

# 2016 AGM RESOLUTIONS

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S Special Resolution (Requires 75% majority to pass).

\* Where the Board feel that implementation of a resolution (in part or full) is outside their power, it will be marked with an asterisk.

## NOTE: SATURDAY ONLY DELEGATES

Delegates attending only one day of the AGM (Saturday 9 April) will not be present for the final debate and voting on AGM resolutions on Sunday 10 April.

If you wish to vote on the resolutions on Sunday, please complete a proxy form, and send it in by **12.15pm** on **Thursday 7 April 2016**.

See [www.amnesty.org.uk/agm](http://www.amnesty.org.uk/agm) or call **020 7033 1777**

# TREASURER'S RESOLUTIONS

These will be proposed as part of the Treasurer's Report.

## F1 – FINANCIAL STATEMENTS 2015

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

**Proposer:** AIUK BOARD

This AGM DECIDES

To receive the Financial Statements, the Reports of the Board and Auditor for the year ended 31 December 2015.

### Proposer background notes:

Receiving the financial statements is a formal part of every AGM. The Treasurer's report providing a summary of the financial position and further context is provided in the AGM papers.

## F2 – APPOINTMENT OF AUDITORS

**Summary:** A routine resolution to reappoint BDO LLP as auditors and to authorise the Board to determine their remuneration.

**Proposer:** AIUK BOARD

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.

### Proposer background notes:

The Company is required by law to appoint auditors at each AGM at which accounts are laid. The Board recommends that BDO be re-appointed, with the audit fee at an amount to be agreed by the Board.

# WORKING PARTY'S SPECIAL RESOLUTIONS

## INTRODUCTION TO THE SPECIAL RESOLUTIONS

Over the past few years AIUK Section has reviewed its governance and constitution to ensure that we are an effective democratic organisation that is truly representative of all our members, and focussed on achieving positive human rights changes.

In particular, the 2013 AGM agreed the Board's proposal to establish a Governance Task Force (GTF) ([https://www.amnesty.org.uk/governance-taskforce#.Vm\\_0O8ti83E](https://www.amnesty.org.uk/governance-taskforce#.Vm_0O8ti83E)) as a collaboration between the Board and members to help take forward this work. Since then, the Board and the GTF have carried out an extensive review to meet the essential requirements set out in Amnesty International's global Core Governance Standards, and drawing upon good practice including:

- The Voluntary and Community Sector Code of Governance; and
- The Charity Commission's guidance.

In carrying out this work we have also taken account of independent advice from the National Council for Voluntary

Organisations (NCVO) and from our lawyers, Bates Wells Braithwaite.

An independent survey we commissioned in 2014 of members' views on Section's constitution attracted over 4200 responses. 89% of the respondents said they had never attended an AGM.

As a result of this work Section's 2015 AGM agreed a number of amendments updating the constitution to reflect company law changes and other areas of accepted good practice.

The 2015 AGM also agreed that the review's second stage should include a wide-ranging consultation with members on those areas that were still outstanding, with a view to proposing a revised, updated, constitution to the 2016 AGM. This consultation was carried out in autumn 2015; attracting 4180 responses. NCVO independently hosted the consultation and analysed the results. Their report can be found at [www.amnesty.org.uk/2015Review](http://www.amnesty.org.uk/2015Review). It shows that a majority of members who responded to the consultation supported all of those proposals which are now broadly reflected in special resolutions 1 to 11. A number of other amendments are proposed (in special resolution 12), to improve the Company's governance and bring its constitution in line with best practice. This is the basis on which the Board is putting forward the special resolutions.

A document "*Mapping Constitutional Review proposals against AIUK Section's existing constitution*" is available on the members section of AIUK Section's website [www.amnesty.org.uk/2015Review](http://www.amnesty.org.uk/2015Review). It gives a breakdown showing each change that is proposed and the rationale for the change. The web materials also include a version of the current Articles and an un-marked version of the proposed Articles, reflecting what the document will look like if all of the resolutions proposed at this meeting pass. You may also wish to review the 'destination table' setting out the number of each provision in the current Articles, and which provision it would be contained in if all of the resolutions passed. Please note that the references to Article numbers in Special Resolutions 1-11 themselves correspond to provisions in the current Articles.

In line with the 2015 AGM decision, separate special resolutions are being put forward to enable members to, so far as is practical, debate separately and vote on each change to the constitution discussed in the consultation. Bates Wells Braithwaite has, once again, provided legal advice.

## SPECIAL RESOLUTION 1

### INCREASE IN GAP BEFORE A FORMER BOARD MEMBER IS ELIGIBLE TO STAND AGAIN AFTER RESIGNING, OR END OF MAXIMUM TERM

**Summary:** At present, an elected Board member must take a break of nine months, after serving six consecutive years. The proposal is that any Board member who steps down (at any point, including mid-term) and is not immediately re-appointed or re-elected must take a break of at least three years before serving again. This provision should be looked at in conjunction with special resolution 2, which (among other changes) specifies an absolute limit on Board members serving more than nine consecutive years without taking a break. The period of six consecutive years is also retained for all Elected Directors except the Chair and Vice-Chair.

**Proposer:** AIUK Section Board

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

1. Adding the following provision at the end of the current Article 35.1.4 (and deleting the full-stop):  
“; or  
35.1.5 if they have previously retired (and not been immediately re-appointed or re-elected in accordance with the other provisions in the Articles) or have ceased to be a Director for any other reason, and have not taken a break of three years.”.
2. Replacing the words “nine months” in the current Article 36.3 with “three years”;
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 (and amending the ‘level’ of the numbering so, for example, Article 35.1.1 would become Article 35.1. subject to any other necessary changes).

#### Proposer background notes

Articles 36.5 and 37.3 of the new proposed Articles show the principal effect of the resolution.

Currently someone can serve as an elected Board member for a maximum of six years (two terms of three years) before they have to stand down. After a gap of nine months they can then stand for election again and, if re-elected, they can serve another two three-year terms. This means that there is effectively no limit on the number of years that someone can hold a Board position. It is more usual for there to be a life-time cap.

Requiring a bigger break from office ensures that a Board is refreshed on a regular basis with skills and experience needed at a particular time and it is not dominated by any particular viewpoint, while still providing for Board continuity.

Equally, AIUK Section has 120,000 members; many of whom have joined at a young age and have remained committed to the organisation throughout their lives. There are also different qualities and skills that people may offer as Board members at various points in their lives.

The resolution proposes that the gap before a former elected Board member is eligible to stand again after having served two consecutive three-year terms is increased from nine months to three years. It also provides that a three-year gap must be taken when a Board member steps down for any other reason or at any other time (and is not immediately re-elected or re-appointed).

This proposal is supported in principle by the GTF.

■ The proposal was accepted by 69% of respondents in the consultation on the constitutional review. Excluding those respondents who did not have a view, 86% agreed with the proposal.

#### **SPECIAL RESOLUTION 2 CLARIFYING THE RELEVANT TIME LIMITS AND INTRODUCING NEW/AMENDED MAXIMUM TERMS OF OFFICE FOR DIRECTORS, THE TREASURER, THE CHAIR AND VICE-CHAIR.**

**Summary:** Clarifies that a Director would not be required to stand down after six consecutive years if they are in post as Chair or Vice-Chair, but they may not serve for more than nine consecutive years. Changes the terms of office for Chair and

Vice-Chair from one year to three years. A Co-opted Director would not be required to stand down after three years if they are in post as Treasurer, Chair or Vice-Chair. Changes are also made to the wording to clarify the start and end dates of the Treasurer, Chair, and Vice-Chair’s terms of office.

