

# AMNESTY INTERNATIONAL UK SECTION

## EXTRAORDINARY GENERAL MEETING 2013



### DECISIONS

At its Extraordinary General Meeting (EGM) held on 12 January 2013 at the Methodist Central Hall in London, Amnesty International UK section members passed the following Special Resolutions:

#### Special Resolution 1

THAT the first sentence of Article 32.1 of the Articles of Association of the Company shall be amended from: "Subject to the provisions of the Act, the Memorandum and the Articles, the business of the Company shall be managed by the Directors who may exercise all of the powers of the Company" to: "Subject to the provisions of the Act, the Memorandum and the Articles, **and to any directions given by special resolution**, the business of the Company shall be managed by the Directors who may exercise all of the powers of the Company."

#### Special Resolution 3

THAT the Directors of the Company be directed that the assessment payable by the Company or Amnesty International (UK Section) Charitable Trust to Amnesty International Limited and any member of its group (i.e the "IS Assessment") shall not be paid, unless prior to such payment the IS shall have provided the Directors with an explanation, in such form as the Directors may determine, of the purposes for which such IS Assessment shall be applied, and a report, in such form as the Directors may determine, on the application of the previous IS Assessment(s) with regard to progress and achievements.

#### Special Resolution 6

THAT the Directors of the Company be directed to

- a) Not implement any material reorganisation of the Company, or make any revision to the Vision, Mission and Values of the Company or the role of the Company, as they were at the conclusion of the 2012 AGM of the Company, without the consent of the Company in general meeting; and
- b) Prepare and implement as soon as reasonably practical a budget which conforms with the directions set out in this Resolution 6 and the foregoing Resolutions.

#### Special Resolution 7

THAT the Directors of the Company be directed to instruct the AIUK Director and the senior management team and any relevant committee of the Board, to manage the Company, and to instruct the Trustees of Amnesty International (UK Section) Charitable Trust (the "UK Trust") to manage the UK Trust, in accordance with the above Resolutions.

As set out in Company Law, all Special Resolutions require a majority of no less than 75% to pass. Special Resolutions 2, 4 and 5 did not achieve that majority and were therefore defeated.