

## Proposed Amendments to the Constitution of Amnesty International Australia (AI Australia)

The National Board will move a special resolution to amend the Amnesty International Australia Constitution at the Extraordinary General Meeting on 28 January 2026 8pm AEDT via Vero Voting.

The proposed change is designed to remove the formal structures of Activism Leadership Committees (ALCs) and Regional Presidents from the Amnesty International Australia Constitution (Constitution). This is to enable greater flexibility to best meet activists' needs and achieve human rights outcomes.

### SPECIAL RESOLUTION

#### TO REMOVE ACTIVISM LEADERSHIP COMMITTEES AND REGIONAL PRESIDENTS FROM THE AMNESTY INTERNATIONAL AUSTRALIA CONSTITUTION

#### Background

The ALCs and Regional Presidents are established under the Constitution.

They function to support and lead members and activism by providing input into human rights campaigns and activism strategy, organising and coordinating events and activities.

A resolution passed at the 2024 AGM called on the Board to 'conduct an evaluation of the Branch-based frameworks that AI Australia uses to manage its volunteer resources and governance structures'. The Board tasked a working group with consulting stakeholders to assess whether our current regional and ALC structures best

The proposed changes are represented in ~~strikeout~~ for words to be deleted and **in red font** for words to be inserted.

#### Special Resolution –

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

#### 1.1 Amend clause 1.1(a) as follows:

**Activism Forum** means the Activism Forum referred to in clause ~~14.13~~ **14.3**;

~~Activism Leadership Committee~~ and **ALC** means an Activism Leadership Committee established by clause 1.5(d);

~~Class~~, in the context of ALC members, means the class of ALC members as set out in the table in clause 1.5(a)

~~Regional President~~ means a person holding the position of regional president under clause 14.6

#### 1.2 In clause 12.7(a)(i) delete and insert:

~~an Activism Leadership Committee~~; **[Deleted]**;

#### 1.3 Amend clause 12.13 as follows:

#### 12.13 Election of General Meeting Voters

...

(k) The secretary must, to the fullest extent reasonably possible:

(i) ensure that the results for all elections for General Meeting Voters are posted at the same time; ~~and~~

(ii) ~~ensure that the results of the elections conducted under this clause 0 are posted at the same time as the results of elections for ALC members conducted under clause 14.3, [Deleted]~~

and may delay publishing the results beyond the period specified in clause 12.13 in order to do so.

achieve AI Australia's strategic goals under the People Powered Strategy and movement sustainability. The working group found strong support for removing AI Australia's regional boundaries in relation to activism and for the removal of the ALCs and Regional Presidents from the Constitution. This will enable members and activists to better organise according to their communities' priorities. This special resolution does not seek to address the 2025 AGM resolution regarding regional boundaries, only the resolution regarding the removal of ALCs and Regional Presidents.

The National Board proposes these changes to the Constitution.

#### 1.4 In clause 13.3(c) amend as follows:

- (c) ~~A director must not be a member of an Activism Leadership Committee. [Deleted].~~

#### 1.5 In clause 14 amend as follows:

### 14. Committees for activism

#### 14.1 Activism and Membership Committee

- (a) The Activism and Membership Committee is a committee of the board for the purposes of clause 13.7.
- (b) The composition of the Activism and Membership Committee is determined by the National Board, ~~and includes:~~
  - ~~(i) a chair appointed by the National Board; and~~
  - ~~(ii) members elected by the Activism Leadership Committees.~~
- (c) The functions of the Activism and Membership Committee are set by the National Board, and include but are not limited to:
  - (i) advising the National Board on matters relating to activism, membership, training and campaigning; **and**
  - (ii) **oversight of activism leadership to support activism across Australia; and**
  - (iii) **other tasks as determined by the National Board from time to time.**

~~being the primary point of liaison with ALCs.~~

- ~~(d) ALCs are primarily accountable to the Activism and Membership Committee.~~

#### 14.2 Activism Leadership Committees

- (a) **There will be activism leadership structures.** ~~For each region, there is an Activism Leadership Committee.~~
- (b) **The activism leadership structures are accountable to the Activism and Membership Committee.** ~~The number of persons constituting each ALC is determined by the National Board on the advice of the Activism and~~

- (c) ~~Membership Committee, and must be not less than 5 or more than 12.~~
- (d) **The Activism and Membership Committee appoints Members to activism leadership structures subject to the approval of the National Board.** ~~If the National Board alters the number of persons constituting an ALC, it must at the same time determine for the purposes of clause 0:—~~
- (i) ~~the Class or Classes to which any additional members are added or from which any reduced members are to be removed; and~~
- (ii) ~~make such other decisions, or put in place such other consequential arrangements, as are necessary for the purposes of that clause.~~
- (e) **Only a Member who:**
- (i) **Is not a holder of a senior office in government; and**
- (ii) **Is not a person who is currently involved in a political entity; and**
- (iii) **Has been a Member for at least 12 months prior to appointment**
- may be a member of an activism leadership structure.**
- (f) **Members of activism leadership structures are not remunerated.**