**Proposer:** AIUK Section Board

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

1. Deleting the words “at the first Board Meeting after each AGM” from the current Article 43.6.
2. Adding the word “Elected” after the first word “Each” in the current Article 36.3.
3. Inserting, before the full-stop at the end of the current Article 36.3, “, unless they are Chair or Vice-Chair”.
4. Inserting, before the full-stop at the end of the current Article 37.3, “, unless they are Treasurer, Vice-Chair or Chair”.
5. Deleting the current Article 43.6.1 and 43.6.2 and inserting the following:  
“43.6.1 the Chair, who shall serve until the first Board meeting after the third Declaration Date after their appointment;  
43.6.2 the Vice-Chair, who shall serve until the first Board meeting after the third Declaration Date after their appointment.”.
6. Inserting a new Article after the current Article 43.6, as follows:  
“43.7 Each Chair or Vice-Chair may be re-elected to a second consecutive term, but must then not be elected to such role for three years. For the avoidance of doubt, the Chair or Vice-Chair may serve as a Director for up to a total of nine years, as appropriate.”.
7. Deleting the current Article 43.7 and inserting the following new Article:  
“43.8 The Directors shall elect the Treasurer from among their number and they shall serve until the first Board meeting after the third Declaration Date after their appointment. For the avoidance of doubt, if the Treasurer is a Co-opted Director they may remain a Director and complete their term as Treasurer, notwithstanding the provisions of Article 37.3.”.
8. Inserting the following provision after the current Article 38.1.6:  
“38.1.7 notwithstanding the other provisions in these Articles (but subject to Article 36.4), they have served as a Director for nine consecutive years;”.
9. 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.

#### Proposer background notes

Articles 37-39 and 44 of the new proposed Articles show the principal effect of the resolution (together with other changes proposed by these special resolutions).

At present the Chair and Vice-Chair have to be re-elected by the Board each year.

#### The resolution proposes:

- That the terms of office for the Chair and Vice-Chair, on election, be for a maximum of three years, and then they would be eligible to serve one further term of the same length, as is the case with the Treasurer;

- The Chair and Vice-Chair, on election, would start a separate term in that role which expires three years later on the first Board meeting following the relevant Declaration Date.

If a person is in-post as Chair or Vice-Chair, they will not need to step down as a Board member (Director) when they would otherwise be required to (broadly, after two three-year terms as an Elected Director, or three one-year terms as a Co-opted Director).

These provisions are all coupled with an absolute limit of nine years on how long any Director can remain on the Board before they are required to take a break.

The proposal is intended to enable a Chair or Vice-Chair a longer period in which to establish themselves in their office, as the current arrangements do not allow the office-holder a very long period in which to become familiar with, and experienced in managing, the particular demands of the role.

This proposal was not considered by the GTF.

■ The proposal to amend the terms of office for the Chair and Vice-Chair was accepted by 78% of respondents in the consultation on the constitutional review. Excluding those respondents who did not have a view, 95% agreed with this proposal. The proposal to introduce a limit on how long a Chair or Vice-Chair can serve without taking a break from office was accepted by 80% of respondents in the consultation on the constitutional review. Excluding those respondents who did not have a view, 93% agreed with this proposal.

### **SPECIAL RESOLUTION 3 INCREASING THE MINIMUM SUPPORT FOR PROPOSING RESOLUTIONS TO THE AGM**

**Summary:** For members controlling a total of six votes (one principal and five seconders) to be required to propose a resolution for the AGM.

**Proposer:** AIUK Section Board

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

1. Inserting, after the wording “Resolutions to be proposed at general meetings shall either be proposed by the Board or by Members” in the current Article 27.2, the following wording:  
“, being:
  - 27.2.1 An Individual Member or Family Member, with the support of either:
    - (a) Five other Individual Members or Family Members (or a combination thereof);
    - (b) A Youth Group, Local Group or Student Group;
    - (c) An Affiliate Member entitled to exercise at least five votes in accordance with Article 30.1; or
    - (d) An Affiliate Member who is entitled to exercise fewer than five votes in accordance with Article 30.1, together with the support of such other Members as are necessary to form at least five additional votes in total.
  - 27.2.2 A Youth Group, Local Group, or Student Group;
  - 27.2.3 An Affiliate Member which is:
    - (a) entitled to exercise at least six votes in accordance with Article 30.1; or
    - (b) entitled to exercise fewer than six votes in accordance with Article 30.1, with the support of such other Members as is necessary to form at least six votes in total”.

2. Inserting a line break before the remainder of the current Article 27.2.
3. Amending the words “general meetings” in the current Article 27.2 to read “General Meetings”.
4. If it has not otherwise been inserted into the Articles, inserting the following provision, at the correct alphabetical place in Article 1.1:  
“1.1.23 “General Meeting” a general meeting of the Company;”.
5. 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.

#### **Proposer background notes**

Article 26.2 of the new proposed Articles shows the principal effect of the resolution.

Currently, any Individual Member may propose a resolution with the support of one seconder. Local Groups, Affiliates and Family Members can propose resolutions without the need for a seconder.

It is proposed that resolutions put to annual or extraordinary general meetings should be capable of securing a slightly higher minimum level of support, equivalent to at least six votes (instead of the current two votes). This means that:

- (a) An Individual Member or Family Member, would require the support of five other Individual/Family Members, or a Youth, Local or Student Group, or an Affiliate Member, holding at least five votes.
- (b) Smaller Affiliate Members (holding fewer than six votes) would require the support of a Group or other Individual/Family Members to ensure support equivalent to at least six votes.
- (c) Groups and Affiliate Members holding six votes or more would continue to be able to propose resolutions without requiring further support, as is currently the case.

This resolution is supported by the GTF.

■ The proposal was accepted by 69% of respondents in the consultation on the constitutional review. Excluding those respondents who did not have a view, 81% agreed with the proposal.

### **SPECIAL RESOLUTION 4 AMENDMENTS TO THE DEADLINE FOR THE RECEIPT OF AGM RESOLUTIONS**

**Summary:** To increase the current 60 day deadline for receipt of resolutions to 90 days.

**Proposer:** AIUK Section Board

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

1. Replacing the period “60 days” in the current Article 27.2 with “90 days”.
2. 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.

#### **Proposer background notes**

Article 26.2 of the new proposed Articles (just above the new Article 26.3) shows the principal effect of the resolution.

In order to improve the quality and content of resolutions the special resolution allows for more days between the deadline for receiving resolutions and when the formal notice of the business of the AGM is required to be given. This includes resolutions from the Board to the AGM.

This will improve the democratic decision-making process as the extra time could be used to discuss and improve the quality of resolutions and, where applicable, enable work with proposers on those resolutions which might be combined.

The resolution proposes to increase the current 60 day deadline for receipt of resolutions to 90 days. This would give approximately 45 days, as opposed to the current approximate 15 days, for:

- The Standing Orders Committee to review, refine and revise resolutions as necessary;
- The resource impact of the resolution to be assessed and estimated;
- The Board to consider the resolution and to prepare a reasoned response; and
- The resolutions to be formatted and printed ahead of the AGM.

The GTF agreed with the principle that more time should be allowed between the deadline for receipt of resolutions and the formal notice of AGM business going to members.

