**AMNESTY INTERNATIONAL UK SECTION**

**Rules of Amnesty International United Kingdom Section adopted in accordance with Article 53 of the Articles of Association 2017**

**Amended**

**25 June 2022**

**22 June 2024**

**RULES**

**DEFINITIONS**

In these Rules the following words and phrases shall (except where the context otherwise expressly so requires) have the following meanings:

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| ‘AGM’ | the annual general meeting of members of (the Company) |
| ‘Acts’ | the Companies Acts (as defined in Section 2 of the Companies Act 2006) |
| ‘AIUK Chief Executive’ | “the member of staff who is the most senior paid employee of Amnesty International UK Section, also referred to in the Articles of Association as the “AIUK Director”;  |
| ‘Article(s)’ | The Articles of Association of Amnesty International UK Section; |
| ‘Board’ | the Board of Directors of Amnesty International UK Section; |
| ‘Chair’ | the Chair of Amnesty International UK Section elected in accordance with Article 45.6 of the Constitution or any person who serves in that role for a board meeting; |
| ‘Clear days’ | in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;  |
| ‘Committee(s)’ | Any Committee established by the AGM from time to time pursuant to the Rules;  |
| ‘Constitution’ | the Articles and Rules of Amnesty International UK Section as in force from time to time; |
|  ‘Director and Directors’ | the Director and Directors as defined in the Acts including an Elected and Co-opted Director;  |
| ‘EGM’ | any general meeting of Members as prescribed in the Rules other than the AGM; |
| ‘Electronic form’ and ‘electronic means’ | Have the meanings respectively given to them in Section 1168 of the Companies Act 2006;  |
| ‘General Meeting’ | a general meeting of Amnesty International UK Section; |
| ‘Members’ | individuals, families or organisations who are determined to be Members in accordance with the Articles excluding Standing Orders Committee Members when acting in that capacity;  |
| ‘Rules’  | those Rules proposed from time to time by the Directors and approved by the Members in accordance with Article 52 |
| ‘Standing Orders Committee’ | The Committee elected by the AGM to interpret and advise on the AGM Standing Orders; |
| ‘Vice Chairs’ | the Vice Chairs of the Directors elected in accordance with Article 45.6 |

1. **General Provisions**
	1. These Rules are adopted in accordance with Article 53 of Amnesty International UK Section’s Articles of Association (The Articles).
	2. The meaning of terms used in these Rules shall be the same as the meaning set out in the Articles
	3. In case of any conflict arising between governance provisions, law shall have precedence, followed by the Articles, followed by the Rules.
	4. These Rules shall be made available on AIUK’s website. A hard copy may be made available upon request.
	5. The Board shall review these Rules at least every three years.
2. **Networks**
	1. The Board shall consider the status of any Network which has not fulfilled the criteria specified by the Board for two successive years or is in substantial breach of any mandate or rules of Amnesty International UK Section.
	2. The Board, acting by resolution passed at a Board meeting by a majority of at least two-thirds of the votes cast, may withdraw the status of Network conferred in accordance with the provisions of Article 16.1.

*Nominations for Elected Directors who are nominated by Networks*

* 1. Recognised Networks may nominate any individual member of Amnesty International UK Section, provided that member meets the requirements stated in the Articles.
	2. Nominations by a Network shall be done by the Network Committee and this shall be recorded on the individual’s nomination form.
	3. Following consultation with AIUK Section’s Nominations Committee, each Network Committee shall establish decision-making procedures to support their nomination process and shall make these available to any member on request.
	4. The person nominated does not have to be a member of a Network.
	5. There is no limit on the number of people each Network can nominate.
1. **Representatives of Affiliate Members, Family Members or Local, Student and Youth Groups.**
	1. The Secretary or such other person who has been nominated in writing by the relevant Member of each Affiliate Member, Local Student and Youth Group, whether incorporated or unincorporated shall be the ex-officio Representative of the relevant Member for the time being.
	2. Each Family Member shall nominate in writing one individual who shall be the Representative of the relevant Family Member.
	3. The Company Secretary shall be advised at the Office of the name and address of any Representative in writing. A Member may change its Representative at any time by written notice to the Company Secretary at the Office.
	4. If a Representative is unable to attend a General meeting of Amnesty International UK Section, the relevant Member shall be entitled to send an individual who shall be called an alternate and who shall have all the rights and duties of that Representative for the duration of the General meeting. The Representative shall provide their alternate with a letter of authorisation which the alternate shall produce upon request.
2. **Standing Orders Committee**
	1. The Standing Orders Committee’s role is to facilitate the smooth running of general meetings by recommending to the AGM Chair, and the meeting more generally, the procedures it considers desirable for the despatch of business and to advise the AGM Chair on the interpretation of AGM Standing Orders and applicable Rules.
	2. Members of the Standing Orders Committee serve from the end of the AGM at which they were elected and must retire at the end of the third AGM following their election, unless re-elected at that AGM.
	3. No member of the Standing Orders Committee may serve for more than six successive AGMs before taking a break of not less than the following AGM.
	4. At least one member of the Standing Orders Committee must retire each year. Where no member is required to automatically retire due to completion of a full term or due to having reached the maximum term limit, the SOC members shall decide which of them shall retire by mutual agreement or, failing that, by lot.
	5. The following skills and experience are considered desirable to the role:
		1. Ability to advise on procedural and technical matters relevant to the running of meetings;
		2. Experience of participating in and advising membership bodies;
		3. Experience of participating in Amnesty International UK Section General Meetings
	6. These desirable skills and experience shall be referenced in any call for nominations, together with any other skills thought to be desirable by the AGM Chair.
	7. In carrying out its work the Standing Orders Committee shall have access to legal advice and support as required.
3. **Members’ and Directors’ Appeals Committee**
	1. The Members’ and Directors’ Appeals Committee shall elect a Chair from amongst their own number.
	2. The Members’ and Directors’ Appeals Committee shall have access to legal advice and support as required.
	3. The Members’ and Directors’ Appeals Committee shall draw up procedures for considering appeals, and make these procedures available to members on request.
	4. The following skills and experience are considered important to the role:
		1. Experience of considering appeals, tribunal or equivalent hearings
		2. Ability to review evidence and casework or similar material
		3. Experience of governance of membership bodies
	5. These desirable skills and experience shall be referenced in any call for nominations, together with any other skills thought to be desirable by the Board.
4. **Returning Officer**
	1. The term of office for the returning Officer shall be three years but no Returning Officer shall serve more than six consecutive years without a break of at least one year.
	2. The Returning Officer’s duties shall be:
		1. Those duties set out in the Articles;
		2. Conducting the election of Board Chair, Board Vice-Chairs and in accordance with any Board Standing Orders that may be in effect at the time;
		3. Providing support and advice to the AGM Chair on the conduct of polls, ballots and other votes that may need to be taken at the AGM.
	3. In setting the timetable for nominations for posts and committees to be elected by the AGM, the Returning officer shall, where possible ensure that nominations are received in time to be published for Members at least 45 clear days in advance of the AGM. Should there be insufficient nominations to fill the vacant posts, the Returning Officer shall make a further call for nominations at the Annual General Meeting.
	4. Except where otherwise provided for in the Articles or these Rules, the Returning Officer may prescribe in writing such processes as deemed appropriate to produce a fair and transparent election and shall make these available to candidates and electors on request.
	5. In carrying out their work the Returning Officer shall have access to legal advice, third party electoral and ballot services and other support as required, subject to any budget agreed with the Board.