#### **~~14.3 Elections of Activism Leadership Committee~~**

- (a) ~~Elections of ALC members are to be conducted by the secretary at the same time and in the same manner as elections for General Meeting Voters under clause 0. 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.~~
- (b) ~~Each ALC has two Classes of ALC member as set out in the following table:~~

Class	Number	To be elected for a period of two years commencing in:
A	Half the number of members of the ALC or, if the number of members is an odd number, the next whole number greater than half	Each odd-numbered year
B	The number of members of the ALC less the number of members in Class A.	Each even-numbered year

- (c) ~~Elections are to be conducted by the secretary for all the ALC members of the Class to be elected in that year, and for any casual vacancies in the other Class.~~
- (d) ~~Nominations for election under this clause 0 must be:~~

- (i) ~~in writing;~~
  - (ii) ~~made by two Members linked to that region, other than the nominee;~~
  - (iii) ~~consented to by the nominee either in writing or personally before the election;~~
  - (iv) ~~substantially in the form and accompanied by any information or material required in the call for nominations; and~~
  - (v) ~~made before a time specified in the call for nominations.~~
- (e) ~~Candidates are elected to the Class to be elected in that year, or to the Class in which there are casual vacancies, by reference to the number of votes received, with those receiving most votes elected to the Class to be elected in that year.~~
- (f) ~~If there are an equal number of votes for the final position or positions as member of a Class, the secretary must appoint two persons who are not Members to determine the outcome by lot in a manner directed by the secretary, and each of those persons must certify to the secretary in writing the result of that determination and that it was undertaken in accordance with the direction of the secretary.~~
- (g) ~~The secretary must:~~
- (i) ~~within six Business Days of the result of an election notify each candidate of the result; and~~
  - (ii) ~~subject to clause 1.5(h), publish the results between two and six Business Days after that notification.~~
- (h) ~~The secretary must, to the fullest extent reasonably possible—~~
- (i) ~~ensure that the results for all elections for ALC members are posted at the same time; and~~
  - (ii) ~~ensure that the results of the elections conducted under this clause 0 are posted at the same time as the results of elections for General Meeting Voters conducted under clause 0—~~
- ~~and may delay publishing the results beyond the period specified in clause 1.5(g) in order to do so.~~
- (i) ~~The term of an ALC member elected under this clause 0 commences on the day after notice of that ALC member's election has been published by the secretary under clause 1.5(g).~~
- (j) ~~An ALC member is eligible for re-election.~~

#### **~~14.4 Powers and Duties of an Activism Leadership Committee~~**

- (a) ~~The primary functions of an ALC are:~~
- (i) ~~to support Members and activism linked to the region to provide input into human rights campaigns and activism strategy; and~~
  - (ii) ~~to co-ordinate regional events and activities.~~

- (b) ~~Subject to this Constitution and the general direction of the National Board, an Activism Leadership Committee has responsibility for:~~
  - (i) ~~leading the participation and engagement of Members in AIA's campaigns;~~
  - (ii) ~~requesting and receiving information and reports on behalf of local Members from the National Board;~~
  - (iii) ~~contributing to consideration of Amnesty International's human rights policies; and~~
  - (iv) ~~when appropriate, organizing meetings of Members linked to their region.~~
- (c) ~~In the exercise of their responsibilities in clause 1.5(a)(ii), an ALC may:~~
  - (i) ~~apply moneys in such manner as may be directed or approved by the National Board; and~~
  - (ii) ~~formulate a corporate, strategic or like plan in relation to its functions and responsibilities, having regard to any strategic or corporate plan of AIA.~~
- (d) ~~An ALC must provide to the Activism and Membership Committee annually and at other times when requested, the ALC's plans and reports and other information as may be determined by the Activism and Membership Committee.~~

#### **14.5 ~~Membership qualification~~**

~~An ALC member must be a Member and must be linked to the region of that ALC.~~

#### **14.6 ~~Regional roles~~**

- (a) ~~For each region, there is a Regional President.~~
- (b) ~~The Regional President is the ALC member for the time being holding that role by a decision of the ALC.~~
- (c) ~~An ALC may decide to establish other roles and appoint ALC members to those roles. An ALC member (including the Regional President) may hold one or more such roles.~~