■ This proposal was accepted by 57% of respondents in the consultation on the constitutional review. Excluding those respondents who did not have a view, 74% agreed with this proposal.

### **SPECIAL RESOLUTION 5 AMENDMENTS TO THE ARRANGEMENTS FOR CHAIRING GENERAL MEETINGS**

**Summary:** Proposes that the Chair of AIUK Section's Board chairs the formal part of the AGM.

**Proposer:** AIUK Section Board

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

1. Deleting the present Article 25 ("AGM Chair") and replacing it with the following new Article:
  - "25. Chair of General Meetings
  - 25.1 *The Chair (if any) or in the Chair's absence some other Director nominated by the Directors shall preside as chair of every annual or extraordinary General Meeting.*
  - 25.2 *If neither the Chair nor any Director nominated in accordance with Article 25.1 is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to chair the meeting and, if there is only one Director present and willing to act, that Director shall be chair of the meeting.*
  - 25.3 *If no Director is present and willing to act as chair of the meeting within fifteen minutes after the time appointed for holding the meeting, the Members present in person, by Representative, or by proxy and entitled to vote must choose one of the Members present in person to be chair of the meeting. For the avoidance of doubt, a proxy holder who is not otherwise a Member entitled to vote shall not be entitled to be appointed chair of the meeting under this Article 25.3."*
2. Deleting the present Article 1.1.4 ("AGM Chair") in its entirety.

3. Replacing the words "AGM Chair" with the words "chair of the meeting" at every instance where it occurs;
4. Inserting the following provision, at the correct alphabetical place in Article 1.1:
 

"1.1.23 "General Meeting" a general meeting of the Company;"
5. 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.

#### **Proposer background notes**

Article 24 of the new proposed Articles shows the principal effect of the resolution.

The Board is responsible for ensuring that the legal requirements in respect of the AGM are fulfilled.

At the moment the AGM takes place at the same time as the Annual Conference. Currently the AGM Chair is not a member of the Board and both events are chaired by someone who is elected at the preceding AGM. Under the existing Articles, the Chair of Section's Board generally chairs the AGM only if the elected AGM Chair or the person who received the second highest votes is unable to carry out the role.

It is proposed that the general meeting (i.e. the formal company meetings) be chaired by:

- a) The chair of AIUK Section's Board; or
- b) In their absence or, where they are unwilling to act, another Board member chosen by the Board; or
- c) In the absence of all Board members, a Member present in person and chosen by the Members.

This proposal would enable the Board to fulfil its legal responsibilities, including its accountability to AIUK Section's Members and, more widely, to the movement.

This arrangement would only apply to the formal, company law part of the AGM. It is not proposed to change the existing arrangements for the Annual Conference held alongside the AGM.

This would bring Section's practice into line with AGM arrangements followed by other organisations. It would:

- reinforce the Section Chair's and, by extension, the Board's accountability to the membership;
- enable the Board to carry out its legal responsibilities; and
- complement the Board question and answer session that was introduced at the 2015 AGM.

This proposal was opposed by the GTF.

■ The proposal was accepted by 43% of respondents in the consultation on the constitutional review. Excluding those respondents who did not have a view, 67% agreed with the proposal.

### **SPECIAL RESOLUTION 6 AMENDMENTS TO THE THRESHOLD FOR CALLING EXTRAORDINARY GENERAL MEETINGS**

**Summary:** Increases threshold for calling an extraordinary general meeting from 100 members to members representing one per cent of the voting rights of all members.

**Proposer:** AIUK Section Board

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

1. Deleting the words “at least 100 Members” in the current Article 20.1 and inserting instead the following wording: “Members representing at least 1% of the total voting rights of all the Members having a right to vote at General Meetings (such total as reported in the most recent published Annual Report of the Company)”.
2. If it has not otherwise been inserted into the Articles, inserting the following provision, at the correct alphabetical place in Article 1.1: “1.1.23 “General Meeting” a general meeting of the Company;”.
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.

**Proposer background notes**

Article 19 of the new proposed Articles shows the principal effect of the resolution.

There may occasionally be exceptional circumstances in which an extraordinary general meeting (EGM) will take place.

At the moment an EGM can be called at any time if 100 or more members request one, with a Group or Affiliate counting as one Member.

When the requirement was introduced AIUK Section had some 4,000 Individual Members; so 100 people represented 2.5% of the total Individual Membership. Today we have over 120,000 Individual Members so 100 people now represents 0.08% of the total Individual Membership.

EGMs are intended for exceptional circumstances where the Board has an urgent matter to discuss that requires a members’ decision, or where members have a concern that cannot wait until the next annual general meeting or be dealt with in other ways. This is not least because of the costs involved in holding such meetings are in the region of £60,000.

Under company law the default position is that members representing at least 5% of voting rights are required to call an EGM. However companies can change this threshold if they wish.

The resolution proposes a lower threshold – that EGMs can be called if members representing at least 1% of the voting rights of all Members require it. This is the equivalent to approximately 1,200 Individual Members based on AIUK Section’s current individual membership or approximately 120 Groups, as the proposal also reflects the existing voting rights of Groups and Affiliate Members.

The proposed threshold would enable meetings to be called where there was a sufficient concern and the Board considers that it would not be prohibitive to reach given the channels of social media that are now available.

This proposal was opposed by the GTF.

■ The proposal was accepted by 65% of respondents in the consultation on the constitutional review. Excluding those respondents who did not have a view, 78% agreed with the proposal.

**SPECIAL RESOLUTION 6A  
CHANGE TO MEMBERS RIGHTS TO CALL AN EGM  
INTENDED TO PRESERVE THAT RIGHT BUT AVOID  
THE POTENTIAL FOR ABUSIVE USE**

**Summary:** To amend the ability of members to convene an EGM by retaining the core right for 100 members to convene an EGM but to introduce additional safeguards so that the 100 members must have been members for at least a year and at least 5 must be youth, student or local groups, to lessen the danger of abusive use

IT IS PROPOSED as a special resolution that the Articles of Association of the Company be amended by inserting the words “(a) each of whom shall have been a member of the Company during the year preceding the date of the requisition, or whose signature is endorsed by a Local Group, Student Group or Youth Group (and provided that no such group may endorse more than one signature) and (b) at least 5 of whom shall be Local Groups, Youth Groups or Student Groups” in Article 21.1 after the words “at least 100 Members”.

**Proposer:** Saffron Walden Local Group

**Proposer background note**

The management of Amnesty is entrusted by the members in the Board. The Amnesty constitution gives the Board wide powers to run Amnesty. The only practical powers that the members have to oppose the Board if they are concerned about the direction the Board are taking are either (a) to change the Board or (b) to convene an extraordinary general meeting to allow their concerns to be heard. The Board can only be changed at an AGM and then only a third of the board stand for election each year, so that a members’ EGM is the only practical way that the members can hold the Board to account.

Currently an EGM can be called by 100 members. The Board propose this right is severely curtailed, by increasing the requirement to 1% of the total membership. The Board have stated that under their proposed change it would “not be prohibitive” to reach this threshold; we strongly disagree. The new threshold would be extremely difficult if not almost impossible to reach and would represent a major loss of members’ rights.

We note that the Board’s proposal is opposed by the Governance Task Force. We also note that the advice given to the Board by its solicitors in the report made available during the 2015 AGM stated that they would not recommend changing this right “unless there was clear reason for doing so.” No clear reason for any change has been given.

