

Amnesty International UK
NATIONAL
CONFERENCE
AND AGM 2018



DECISIONS

NOTE:

Special Resolutions (A1, A2, A3, A4, A5 and A6) required 75% majority to pass.

Ordinary Resolutions required 50% majority to pass.

CARRIED RESOLUTIONS

F1 - FINANCIAL STATEMENT 2017

Summary: A routine resolution to receive the financial statements and reports.

Proposer: AIUK Section Board

Resolution Text: This AGM DECIDES to receive the Report of the Directors and the audited accounts of AIUK Section for the year ended 31 December 2017.

Votes FOR: 1,539 (99.48%)

Votes AGAINST: 8 (0.52%)

F2 - APPOINTMENT OF AUDITORS

Summary: A routine resolution to re-appoint BDO LLP as auditors and to authorise the Board to determine their remuneration.

Proposer: AIUK Section Board

Resolution Text: This AGM DECIDES to re-appoint BDO LLP as Auditor of the Company, to hold office until the conclusion of the next General Meeting at which accounts are laid before the Company, and to authorise the Directors to approve the Auditor's remuneration.

Votes FOR: 1,532 (97.15%)

Votes AGAINST: 45 (2.85%)

SPECIAL RESOLUTION A1: REMOVAL OF THE REQUIREMENT TO REAPPOINT CO-OPTED DIRECTORS ANNUALLY

Summary: Proposes to bring into line the initial term of appointment of all Co-opted Directors, which currently vary from one to three years.

Proposer: AIUK Section Board

Resolution Text: It is hereby resolved by way of special resolution that the Articles of Association of AIUK Section are altered by:

deleting the words in Article 38.3 “a Co-opted Director shall hold office until the first board meeting after the Declaration Date.” and replacing this with “, the Directors shall determine the length of time that a Co-opted Director shall hold office.”

Votes FOR: 1,574 (90.62%)

Votes AGAINST: 163 (9.38%)

SPECIAL RESOLUTION A2: EXTENDING THE MAXIMUM TERM OF OFFICE OF CO-OPTED DIRECTORS

Summary: Proposes that a Co-opted Director can be appointed for a maximum term of six years.

Proposer: AIUK Section Board

Resolution Text: It is hereby resolved by way of special resolution that the Articles of Association of AIUK Section are altered by:

deleting the word in Article 38.3 “three” and replacing this with the word “six”.

Votes FOR: 1,377 (81.33%)

Votes AGAINST: 316 (18.67%)

SPECIAL RESOLUTION A3: CORRECTION OF THE ARTICLE WHICH IMPLIES THAT THE CHAIR AND VICE CHAIR CAN BE A CO-OPTED DIRECTOR

Summary: Correct the error in Article 38.3 which implies that the Chair and Vice Chair can be a Co-opted Director.

Proposer: AIUK Section Board

Resolution Text: It is hereby resolved by way of special resolution that the Articles of Association of AIUK Section are altered by:

Deleting the words “,Vice Chair or Chair” in Article 38.3.

Votes FOR: 1,742 (99.2%)

Votes AGAINST: 14 (0.8%)

SPECIAL RESOLUTION A4: CLARIFICATION OF THE REQUIREMENT TO SELECT FOUR ELECTED DIRECTORS FOR RETIREMENT EACH YEAR

Summary: Amendment of the requirement to select 4 Elected Directors to retire each year to allow for vacant Board places.

Proposer: AIUK Section Board

Resolution Text: It is hereby resolved by way of special resolution that the Articles of Association of AIUK Section are altered by:

- Adding the words “If at the time of selection there are less than 12 Elected Directors on the Board the maximum number of Directors selected to retire under this Article shall be reduced by the number of vacant places on the Board which are reserved for Elected Directors. ” to the end of Article 37.1.
- Deleting the words “ and shall not be taken into account in determining the Directors who are to retire by rotation” in Article 38.5.