#### **14.7 ~~Vacancies on Activism Leadership Committees~~**

- (a) ~~An ALC member continues as an ALC member until:~~
  - (i) ~~the commencement of the term of a person elected to succeed them; or~~
  - (ii) ~~they otherwise cease to be an ALC member pursuant to this constitution.~~
- (b) ~~The office of an ALC member becomes vacant:~~
  - (i) ~~if they resign by notice in writing to the secretary;~~
  - (ii) ~~if the National Board removes the ALC member before the expiration of their period of office on the recommendation of the relevant ALC and the Activism and Membership Committee;~~

- (iii) — if they have not been granted leave of absence and is absent from three consecutive Committee meetings without reasonable excuse;
  - (iv) — if they become of unsound mind or a person who is, or whose estate is, liable to be dealt with in any way under the law relating to mental health;
  - (iva) — if they are or become a person who is currently involved in a political entity;
  - (v) — if they hold an office or position remunerated by salary, wages or fees within AIA;
  - (va) — if they are or become a person who is the holder of a senior office in government; or
  - (vi) — if they are directly or indirectly interested in a contract or proposed contract with AIA.
- (c) — Subject to clause 1.5(d), a vacancy in the membership of an ALC may be filled by the remaining ALC members.
- (d) — If there are fewer than five members of an ALC, the National Board following consultation with the Activism and Membership Committee may —
- (i) — appoint one or more Members linked to that region as ALC members; and
  - (ii) — at its discretion, determine the Class to which the ALC members so appointed are assigned —
- but the number so appointed must not result in the total number of ALC members in that ALC exceeding the number most recently determined under clause 1.5(a).

#### **14.8 — Remuneration of ALC members**

Neither AIA nor an ALC must pay or give any remuneration or other benefit in money or money's worth to any ALC member in their capacity as such except:

- (e) — payment of all travelling and other expenses properly incurred by them in connection with the affairs of the region or AIA where that amount does not exceed an amount previously approved by the National Board; and
- (f) — payment of reasonable and proper rent for premises demised or let by them to AIA.

#### **14.9 — Interested ALC members**

- (a) — An ALC member must not hold any office or position in AIA remunerated by salary, wages or fees.
- (b) — An ALC member may be or become a director or other officer of, or otherwise interested in, any related body corporate or any other body corporate promoted by AIA or in which AIA may be interested as a shareholder or otherwise and is not accountable to AIA for any remuneration or other benefits received as a director or officer of, or from having an interest in, that body corporate.

- (c) ~~Notwithstanding that certain provisions of section 191 of the Corporations Act relating to declarations of interest do not apply to ALCs, until otherwise determined by the National Board it is hereby provided that the following provisions will apply to ALC members:~~
- (i) ~~an ALC member who is in any way, whether directly or indirectly, interested in a contract or proposed contract with AIA must, as soon as practicable after the relevant facts have come to their knowledge, declare the nature of the interest at a meeting of the Activism Leadership Committee;~~
  - (ii) ~~an ALC member who holds any office or possesses any property whereby, whether directly or indirectly, duties or interests might be created in conflict with their duties or interests as an ALC member must in accordance with clause 1.5(c)(ii) declare at a meeting of the Activism Leadership Committee the act and nature, character and extent of the conflict;~~
  - (iii) ~~a declaration required by clause 1.5(c)(i) in relation to the holding of an office or the possession of any property must be made by a person:~~
    - (A) ~~where the person holds the office or possesses the property as mentioned in clause 1.5(c)(i) when the person becomes a member of an Activism Leadership Committee at the first meeting of that Committee held after:~~
      - (1) ~~the person becomes a member of that Committee; or~~
      - (2) ~~the relevant facts as to the holding of the office or the possession of the property came to the person's knowledge—~~

~~whichever is the later;~~
    - (B) ~~where the person begins to hold the office or comes into possession of the property as mentioned in clause 1.5(c)(i) after the person becomes a member of an Activism Leadership Committee at the first meeting of that Committee held after the relevant facts as to the holding of the office or the possession of the property came to the person's knowledge;~~
  - (iv) ~~the Regional President must provide to the secretary a record of every declaration made under this clause 1.5(b);~~
  - (v) ~~the requirements of clause 1.5(b) do not apply in respect of an interest of an ALC member that consists only of being a member or creditor of a corporation that is interested in a contract or a proposed contract with AIA if the interest of that ALC member may properly be regarded as not being a material interest; and~~
  - (vi) ~~an ALC member must not be taken to be, or to have been at any time, interested in a contract or proposed contract merely because—~~
    - (A) ~~where the contract or proposed contract relates to a loan to AIA the ALC member has guaranteed or joined in guaranteeing the repayment of the loan or any part of the loan; or~~

- (B) — ~~where the contract or proposed contract has been or will be made with or for the benefit or on behalf of a body corporate that is related to AIA~~  
~~the ALC member is a director of that body corporate.~~

