a state or a territory;
- (ii) a member of the staff of: a Minister of the Crown or a member of a parliament of the Commonwealth, a state or a territory; or a member of the staff of a member of parliament of the Commonwealth, a state or a territory; or a member of staff of a councillor in Local Government or a Council in the Commonwealth of Australia; or
- (iii) the head or deputy head of an entity created by an Act of the Commonwealth, a state or a territory."

3.2 After clause 1.1(a) insert:

"(ba) A reference in this constitution to a person who is currently involved in a political entity" is a reference to a person who—

- (i) is or has been in the preceding five years a leader or founder of a registered political party within the meaning of the Commonwealth Electoral Act 1918;
- (ii) is a currently nominated candidate for election to a position in the government of the Commonwealth, a state, a territory, or a local government municipality; or
- (iii) the holder of an elected office in any state, territory, federal or local government.

"(bb) For the purposes of subclause (ba) and this subclause, —

- (i) **currently nominated candidate** means a person who lodged the forms necessary to be included in a ballot for election to the position;
- (ii) **leader of a political party** means a person who is the leader of a registered political party under its constitution;
- (iii) **founder of a political party** means a person who was a member of a registered political party at the time when it first applied for registration under the Commonwealth Electoral Act 1918;
- (iv) **registered political party** has the same meaning as in the Commonwealth Electoral Act 1918."

3.3 In clause 12.7 (a)(iv), for "a Member" substitute "a Member who is not a person who is currently involved in a political entity or a holder of a senior office in government".

3.4 In clause 12.10(b), for "a Member" substitute "a Member who is not a person who is currently involved in a political entity or a holder of a senior office in government".

3.5 Following clause 12.13 insert:

"(ca) A person who is currently involved in a political entity on the closing date for nominations is not eligible to be a candidate for election as a General Meeting Voter in a ballot conducted under subclause (e)."

3.6 In clause 13.7(a), after paragraph (iv) insert:

"(iva) if they become a person who is currently involved in a political entity;"

3.7 After clause 14.7(b)(iv) insert:

"(iva) if they are or becomes a person who is currently involved in a political entity;"

3.8 After clause 12.10(a) insert:

"(ab) Despite any other provision of this Constitution, a person who is the holder of a senior office in government may not—

- (i) propose a resolution under clause 12.7; or
- (ii) hold the position of a general meeting voter."

3.9 In clause 13.7(a), after paragraph (v) insert:

"(va) if they are or become a person who is the holder of a senior office in government."

3.10 In clause 14.7(b), after paragraph (v) insert:

"(va) if they are or become a person who is the holder of a senior office in government; or "

The National Board recommends that General Meeting Voters vote in favour of this special resolution.

B. SPECIAL RESOLUTIONS RELATING TO A MEMBERSHIP QUALIFICATION PERIOD FOR ELECTION TO CERTAIN OFFICES ESTABLISHED BY THE CONSTITUTION

Special Resolution 4

The members resolve as a special resolution that the following clauses be amended as follows:

4.1 After clause 12.7(a) insert:

"(aa) Despite subclause (a), a resolution may not be proposed by a Member who first became a Member less than 12 months before the closing date for submitting resolutions to the general meeting of that year."

3. PROPOSED AMENDMENTS ADDRESSING CYBERSECURITY RISKS, ENSURING PROPER CONSIDERATION OF ORDINARY RESOLUTIONS AND TO ENSURE MANAGEABILITY OF PROCESSES OF GMV AND ALC ELECTION

The proposed changes are designed to address the new cyber security environment, to ensure the proper consideration of ordinary resolutions and to ensure the processes of General Meeting Voter and Activism Leadership Committee member elections are administratively manageable.

Special Resolution 5

AI Australia takes the privacy of our members and supporters and our cyber security obligations very seriously. This special resolution seeks to balance members' privacy with Regional Presidents' ability to engage with members in their Regions.

In removing the right of access of Regional Presidents to the member register as contained in the constitution and making it the subject of a policy that can meet the needs of our Regional Presidents' ability to engage with members in their Regions, AI Australia is better placed to meet those two objectives. Recent cyber security threats to all organisations – including the charitable sector – have necessitated requirements for greater cyber security governance. In the words of the Australian Charities and Not-for-profit Commissioner "[t]his is a key governance risk for charities."