Only 2 EGMs have ever been convened. The last was in January 2013, and each of the resolutions proposed attracted the support of a majority of members, reflecting widespread concern over the direction Amnesty was taking. Members convened that EGM after numerous attempts to talk to the Board about this direction had failed, and it was convened as a last resort. It is vital that this right of members is preserved, not because members wish to use it, but because it is vital to maintain the accountability of the Board to the membership.

We have proposed a number of changes to the existing right to require an EGM to avoid concerns that it might be abused. We propose two additional requirements, that the members must be of long-standing (at least a year) and that at least five must be Groups, which should remove concerns that the right could be abused by special interest groups.

**Board background note**

The Board has submitted Special Resolution 6 for consideration by the 2016 Annual General Meeting, which also addresses the threshold required for members to convene an extraordinary General Meeting (EGM). A Background Note is provided to that Special Resolution, setting out its intent and the rationale.

This Special Resolution would maintain the threshold for calling an EGM at 100 members – approximately 0.08% of the total membership but introduces additional qualifying requirements.

Some points raised in the proposer's Background Note require clarification.

Continuing improvements have been made to communications between the Board and members since 2013.

In addition to calling an EGM and changing the Board, the members can submit Ordinary and Special Resolutions independently of the Board at a routine Annual General Meeting.

The proposer's Background Note states that the Board "can only be changed at an AGM and then only a third of the Board stand for election each year". To clarify, the AGM could, of course, express no confidence in the entire Board. Also, Board members are not elected by the AGM but, when an election is called, by a separate poll in which all members have a vote.

The Proposer's Background Note states that the Board's Special Resolution "increases the requirement to 1% of the total membership". It should be noted that the Board's proposal is to increase the threshold to 1% of total voting rights. Under current membership figures, this would equate to approximately 1200 individual members. However, because AIUK's local, student and youth groups each hold ten votes, the threshold could be reached with the support of approximately 120 groups.

## **SPECIAL RESOLUTION 7**

### **REDUCING THE NOTICE PERIOD FOR THE BOARD CALLING AN EXTRAORDINARY GENERAL MEETING**

**Summary:** Enables the Board to call an extraordinary general meeting on 14 days' notice where an ordinary resolution requires urgent consideration.

**Proposer:** AIUK Section Board

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

1. Deleting the existing Article 21.1.
2. Inserting the following Article 21 (immediately below the heading "Length of Notice"):
  - "21.1 The Directors may call an extraordinary General Meeting on at least 14 clear days' written notice, for the passing of ordinary resolutions, in urgent circumstances (as are reasonably determined by the Directors).
  - 21.2 Subject to Article 21.1, an AGM and any extraordinary General Meeting shall be called by at least 45 clear days' written notice."
3. If it has not otherwise been inserted into the Articles, inserting the following provision, at the correct alphabetical place in Article 1.1:
  - "1.1.23 "General Meeting" a general meeting of the Company;"
4. 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.

**Proposer background notes**

Article 20 of the new proposed Articles shows the principal effect of the resolution.

The default notice period in company law for a private limited company is typically 14 'clear days'. Some organisations also have constitutions which expressly enable a general meeting to be called at shorter notice than this, if agreed by a particular majority of members. However, as AIUK Section has over 120,000 Individual Members, this would be impractical for us to adopt.

As the Articles are drafted, AIUK Section's Board may also call an extraordinary general meeting at any time. However, at the moment the Board must give 45 clear days' written notice of the meeting.

The resolution enables the Board to call a meeting at shorter notice (14 clear days) should an urgent matter come up that requires a decision of the membership. The shorter notice period would only be used where an urgent matter came up which required a decision of the membership in an ordinary resolution.

The current provision (requiring 45 clear days' notice) would remain in all other circumstances, for example where a special resolution (such as a proposed change to the constitution) was required.

This resolution is supported by the GTF.

■ The proposal was accepted by 79% of respondents in the consultation on the constitutional review. Excluding those respondents who did not have a view, 92% agreed with the proposal.

## **SPECIAL RESOLUTION 8**

### **REDUCTION OF THE MAXIMUM SIZE OF THE BOARD AND REMOVAL OF RESERVED SEATS**

**Summary:** This principally reduces the size of AIUK Section's Board to a maximum of 12 and states that all of the elected Board places may be filled by members nominated by the requisite number of people from the entire membership.

**Proposer:** AIUK Section Board

It is hereby resolved by way of special resolution that the

Articles of Association of AIUK Section are altered by:

1. Deleting the number "15" in the current Article 33.1 and replacing it with "12";
2. Deleting, in the current Article 37.5, the words "that the appointment does not cause the number of Directors to exceed 15" and replacing it with "that no new appointment may be made under this provision if, following the appointment, the number of Directors will be greater than 12".
3. Replacing the words "12 Elected Directors" in the current Article 34.1.1 with "nine Elected Directors," and deleting the rest of the current Article 34.1.1.
4. Inserting the words " and subject to Article 33.2" after "Unless otherwise decided by ordinary resolution" in the current Article 33.1.

5. Inserting a new Article 33.2:  
*“33.2 If the total number of Directors exceeds 12 when these Articles are adopted, the maximum number of Directors set out in Article 33.1 shall only apply from the first point at which the total number of Directors is 12 or fewer.”.*
6. Inserting, at the end of the current Article 37.1 (before the full-stop), *“, provided that no new appointment may be made under this provision if, following the appointment, the number of Directors will be greater than 12”.*
7. Deleting the current Articles 36.8.2 (commencing *“the category of Elected Director”*); 36.10 (commencing *“Nominations for Elected Directors who are nominated by Local Groups”*); 36.11 (commencing *“Nominations for Elected Directors who are nominated by Networks”*); and 38.1.10 (commencing *“being a Country Co-ordinator”*);
8. Inserting the word *“and”* immediately following the current Article 36.8.1.
9. Deleting *“; or”* and inserting a full-stop at the end of the current Article 38.1.9.
10. Deleting the definition *“Country Co-ordinator”* in Article 1.1.
11. Deleting the words *“and the category of Director for which they have been nominated”* from the current Article 36.12;
12. Replacing the word *“four”* with *“three”* in the current Article 36.1;
13. Replacing the word *“six”* with *“five”* in the current Article 43.5; and
14. 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.

**Proposer background notes**

Article 34 of the new proposed Articles shows the resolution’s principal effect (but there are knock-on effects on a number of other Articles, as set out in the resolution).

Currently AIUK Section has a Board with a maximum membership of 15; of which 12 places are elected. In the normal course of business, some of these elected places are reserved for people nominated by Local Groups (2 places) and Networks (2 places), and one position would be reserved for a Country Co-ordinator.

Generally, a Group, 10 Individual Members, an Affiliate with 10 votes, or any combination of members with at least 10 votes can nominate candidates for the remaining seven elected places. While an individual may be nominated by a particular Group or constituency, as an appointed Board member they are not representative of that Group or constituency.

Not every Group and Network has been active in nominating people for election to their allocated Board places and Board members are too often elected unopposed. This is not good for democracy or for achieving a balanced Board with the necessary skills and experience.

The resolution proposes to remove the provisions about ‘reserved’ places. It ends the practice of limiting places to nominees from Local Groups and Networks. Instead, all elected Board member places would be open to any Member seeking election.

Membership of the Activism Sub-Committee has also been strengthened in the last year and its membership now includes places reserved for people nominated by Local Groups, Networks

and the Country Co-ordinators. The ASC’s remit is to ensure the Board has input from AIUK’s activist communities, and activist voices will remain a vitally important part of our governance.