#### **~~14.10 Meetings and proceedings of an Activism Leadership Committee~~**

- (a) — ~~Subject to this constitution, the ALC members may meet together for the dispatch of business and adjourn and otherwise regulate their meetings and how they make decisions as they think fit.~~
- (b) — ~~An ALC must meet at least 3 times in each calendar year.~~
- (c) — ~~An ALC may decide to grant an ALC member leave of absence for any specified period that it sees fit and must notify the secretary of every such decision including the period so specified.~~
- (d) — ~~Notice of a meeting of an ALC must be given to each person who is at the time of giving the notice an ALC member, other than an ALC member on leave of absence approved by the ALC.~~
- (e) — ~~The notice must specify the time, date and place of the meeting and the means by which it is to be conducted.~~
- (f) — ~~An ALC member may waive notice of any meeting of the ALC by notifying the Regional President to that effect or by attending the meeting.~~
- (g) — ~~The non-receipt of notice of a meeting of an ALC by, or a failure to give notice of a meeting of an ALC to, an ALC member does not invalidate any act, matter or thing done or resolution passed at the meeting if:~~
  - (i) — ~~the non-receipt or failure occurred by accident or error;~~
  - (ii) — ~~before or after the meeting, the ALC member :~~
    - (A) — ~~has waived or waives notice of that meeting under clause 1.5(b); or~~
    - (B) — ~~has notified or notifies the Regional President of their agreement to that act, matter, thing or resolution personally or by post, facsimile transmission, telephone or other method of written, audio or audio visual communication; or~~
  - (iii) — ~~the ALC member attended the meeting.~~
- (h) — ~~No business may be transacted at a meeting of an ALC unless a quorum of ALC members is present at the time the business is dealt with.~~
- (i) — ~~A quorum consists of a majority of the current ALC members, not counting any ALC members with leave of absence.~~

#### **~~14.11 Decisions of an Activism Leadership Committee~~**

- (a) — ~~A meeting of an ALC at which a quorum is present is competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by an ALC under this constitution.~~



- ~~(b) — Questions arising at a meeting of an ALC are to be decided by a majority of votes cast by the ALC members present at the meeting and any such decision is for all purposes a determination of the ALC.~~
- ~~(c) — If, on any question before the meeting, a majority of those voting do not vote in favour, the question is resolved in the negative.~~
- ~~(d) — An ALC member may not appoint a proxy.~~

#### **~~14.12~~ — Validity of acts**

~~An act done by an ALC, a meeting of an ALC, or a person acting as an ALC member is not invalidated by reason only of —~~

- ~~(i) — a defect in the appointment of the person as an ALC member; or~~
- ~~(ii) — the person being disqualified to be an ALC member, having vacated office, or not being entitled to vote —~~

~~if that circumstance was not known by the person or the ALC members (as the case may be) when the act was done.~~

#### **~~14.13~~ 14.3      Activism Forum**

- (a)      There is to be an Activism Forum.
- (b)      The purpose of the Activism Forum is to provide an informal forum for Members to gather and exchange views on various issues related to activism, such as AIA's strategy, campaigning and priorities.
- (c)      Any Member may attend an Activism Forum.
- (d)      The agenda, content and location of each Activism Forum are to be determined by the Activism and Membership Committee and approved by the National Board.
- (e)      The Activism Forum is to be held at least once every two years.

#### **1.6      In clause 15.1(k)(ii) amend as follows:**

##### **15.1 Establishment of Nomination and Assessment Committee**

...

- (k)      A person elected or appointed under clauses 15.1(c)(i) and 15.1(c)(ii), or 15.1(f):-

...

- (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 member of an activism leadership structure,** 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.

**1.7 In clause 17(c) amend as follows:**

**17. Executive or administrative officers**

...

- (c) A person employed by AIA is not eligible to be elected or appointed to be a director, a member of a committee of the National Board, ~~an ALC member,~~ **a member of an activism leadership structure** a member of the NAC, or a General Meeting Voter.

**1.8 In clause 20.1(b) amend as follows:**

**20.1 Minutes**

...

- (b) The secretary must cause minutes of general meetings to be sent to ~~each Activism Leadership Committee and to such other~~ persons as a general meeting or the National Board may direct within one month after the date on which the meeting was held.

**1.9 In clause 20.5 amend as follows:**

**20.5 Publication of minutes or report**

As soon as practicable after each of its meetings the National Board must—

- (a) publish; ~~and —~~
- (b) ~~provide to each ALC through its Regional President —~~ **[Deleted]**
- the minutes of the meeting or a report of that meeting.

**1.10 In clause 24.5(a) amend as follows:**

**24.5 Other Registers**

The Secretary must maintain registers of:

- (a) ~~the current ALC members;~~ **[Deleted]**

...

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