Votes FOR: 1,660 (97.42%)

Votes AGAINST: 44 (2.58%)

SPECIAL RESOLUTION A5: CLARIFYING THE MAXIMUM LENGTH OF TERM WHERE A BOARD MEMBER JOINS THE BOARD BETWEEN DECLARATION DATES

Summary: Clarifies that an Elected Director that joined the Board mid-term to fill a vacancy may remain on the Board until the next declaration date, rather than having to retire mid-term due to the maximum term rules.

Proposer: AIUK Section Board

Resolution Text: It is hereby resolved by way of special resolution that the Articles of Association of AIUK Section are altered by:

- Adding the words: “Time spent holding office between the date of appointment and the next Declaration Date by a Director appointed to fill a vacancy under this Article shall not be taken into account in determining their maximum term of office in Articles 37.3, 39.1.7 and 44.7.” to the end of Article 38.5.
- Adding the words “and Article 38.5” after the words “but subject to Article 37.4” to Article 39.1.7.

Votes FOR: 1,690 (98.83%)

Votes AGAINST: 20 (1.17%)

SPECIAL RESOLUTION A6: REMOTE PARTICIPATION AT AGM

Summary: Proposes amendments to the Articles to facilitate remote participation in general meetings.

Proposer: AIUK Section Board

Resolution Text:

It is hereby resolved by way of special resolution that the Articles of Association of AIUK Section are altered by:

- Replacing the number “44.6” with “45.6” in Article 1.1.10.
- Replacing the number “38” with “39” in Article 1.1.14.
- Replacing the number “37” with “38” in Article 1.1.21
- Adding the words “(including a Hybrid Meeting, where applicable) “after the words “a general meeting of the Company” in Article 1.1.25
- Replacing the number “45” with “46” in Article 1.1.24.
- Inserting the following Article 1.1.26 immediately below Article 1.1.25 “ “GM Technology” technology (including without limitation an electronic platform or platforms) approved by the Board from time to time for the purposes of facilitating Hybrid Meetings (including, without limitation, website addresses and conference call systems);”.
- Inserting the following Article 1.1.28 immediately below Article 1.1. 26 “ ”Hybrid Meeting” as defined in Article 34;”
- Inserting the following Article 1.1.29 immediately below the new Article 1.1. 28 “ ”Hybrid Meeting Facilitators” as defined in Article 34.5;”.
- Replacing the word “The” with the word “the” in Article 1.1.31.
- Inserting the following Article 1.1.37 immediately below Article 1.1.33 “ ”place” includes, without limitation, the GM Technology;”.
- Inserting the following Article 1.1.38 immediately below the new Article 1.1. 37 “ ”Primary Venue” as defined in Article 34.4(d);”.
- Inserting the following Article 1.1.44 immediately below Article 1.1. 38 “ ”Remote Participation” as defined in Article 34.2;”.
- Replacing the number “52” with “53” in Article 1.1.40.
- Inserting the following Article 1.1.49 immediately below Article 1.1.42 “ “speak” means communicate, in accordance with Article 33.1 (including, where applicable and without limitation, by Remote Participation).”
- Replacing the number “44.8” with “45.8” in Article 1.1.44.
- Replacing the number “44.6” with “45.6” in Article 1.1.45.
- Replacing the number “50” with “51” in Article 6.4.7.
- Replacing the number “39.1.10” with “40.1.10” in Article 17.3.
- Deleting the word “place” and replacing with the words “place(s) (subject to Articles 33-34)” in Article 18.1.
- Deleting Article 21.1 to 21.1.2 inclusive and replacing with the words

“

21.1 Every notice calling a General Meeting shall specify:

21.1.1 the date and time of the meeting;

21.1.2 the general nature of the business to be transacted; and

21.1.3 the place where the meeting is to be held (subject to Articles 33-34). “

- Deleting Article 23.1 to 23.2 inclusive and replacing with the words

“

23.1 No business shall be transacted at any meeting, unless the AGM Chair determines that a quorum is present at the time when the meeting proceeds to business.

23.2 For the purposes of Article 23.1, one hundred Members present in person, by their Representative or proxy (and including, where applicable and without limitation, those attending by Remote Participation) shall be a quorum.