The maximum size of the Board would also reduce to 12 people, but this would take effect gradually as directors retire.

A change has been made to the new Article 37.1. to state that only three Board members, rather than four, need to be selected to retire each year (subject to the other provisions in the Articles) and to the new Article 44.5. to reduce the quorum for Board meetings from six to five, to reflect the smaller Board.

There would continue to be up to three places available for co-opted Board members in order to address any specific skills gaps, providing that this will only occur when the total number of Board members is not higher than 12.

The GTF supported the proposal to open all elected Board member places to any Member seeking election, but opposed the proposal to reduce the maximum size of the Board.

■ The proposal to remove reserved places was accepted by 63% of respondents in the constitutional review consultation. Excluding those respondents who did not have a view, 86% agreed with the proposal. The proposal to reduce the maximum size of the Board was accepted by 59% of respondents. Excluding those respondents who did not have a view, 78% agreed with the proposal.

**SPECIAL RESOLUTION 9  
 AMENDMENTS TO THE ARRANGEMENTS FOR ELECTING  
 A CHAIR AND VICE-CHAIR OF THE BOARD**

**Summary:** Chair and Vice-Chair elected from amongst any of the Board members.

**Proposer:** AIUK Section Board

It is hereby resolved by way of special resolution that the

Articles of Association of AIUK Section are altered by:

1. Replacing the words *“from among the Elected Directors”* in the current Article 43.6 with the words *“from among their number”*.
2. 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.

**Proposer background notes**

Article 44.6 of the new proposed Articles shows the principal effect of the resolution.

At the moment the Chair and Vice-Chair of AIUK Section’s Board can only be one of the elected Board members; they cannot be co-opted Board members. This is unusual as most organisations elect the Chair and Vice-Chair of their board from amongst all their board members.

The resolution proposes that all of AIUK Section’s Board members shall be eligible to be elected Chair or Vice-Chair i.e. that the Chair and Vice-Chair of the Board could be either an elected or a co-opted Board member.

This proposal will enable AIUK to draw upon the widest pool of people, and attributes, for the role of Chair and Vice-Chair, and to the organisation’s benefit.



The proposal to elect the Chair from amongst the entire Board is supported by the GTF.

■ The proposal was accepted by 73% of respondents in the consultation on the constitutional review. Excluding those respondents who did not have a view, 82% agreed with the proposal.

### **SPECIAL RESOLUTION 10 AMENDMENT TO THE ROLE AND CONSTITUTION OF THE NOMINATIONS COMMITTEE**

**Summary:** Makes the Nominations Committee a Sub-Committee of the Board

**Proposer:** AIUK Section Board

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

1. Deleting the current Article 29 (“*Nominations Committee*”) in its entirety and replacing it with the following:
 

*“29 Nominations Sub-Committee*

  - 29.1 *There shall be a Nominations Sub-Committee consisting of at least three Directors or Individual Members appointed by the Board.*
  - 29.2 *The Nominations Sub-Committee shall provide an annual written report for the Members recommending the skills and experience it believes should be sought in the election of Directors.”*
2. Replacing all references to the “NC” with “*Nominations Sub-Committee*”.
3. Changing the definition of “*Nominations Sub-Committee*” in the current Article 1.1 (as amended by paragraph 2, above) so it states “*The committee established in accordance with Article 29,*”.
4. Deleting the definition “*NC Member*” in the current Article 1.1.
5. Deleting the words “*NC Members and*” from the definition of “*Members*” in the current Article 1.1.
6. 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.

#### **Proposer background notes**

The principal change is set out in the new Article 28.

The Nominations Committee is currently elected by members at the AGM to report and recommend to Amnesty’s members the skills and experience that the Committee believes should be sought in the election of Board members, and to the Board’s various sub-committees. Terms of Reference for the Nominations Committee were approved by the 2014 AGM, having been drawn up and recommended by the GTF. These Terms of Reference include the skills and experience considered to be important to become a committee member of the Nominations Committee. However, following this change, at the 2015 AGM only one person expressed an interest in becoming a member of the Nominations Committee.

In other organisations it is common to have such nominations committees as sub-committees of the Board.

Members of the Nominations Committee carry significant responsibilities. Making the Committee a sub-committee of the Board helps to formalise these responsibilities. This is also seen as increasing the likelihood of getting people with the right skills to join the sub-committee; enable the sub-committee to better

understand the skills needed by Board members; to better identify skills gaps, and thus to work more effectively.

Membership of the sub-committee would be a mix of individual Members and Board members.

The GTF agreed that this proposal should form part of the consultation on the constitution.

■ The proposal was accepted by 49% of respondents in the consultation on the constitutional review. Excluding those respondents who did not have a view, 85% agreed with the proposal.

### **SPECIAL RESOLUTION 11 AMENDMENT TO ARTICLES TO ALLOW THE ADOPTION OF RULES AND OTHER AMENDMENTS**

**Summary:** Clarifies that the Directors may draw up Rules, which may not be inconsistent with the Companies Acts, the Articles or any rule of law, and which must be approved by the Members in such manner and form as determined by the Directors.

**Proposer:** AIUK Section Board

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

1. The adoption of two new Articles after the current Article 50 “*Alteration of Articles*” as follows:
  51. **Rules**  
51.1 *The Directors may from time to time make, repeal or alter such rules as they think fit as to the management of the Company and its affairs. The Rules made under this Article from time to time shall be approved by the Members (such approval in such manner and form as reasonably determined by the Directors) and following this, shall be binding on all Members of the Company. No Rule shall be inconsistent with the Companies Acts, the Articles or any rule of law.*
  52. **Exclusion of model articles**  
*The relevant model articles for a company limited by guarantee are hereby expressly excluded.”*
2. Inserting the following definitions (if they have not otherwise been inserted) in the correct alphabetical place in Article 1.1:
  - “1.1.23 “*General Meeting*” a general meeting of the Company;”
  - “1.1.38 “*Rules*” those Rules proposed from time to time by the Directors and approved by the Members in accordance with Article 51;”.
3. Deleting the current Article 12 (“*Representatives*”) and inserting the following:
  12. **Representatives**  
12.1 *An Affiliate Member, Family Member or Local, Student or Youth Group may nominate a Representative to act on their behalf, in accordance with such procedures as may be set out in the Rules.”*
4. Deleting the words “(*including charging additional postage to Members living abroad*)” in the current Article 16.1.
5. Deleting the current Article 17.2 (commencing “*The Board, acting by resolution passed*”).
6. Deleting the current Article 19.2 (commencing “*The business of the AGM shall be*”).
7. 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.

**Proposer background notes**

Articles 52 and 53 of the new proposed Articles show the principal effect of the resolution.

At the moment AIUK Section’s Articles describe in detail the business of the AGM, the various categories of membership, and the AGM committees. Changes in practice that have been made over the years have not always been reflected in these Articles.

To overcome this problem the resolution proposes that Rules are drawn up to accompany the Articles. An ordinary resolution concerning adoption of the Rules will be presented to the AGM and information can be viewed at [www.amnesty.org.uk/rules](http://www.amnesty.org.uk/rules) or by contacting Supporter Care on 020 7033 1777.