This does not mean that Regional Presidents will no longer be able to get in touch with members and activists in their Regions, simply that a policy for access will be developed that aligns with our cyber security governance obligations and the protection of all of our members' and supporters' data.

Special Resolution 6

For the same reasons as set out above, the constitution will be amended to ensure that members of the public no longer have a right of access to the personal information – which includes residential address, date and place of birth – of past and current directors contained in the register of directors. Information regarding directors is accessible to the public on the Australian Charities and Not-for-profit Commission website, and on our website.

Special Resolution 7

Currently the constitution provides for the provision to the secretary of proposed resolutions to be put to a general meeting between 14 and 21 days prior to the date of the general meeting. When a large volume of proposed resolutions is being put to a meeting, even the 21 day period does not provide sufficient time for General Meeting Voters to properly consider the resolutions before voting on them at a general meeting. It is proposed that the National Board set the timing of not less than 14 days before a general meeting, noting that clause 12.2 requires that this date be included in the notice of meeting.

Special Resolution 8

Currently the company secretary is required to announce the result of elections to each individual candidate in both the General Meeting Voter and Activism Leadership Committee elections within 3 business days of those results being available, and then a further 2 to 4 business days to publish those results. In recent years the number of candidates has increased significantly, which has created considerable administrative challenges. It is proposed to extend the 3 day period to 6 business days, and the period in which to publish extended to 2 to 6 business days.

4.2 In clause 12.13(b), after the words in the clause insert:

"Only a Member who first became a Member at least 12 months before the closing date for nominations may be nominated as a General Meeting Voter."

4.3 After clause 13.3(d) insert:

"(e) A person who is not a director and who first became a Member less than 12 months before the closing date for nominations for director positions for that calendar year is not eligible to be a candidate for election as a director at that meeting."

4.4 In clause 14.3(a), after the words in the clause insert:

"A Member who is not an ALC member and who first became a Member less than 12 months before the closing date for nominations for ALC positions is not eligible to be nominated for election as an ALC member."

The National Board recommends that General Meeting Voters vote in favour of this special resolution.

Special Resolution 5

The members resolve as a special resolution that clause 11.7 be amended as follows:

11.7 Register of Members

...

(b) ~~Subject to this clause 11.7, a copy of the register kept by the secretary must be provided to a Regional President on request.~~ Deleted.

The National Board recommends that General Meeting Voters vote in favour of this special resolution.

Special Resolution 6

The members resolve as a special resolution that clause 24.3 be amended as follows:

24.3 Inspection of Register

The Register must be open for inspection:

(a) by any Member without charge; and

(b) ~~by any other person on payment of an amount not exceeding the amount fixed for the purpose by the National Board, or, where the National Board has not fixed an amount, without charge.~~

The National Board recommends that General Meeting Voters vote in favour of this special resolution.

Special Resolution 7

The members resolve as a special resolution that clause 12.7 be amended as follows:

12.7 Resolutions for consideration at a general meeting

(b) Subject to any provision in the standing orders for emergency resolutions, a proposed resolution must be provided to the secretary in writing before the date (being a date not less than 14 ~~or more than 21 days before the date of the general meeting~~) ~~determined by the National Board.~~

The National Board recommends that General Meeting Voters vote in favour of this special resolution.

Special Resolution 8

The members resolve as a special resolution that clauses 12.13 and 14.3 as follows:

12.13 Election of General Meeting Voters

(j) The secretary must:

i. within 3 ~~six~~ Business Days of the result of an election notify each candidate of the result; and

ii. subject to clause 12.13(k), publish the results between two and ~~four~~ ~~six~~ Business Days after that notification.

14.3 Elections of Activism Leadership Committee

(g) The secretary must:

i. within 3 ~~six~~ Business Days of the result of an election notify each candidate of the result; and

ii. subject to clause 14.3(h), publish the results between two and ~~four~~ ~~six~~ Business Days after that notification.

The National Board recommends that General Meeting Voters vote in favour of this special resolution.

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