23.3 There shall be no requirement to assess quorum at a General Meeting except in accordance with Article 23.1 or as required by law.

23.4 If the quorum requirement has not been met within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to such time and place(s) (subject to Articles 33-34) as the Directors may determine and if at the adjourned meeting the quorum requirement has not been met within half an hour from the time appointed for the meeting the Members present shall be a quorum.”

- Deleting Article 25.1 to 25.3 inclusive and replacing with the words

“

25.1 The AGM Chair may, with the consent of a meeting at which the quorum requirement has been satisfied (and shall if so directed by such a meeting), adjourn the meeting from time to time and from place(s) to place(s) (subject to Articles 33-34), but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place.

25.2 In addition:

25.2.1 in the event of technical failure, security issues or similar disruption, or as is otherwise necessary to facilitate the proper conduct of the business of the meeting; and;

25.2.2 where the AGM Chair has first considered and taken appropriate measures to curtail or cease Remote Participation at the Hybrid Meeting in accordance with Article 34.8(d);

the AGM Chair may in extremis adjourn a Hybrid Meeting from time to time and from place(s) to place(s) (subject to Article 34), in their discretion. All business conducted at that Hybrid Meeting up to the time of that adjournment shall be valid.

25.3 When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given, including:

25.3.1 the date and time of the meeting;

25.3.2 the general nature of the business to be transacted; and

25.3.3 the place(s) where the adjourned meeting is to be held (subject to Articles 33-34).

25.4 Otherwise it shall not be necessary to give any such notice. “

- Adding the words “or in accordance with Articles 33-34” after the words “with the consent of the proposers” to Article 26.1.
- Deleting the words “, and 22” and replacing with the words “,22 and (where applicable) 34.”at the end of Article 26.2.3.
- Deleting the words “Votes on a show of hands” immediately below the heading in Article 29; deleting the words “Votes on a poll” immediately below Article 29.1 and deleting Article 29.1 to 29.2 inclusive and replacing with the words “

29.1 A resolution put to the vote of a General Meeting shall be decided by a poll, unless the AGM Chair decides that it should be decided on a show of hands.

29.2 If the AGM Chair decides that it should be decided on a show of hands, a poll may nonetheless be demanded:

29.2.1 in advance of the General Meeting where it is to be put to the vote; or

29.2.2 at a General Meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.”

- Adding the words “ (and including, where applicable and without limitation, those attending by Remote Participation)” after the words “ by its Representative or proxy” in Article 29.5.
- Deleting the word “Attendance” and substituting the word “Attending” in the title of Article 33.
- Deleting Article 33.3 to 33.5 inclusive and replacing with the following wording”

33.3 The Directors may make whatever arrangements they consider appropriate to enable those attending a General Meeting to exercise their rights to speak or vote at it, including (without limitation) holding a Hybrid Meeting in accordance with Article 34.

33.4 In determining attendance at a General Meeting (including whether a person is ‘present’, ‘present in person’ or similar terms), it is immaterial whether any two or more members attending it are in the same place as each other.

33.5 Two or more persons who are not in the same place as each other attend (and are present at) a General Meeting if their circumstances are such that if they have (or were to have) rights to participate, speak and vote at that meeting, they are (or would be) able to exercise them.”

- Adding the following wording as a new Article 34 immediately below the existing Article 33 “

34. Hybrid Meetings

General

34.1 In exercise of their discretion under Article 33.3, and considering the availability of appropriate technology and resources, the Board may determine that a General Meeting (or any part thereof, or any adjournment thereof) is a Hybrid Meeting.

34.2 In a Hybrid Meeting:

- (a) Members will be able to participate in-person, by proxy or (where applicable) by Representative, as set out elsewhere in these Articles;
- (b) Additionally, Members may be able to attend the meeting remotely using the GM Technology, subject to the limitations in this Article (“**Remote Participation**”).

34.3 In relation to the conduct of a Hybrid Meeting, this Article prevails over the rest of these Articles of Association to the extent that the two are inconsistent.