The Rules allow for greater detail than is included within the Articles. This provision could allow certain wording which is currently in the Articles (with any alterations thought desirable) to be placed into Rules, which could then be changed with the consent of Members, but without the formalities (in relation to notice, quorum, special resolutions, etc.) which are necessary under company law to amend the Articles. Significant changes to the Rules will always be presented as ordinary resolutions. More routine proposals may simply be consulted on such as via Amnesty Magazine, our website, an online survey, and through the Activism Sub-Committee.

Certain provisions must remain in the Articles, in accordance with company law, the commitment to Members’ rights and democracy, and best practice.

The GTF discussed the principle of whether there should be Rules, and the process for their amendment, but they did not reach a conclusion on whether to support or oppose the proposal.

■ The proposal was accepted by 59% of respondents in the consultation on the constitutional review. Excluding those respondents who did not have a view, 90% agreed with the proposal.

**SPECIAL RESOLUTION 12  
OTHER AMENDMENTS TO THE ARTICLES**

**Summary:** To amend the Articles to take account of miscellaneous changes and any other changes which are made by other special resolutions passed at this meeting.

**Proposer:** AIUK Section Board

It is hereby resolved by way of special resolution that, with effect from the time immediately following the implementation of all other alterations to the Articles of Association of AIUK Section which have been agreed at this meeting (or any adjournment thereof), the Articles of Association of AIUK are altered by:

1. Amending all provisions highlighted in yellow and indicated (as added or removed) in tracked changes in the attached draft Articles of Association, and excluding those amendments which have been proposed by Special Resolutions 1 to 11 above (for the avoidance of doubt, the amendments are illustrated by the tracked changes, but the tracked changes themselves will not be inserted into the Articles of Association).
2. 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 (and, where applicable, amending the ‘level’ of the numbering so, for example, Article 15.1.1 would become Article 15.1, subject to any other necessary changes).

**Proposer background notes**

This resolution describes a number of miscellaneous changes to the Articles (these are set out in the new draft Articles of Association, and in particular in Articles 1, 5, 6, 10, 13, 14, 17, 19, 21-23, 26-27, 29-33, 36-40, 42, 45-49 and 51).

In particular, the resolution proposes:

- A new express power for AIUK to take out insurance policies (new Article 5.22);
- Amendments to the limitation to private benefit (new Article 6), reflecting benefits which may be provided to Members, and benefits which may be provided to Board members (Directors) and persons ‘connected’ to Directors, and which broadly have the effect of:
  - Allowing Members to receive money from Section as a beneficiary, in exchange for goods or services (including when employed by Section), interest on money lent, and rent.
  - Allowing that, providing that any policies on conflicts of interest are complied with, Board members and connected persons may receive money as a beneficiary; reasonable expenses; interest on money lent; rent; premiums in respect of indemnity insurance; and payment under the indemnity in the Articles.
  - Allowing, providing that any policies on conflicts of interest are complied with, that persons connected to Board Members (but not Board Members themselves) may be paid reasonable remuneration for goods and services (or employed), where this is explicitly authorised by a decision of the Board members who are not conflicted.
- Cessation of Membership (new Article 14): reflecting standard provisions that membership will cease on death or bankruptcy, or if a person is a Representative on behalf of a Member, and the Member ceases to exist or, if a Member is an incorporated body, if it is wound-up or liquidated etc.
- Inserting a provision (new Article 21) stating that, in every notice of general meeting, there should be a statement informing the members of their right to appoint a proxy (as is current practice).
- Voting rights (new Article 29): includes wording reflecting company law provisions on voting on a show of hands, and on a poll, and sets out a procedure for this.
- Adding new wording to deal with errors and disputes at general meetings (new Article 30).
- An updated process for members to appoint ‘proxies’ to attend, speak and vote at general meetings in their place (new Article 31).
- New provisions on electronic voting/attendance at general meetings (new Article 33) and delivery of certain communications by electronic means (new Article 37).
- Updated wording on the removal of a director if the Board reasonably believes that they have become physically or mentally incapable of managing their own affairs (new Article 39).

Other minor amendments are as marked in the Articles. The proposed Articles with the changes marked (and which is drafted on the basis that all of the resolutions at this meeting were approved) are enclosed with this notice.

# WORKING PARTY A

## A1 - AIUK'S STRATEGIC PLAN 2016-2020

**Summary:** A resolution to provide AGM approval for AIUK's Strategic Priorities for the years 2016 through 2020.

**Proposer:** AIUK Board

This AGM AGREES

the AIUK Strategic Plan 2016-2020;

that the Board should report on the progress of implementing the Strategic Plan at future Annual General Meetings.

### Proposer background notes:

During 2015, AIUK's Board has developed a Strategic Plan for AIUK covering the years 2016-2020. This has been informed by staff and Board discussions, as well as activist feedback to the global strategic goals consultation.

The Strategic Plan does not try to describe all the work that we will do over the next five years but sets out the main directions and priorities that AIUK Section will pursue, in co-operation with our partners in the international movement and with AIUK Charitable Trust.

In drafting the Strategic Plan, the Board has endeavoured to focus on fewer but clearer objectives than those contained in the previous strategic document – Strategic Directions 2011-2016. The plan will provide a framework that guides where AIUK will invest its resources. It will also enable improved accountability of the Board to AIUK's membership, as progress towards the achievement of objectives can more easily be reported to the Annual General Meeting and wider membership.

The draft Strategic Plan is available to view in the documents area of our website (for members) and is included in the AGM/National Conference materials. It sets out priorities in the following areas:

- Protecting the Rights of Refugees
- Protecting the Space for Civil Society
- Ensuring that human rights are respected, protected and promoted in the UK
- Responding to human rights crises
- Protecting individuals at risk
- Educating people about their human rights
- Increasing the impact of the Amnesty movement in the UK
- Growing our financial resources
- Connecting more people to human rights
- Ensuring political analysis informs our work
- Playing a full role in the international movement
- Enhancing our campaign and project management
- Assessing our impact, evaluating and learning
- Developing our people and culture
- Enhancing our governance
- Deploying technology effectively
- Being innovative in what we do

## A2 - HUMAN RIGHTS IN ERITREA\*

**Summary:** This AGM instructs AIUK to campaign for -1- the rights of Eritreans to have secured national borders; -2- the release of political prisoners in Eritrea; and -3- the rights of prisoners in Eritrea.

**Proposer:** Alex Jackson

This AGM instructs AIUK to campaign:

- 1 for the rights of Eritreans to have secure national borders as determined by international law by urging the UK Government, the EU and other international agencies to use all non-military means to persuade Ethiopia to withdraw from Eritrean territory;
- 2 for the release of all political prisoners in Eritrea and the ending of secret detentions; and;
- 3 for prisoners to have rapid and regular access to lawyers, doctors and relatives; effective legal process so that people can challenge their detention and treatment; independent judges; and fair trials within a reasonable time.

### Proposer background notes:

In 2002, the International Court at The Hague ruled on the positioning of the Eritrea/Ethiopia border. The international community has taken no significant measures against Ethiopia to encourage it to implement the ruling and still occupies large areas of Eritrea.

In 2015, the Ethiopian Prime Minister threatened Eritrea.

In Eritrea, national service continues to be indefinite, often lasting for decades. Conscripts include boys and girls as young as 16 as well as the elderly and conscription often amounts to forced labour. (Amnesty International)

"Most Eritreans have no hope for their future," Mike Smith, Chair of the UN Commission of Inquiry on Human Rights in Eritrea, March 2015

"The government has systematically used arbitrary arrest and detention without charge to crush all opposition to silence all dissent, and to punish anyone who refuses to comply with the repressive restrictions it places on people's lives." Amnesty International 2013.

Each month, about 5000 Eritreans flee their country (UNHCR) Of all the refugees who arrived in Italy in 2015, the largest number, 37,796, or almost 45% came from Eritrea.

About 1300 Eritreans drowned trying to reach Italy. (International Organisation for Migration)

In the UK, of those recognised as refugees and granted asylum in 2014, around 26% were from Eritrea (Home Office) For the eighth year running, Eritrea is ranked last from 180 countries in Reporters Without Borders Press Freedom Index.

### Board background note

\* Aspects of this Resolution are not consistent with Amnesty International's policies and therefore not possible for the Board to implement:

- To help safeguard its reputation for independence and impartiality, AI does not take a position on territorial disputes and only in exceptional circumstances does it either oppose or call for the use of military force or intervention, such decisions being made by the International Board (in consultation with Chairs of national Sections and structures). There are similar controls on decisions to call for other non-military means of exerting pressure, such as sanctions and embargos that have the potential to have a negative impact on human rights or on AI's reputation.
- The term 'political prisoner' includes both prisoners of conscience and those who have resorted to criminal violence (or have been accused of other ordinary crimes such as trespassing or destruction of property) for political

motives. However, it is only for prisoners of conscience that AI demands immediate and unconditional release. AI demands that political prisoners receive a fair trial within a reasonable time, in accordance with the internationally recognized right of all prisoners to a fair and prompt trial or to be released. [AI Handbook AI Index: ORG 20/001/2002]

AIUK's Board would not, therefore, be able to carry out the first two instructions set out in this Resolution.

Amnesty's work to date

Amnesty International currently has two active Individuals at Risk cases from Eritrea, Aster Fissehatsion and Dawit Isaak. Both are considered to be prisoners of conscience.

Amnesty International UK is currently working on one of these cases, Aster Fissehatsion. Campaigning on this case has been led by both the volunteer Country Coordinator and the Individuals at Risk staff team. Her case was included in the Real Lives section of the AIUK magazine (summer 2015 edition) and has been the subject of an online petition, promotion on social media and to local groups who have signed up to work on Eritrea. We have also published a blog from her son. The petition received 1200 signatures and was passed to the Eritrean embassy in September 2015.

Amnesty's existing plans

AIUK's ability to campaign on Eritrea is dependent on the outputs of AI's International Secretariat, which is in the process of appointing a staff Campaigner for Eritrea after a significant period without one. They will start in spring 2016 and once established can develop campaigning plans for the two Individuals at Risk cases in Eritrea.

AIUK is able to work on the additional case of Dawit Isaak if the Country Coordinator has capacity to do so and requests for the case to be added to the AIUK Individuals at Risk portfolio.

Resource implications

The majority of AIUK's campaigning work on Individuals at Risk, including prisoners of conscience in Eritrea is led by our volunteer Country Coordinator. Their capacity to campaign on prisoners of conscience is limited by the availability of IS-approved materials and their own capacity. Country Coordinators are asked to devote an average of 5-7 hours a week to this role. On the assumption that campaign work could continue to be led by the Country Co-ordinator, financial resource implications would be negligible.

**A3 - WESTERN SAHARA**

**Summary:** The resolution calls for Amnesty International UK to campaign against continued human rights violations in Western Sahara.

**Proposer:** Cambridge City Group

This AGM instructs the AIUK Board to: where possible using existing resources, increase its campaign activity for the human rights of the indigenous Sahrawi population in Western Sahara, focusing on human rights activists and prisoners of conscience in particular. This should include campaigning for the UN Security Council to include a human rights monitoring mandate in its Mission for the Referendum in Western Sahara (MINURSO).

**Proposer background notes:**

This AGM notes that Amnesty International has documented

human rights abuses by the Moroccan authorities against Sahrawi activists and human rights defenders. However, the 40-year old conflict and the continued clamp down on all advocates of Sahrawi self-determination in Western Sahara, annexed by Morocco in 1975, goes largely unnoticed.

Sahrawi political activists, protesters, human rights defenders and media workers face an array of restrictions affecting their rights to freedom of expression, association and assembly and are liable to arrest, torture, other ill-treatment and prosecution. Amnesty has called for the release or retrial of several activists who are imprisoned following an unfair trial and who have claimed to have been tortured or been subject to other ill-treatment.

The authorities do permit protests but forcibly disperse gatherings when they occur, often using excessive force. Sahrawi citizens, including minors, are frequently detained following their participation in peaceful protests and report torture and other ill-treatment during detention and interrogation as well as inadequate prison conditions.

Moroccan officials in Western Sahara have frustrated attempts by human rights groups such as the Sahrawi Association of Victims of Grave Human Rights Violations Committed by the Moroccan State (ASVDH) to obtain official registration, which they require to operate legally, have official premises, hold public events, and apply for funding.

At least 39 foreign journalists and activists reported that Moroccan authorities barred them from entry or expelled them from Western Sahara in 2014.

For several years, Amnesty International has been calling for a UN human rights monitoring mechanism to be set up, with the power to look at both Western Sahara and the Sahrawi refugee camps in Tindouf, Algeria, to provide independent and impartial reporting on the human rights situation, including allegations of torture and other ill-treatment. It would play a key role in documenting human rights violations that would otherwise go unreported, and prevent unfounded accusations in other cases.

In April 2015, the UN Security Council again extended the mandate of the UN Mission for the Referendum in Western Sahara (MINURSO) for a year, but without adding a human rights monitoring component.

**Board background note**

Amnesty's work to date

AIUK has not done any campaigning on individuals at risk from Western Sahara in the past two years. There are no Individuals at Risk cases on the AIUK portfolio and the only case on the IS portfolio has not been updated in the past five years, due to the Arab Uprising diverting focus at the IS.

The Moroccan government has not allowed Amnesty access to Morocco and Western Sahara since October 2014 and this has reduced the ability to obtain information on prisoners of conscience and human rights defenders there.

Amnesty's existing plans

AIUK's ability to campaign on Western Sahara is dependent on outputs from the International Secretariat, which is in the process of finalising its next operational plan. Morocco and Western Sahara will fall under the global campaign on Shrinking Space for Human Rights, which is expected to launch in 2017. They anticipate publishing more campaign activities when

pertinent, particularly regarding prisoners of conscience.

The International Secretariat North Africa team is scheduled to move to Tunis in 2016 as part of the Global Transition Programme. During this transition period, it is expected there will be a reduction in capacity and therefore output.

When the global campaign brief for Shrinking Space for Human Rights is released in autumn 2016, AIUK will be able to determine if Sahrawis will form a part of this campaign in the UK.

#### Resource implications

The majority of our campaigning work on individuals at risk, including prisoners of conscience and human rights defenders in Western Sahara is led on by our volunteer Country Coordinator. Their capacity to campaign on prisoners of conscience and human rights defenders is limited by the outputs of the International Secretariat team as well as their own availability. Country Coordinators are asked to devote an average of 5-7 hours a week to this role. On the assumption that any campaigning work would continue to be led by the Country Coordinator or forms part of the forthcoming global campaign, the financial resource implications would be negligible.

### **A4 - REVIEW OF AMNESTY INTERNATIONAL'S INTERNATIONAL POLICY ON ACCESS TO ABORTION SERVICES**

**Summary:** A resolution to confirm whether AIUK's membership wishes to seek a review of Amnesty International's policy on access to abortion, leading to support for wider access to legal and safe abortion based on a woman's right to choose.