Notice: additional requirements

34.4 Where a meeting (or part of a meeting, or an adjourned meeting) is a Hybrid Meeting, the notice of General Meeting issued pursuant to Article 21 (or any notice of adjourned General Meeting issued pursuant to the Articles) will state:

- (a) that the meeting, or part of a meeting, is a Hybrid Meeting;
- (b) a description of the means by which the Board intends to facilitate Remote Participation, it being noted that the Board may subsequently alter these means if it appears to it that such change is necessary in the interests of the effective conduct of the meeting (such as in the case of technical or security failure by a provider);
- (c) a summary of the information set out at Article 34.8; and
- (d) the primary place where individuals are invited to participate in-person (the “**Primary Venue**”).

34.5 The AGM Chair may be assisted by individuals appointed for the purpose of assisting the AGM Chair in the discharge of their duties at a Hybrid Meeting (each a “**Hybrid Meeting Facilitator**”).

Participation

34.6 In advance of the Hybrid Meeting, the Board may make arrangements to notify Members how they may access the GM Technology (such as a web address, number, password and/or access code).

34.7 Subject to Article 34.8, during the meeting:

- (a) The GM Technology may, insofar as practicable, allow Members using Remote Participation to see and hear proceedings occurring at the Primary Venue;
- (b) At the discretion of the Board and at the invitation of the AGM Chair, Members using Remote Participation may be able to submit comments and questions through the GM Technology. These comments and questions may be broadcast at the Primary Venue

(for example, on a screen or speakers or read out by the AGM Chair), and may be amended at the discretion of the AGM Chair / Hybrid Meeting Facilitator - for example, by being combined with similar submissions, sorted thematically, shortened, and/or summarised.

- (c) The GM Technology may, insofar as practicable (and expressly noting, without limitation, that voting may not be possible on all procedural motions), facilitate electronic voting on resolutions.

34.8 ***Practical and technical considerations***

The AGM Chair may in their discretion curtail Remote Participation in the Hybrid Meeting (including limiting the number of comments or questions on a motion) where, in their view, this is necessary or expedient:

- (a) For the efficient conduct of the meeting (e.g. keeping the meeting to time);
- (b) In consideration of the Company's resources;
- (c) Because, in the view of the AGM Chair or a Hybrid Meeting Facilitator, a particular message is illegal or breaches the Rules or Standing Orders; or
- (d) For technical reasons (including, without limitation, in order to validly identify Members). For the avoidance of doubt, in the event of technical failure, security issues or other disruption, there is no requirement to adjourn the meeting, and the AGM Chair may terminate the Remote Participation, and may validly continue with the business of the meeting (including voting) at the Primary Venue alone.

34.9 Further procedural detail in relation to the use of Hybrid Meetings may, without limitation, be set out in Standing Orders or in the Rules.

- Replacing the number "39" with "40" in Article 36.2.
- Replacing the number "38.2" with "39.2" in Article 36.3.
- Replacing the number "37.1" with "38.1" in Article 37.3
- Replacing the number "34" with "35" and "35" with "36" in Article 37.4.
- Replacing the number "37" with "38" in Article 37.5.
- Replacing the number "39" with "40" in Article 38.3.
- Replacing the number "37" with "38" in Article 39.1.2.
- Replacing the number "37.4" with "38.4" in Article 39.1.7.
- Replacing the number "38.3" with "39.3" in Article 44.8.
- Replacing the number "44.13" with "45.13" and replacing number "44.16" with "45.16" in Article 44.13.
- Replacing the number "44.13" with "45.13" and replacing number "44.16" with "45.16" in Article 44.15.
- Replacing the number "44.13" with "45.13" and replacing number "44.16" with "45.16" in Article 44.16.
- Replacing the number "47" with "48" in Article 44.16.
- Adding the words "(and including, where applicable and without limitation, those attending by Remote Participation)," after the words "A Member present, either in person or by their Representative or by proxy" in Article 49.3.

- Updating the numbering and cross-referencing in the above resolution and in the Articles of Association as necessary to take account of the above changes, in conjunction with any other changes which are made by other special resolutions passed at this meeting or any adjournment thereof.

Votes FOR: 1,616 (96.31%)

Votes AGAINST: 62 (3.69%)

B1 - HOMELESSNESS

Summary: Amnesty International should strengthen its policy on homelessness.

Proposer: Amnesty QUB

Resolution Text: This AGM calls on Amnesty UK to work with the International Board and International Secretariat to develop a set of policies to combat homelessness and to start to engage in the work of campaigning against the epidemic of homelessness in the United Kingdom by including homelessness in the future work of the Human Rights in the UK campaign. If the IS cannot undertake this research the AIUK Section will do so and report back progress at the 2019 AGM.

Votes FOR: 1,112 (65.41%)

Votes AGAINST: 588 (34.59%)

B3 – HUMAN RIGHTS AND INTERNATIONAL TRADE

Summary: Increasing AI UK's campaigning capacity to secure recognition of and adherence to Human Rights in UK international trade and investment.

Proposer: Wirksworth and District Amnesty International Local Group

Resolution Text: This AGM instructs AIUK to increase UK-focussed campaigning by research, lobbying, publicity and member actions in order to pressurise the government to:

- Enact a new corporate criminal offence of failure to execute due diligence regarding human rights abuses in supply chains.
- Advise all UK government sponsored trade delegations of their responsibilities to adhere to human rights obligations in international trade and investment.
- Ensure that all victims of human rights abuses by UK companies or their subsidiaries have access to just compensation.

Votes FOR: 1,820 (99.45%)

Votes AGAINST: 10 (0.55%)

C1 – FREEDOM OF RELIGIOUS EXPRESSION

Summary: AIUK to include advocating for UDHR Article 18 (freedom of thought, conscience and religion) in the next Strategic Plan.

Proposer: Glasgow Daytime Group

Resolution Text: This AGM instructs AIUK to propose to the International Secretariat of Amnesty International that advocating for Article 18 should be included in the next Strategic Plan.

Votes FOR: 1,514 (91.92%)

Votes AGAINST: 133 (8.08%)

C2 – THE RIGHT TO LIVE WITH YOUR SPOUSE OR CIVIL PARTNER

Summary: AIUK to campaign for the UK Parliament and Government to permit all UK citizens the right to live in the UK with their legally recognised spouse or civil partner.

Proposer: Glasgow Daytime Group

Resolution Text: This AGM instructs AIUK to campaign for the UK Parliament and Government to permit all UK citizens the right to live in the UK with their legally recognised spouse or civil partner.

Votes FOR: 1,455 (84.64%)

Votes AGAINST: 264 (15.36%)

C3 – DISCRIMINATION BASED UPON CASTE USING THE EQUALITY ACT

Summary: This AGM calls upon Amnesty International to lobby the UK Government to add a person's caste as an aspect of Race in the list of protected characteristics currently safeguarded by the Equality Act of 2010.

Proposer: Lancaster University Amnesty International Society.

Resolution Text: There is currently an amendment in place which adds caste as an aspect of race in the characteristics protected from discrimination by the Equality Act of 2010. However, a Minister of the Crown must formally bring this into UK law and this has not occurred. This AGM calls upon Amnesty International UK to pursue the implementation of this amendment into UK law by lobbying The UK Government.

Votes FOR: 1,647 (96.65%)

Votes AGAINST: 57 (3.35%)

RESOLUTIONS NOT CARRIED

B2 – THE RIGHT OF SELF-DETERMINATION FOR THE PEOPLE OF WEST PAPUA

Summary: Internationally supervised referendum on self-determination in West Papua.

Proposer: Sean O’Leary

Resolution Text: This AGM calls upon the AIUK Board to:

1. Raise the issue of West Papuan self-determination with the International Secretariat.
2. Lobby the Secretariat to petition the UN to support an internationally supervised referendum on self-determination in West Papua.

Votes FOR: 595 (36.62%)

Votes AGAINST: 1,030 (63.38%)