**Proposer:** AIUK Board

#### **THIS AGM ENDORSES**

The Board's intention:

- I. To initiate a process of discussion to determine if the international movement would support a review of Amnesty's current policy on abortion.
- II. That in such discussion, AIUK's Board will support a change in policy to assure wider access to legal and safe abortion services based on a woman's rights to choose whether or not to terminate her pregnancy, subject to reasonable restrictions.
- III. That the AGM supports action by the Board to promote policy change through ICM discussions or a resolution in 2017 and beyond.

#### **Proposer background notes:**

Following instructions from the 2015 AGM Decision B3, the Board initiated a membership consultation to determine the views of Amnesty UK members on our current policy on abortion. The consultation was conducted from 3 November to 3 December 2015. There were 4,651 responses in total. There were 4,601 respondents who answered the question "Would you support an action by Amnesty UK's Board to request a review of Amnesty's policy on abortion, to allow the organisation to call for access to safe and legal abortion based on choice (pro-choice)?" Of these,

69.69% replied "yes"  
18.76% replied "no"  
11.65% replied "don't know".

The full results of the survey can be viewed in the members' area of the website at [www.amnesty.org.uk/consultation](http://www.amnesty.org.uk/consultation)

Amnesty International's current policy calls for the decriminalisation of abortion under all circumstances. This means eliminating all criminal penalties for women and girls seeking an abortion on any ground, as well as for health care providers and others performing abortions or assisting in obtaining such services.

Additionally, governments must provide access to abortion services for all women and girls, at a minimum, when: any woman or girl becomes pregnant as the result of rape, sexual assault or incest, or where a pregnancy poses a risk to a woman or girl's life, or a risk to her physical or mental health and in cases of severe foetal impairment (including fatal foetal impairment).

Supporting abortion in the case of choice would mean advocating for governments to remove any restriction on abortion that unreasonably interferes with a woman's exercise of her full range of human rights, and taking all necessary steps to ensure that women have access to safe and legal abortion services. Reasonable restrictions might include medical licensing regulations and reasonable gestational limits, provided these are not onerous or discriminatory.

The views of the AGM will not result in a direct change of policy. Policies of this nature are determined at global level and are discussed internationally and then taken to Amnesty's International Council Meeting.

This issue may be regarded as sensitive in other parts of the movement. This resolution therefore clarifies the policy that AIUK's Board would support. It calls on the Board to initiate discussions within the international movement but stops short of requiring the Board to table a resolution for policy change at the next ICM, as this may prove premature and may pose risks for Amnesty entities elsewhere.

### **A5 - CLIMATE CHANGE IS A HUMAN RIGHTS ISSUE**

**Summary:** This resolution calls for Amnesty International UK to bring forward a motion to the 2017 International Committee Meeting (ICM), calling for the development of research and policy on the human rights impact of climate change and consideration of climate change as a global priority campaign.

**Proposer:** Edinburgh University Amnesty International Society

**Secunder:** University of Kent Amnesty International Society

This AGM instructs the Board to:

- Advocate for and support a global priority campaign on climate change during the next review process.
- Develop and bring a resolution to ICM 2017 calling for the below.

#### ICM 2017 Resolution

- Establish and resource a working group in the IS developing a strategy towards:
  - researching and communicating the impact of climate change on human rights;
  - highlighting the obligations of states and corporations by using the human rights framework; and
  - establishing what action is needed from a human rights perspective to hold states and corporations effectively to account and safeguard human rights in the face of climate change.
- Include a climate change perspective on human rights as a selection criteria of the review process for establishing global priority campaigns.

**Proposer background notes:**

Climate change is the major human rights challenge of the 21st century. It affects the most fundamental human rights, including the rights to life, dignity, health, shelter, food, water, and security. For example, the impact on agriculture is likely to leave 600 million people suffering famine and drought, while 250 million could be displaced by 2050. It particularly affects the rights of indigenous communities, women and children. Amnesty International’s (AI) mission is not only to end, but also to prevent such human rights abuses.

AI has taken key first steps by supporting advocacy groups, including the Global Call for Climate Action & Human Rights and the Climate Change Working Group. Importantly, AI has acknowledged the relevance of climate change to its Strategic Goals and the need to develop its own climate change policy. However, we continue to refrain from putting resources into developing a climate change strategy.

Environmental campaigning typically concerns compliance with international climate change agreements. While invaluable, such advocacy is incomplete without our expertise in the more tested and stringent framework of international human rights law. As such we are better placed to: 1) show that climate change violates human rights; 2) pinpoint the violators and victims; and 3) identify what action is needed from a human rights perspective. The most socially, economically and culturally marginalised communities face both the greatest risks from climate change and the greatest barriers to holding governments and corporations to account.

Campaigns like “Demand Dignity” demonstrate our experience in amplifying the voices of marginalised communities; holding states and corporations accountable; ensuring large-scale development projects do not violate human rights; and, guaranteeing the fair treatment of human rights defenders.

**Board background note**

Amnesty’s work to date

Climate change was considered at the International Council Meeting in 2011 and, most recently, in 2015. Last year’s ICM discussion, which was not based on a Resolution, concluded that climate change is connected to all other human rights, that climate justice should be included in the Theories of Change for the international movement’s Strategic Goal 2 and that there is a need to build climate justice into the work that AI is already doing.

In November 2015, ahead of the 21st Conference of Parties to the UN Framework Convention on Climate Change, the International Secretariat published a Questions and Answers document on the issue (AI Index IOR 51/2909/2015). This sets out the implications of climate change, noting that it is ‘on course to become one of the most significant threats to human rights’.

The document notes that AI can add value by ‘drawing attention to how human rights law and institutions can help address injustices arising from climate change’ and notes that AI provided legal advice to Greenpeace in a petition to the Philippines Commission on Human Rights.

Amnesty International has also added its voice to other organisation, joining the Global Call for Climate Action. It is also a member of the Human Rights and Climate Change Working Group, which brings together civil society organisations, academic experts and practitioners to support efforts to include

human rights protections in international climate laws and standards.

Amnesty’s current plans

The Q&A suggests that a number of the actions called for in this Resolution are already in the International Secretariat’s plans. It states *‘Amnesty International will engage on the topic of climate change on a long-term basis. However, due to our existing commitments, we do not have any planned research on climate change in the short-term. Instead, we are carrying out limited work to develop our strategy, our knowledge on the issue, and collaborating with other partners. This work includes: Jointly issuing public statements with partners on human rights obligations in regard to climate change; providing advice to and partnering with other NGOs that seek to use human rights arguments before courts and human rights bodies and forming an internal working group to develop a long-term strategy’.*

It is the responsibility of the International Council to agree AI’s global strategy but the decisions on the global campaigns that will help to take the strategy forward are taken by the International Board. Topics for the movement’s next long-term global campaigns have already been decided, following a period of review. The first, expected to launch later in 2016, will focus on the global refugee crisis. The second, to launch next year, will address the problem of shrinking civil society space, which is presenting fundamental challenges to human rights organisations around the world. The duration of these campaigns has not been fixed but it is expected that they will last well beyond the next ICM. It is therefore unlikely that there will be a further review in the short-term.

A copy of the climate change Q&A has been placed in the members-only documents area of AIUK’s website.

Resource implications

The resource implications of taking a Resolution to an International Council Meeting are negligible.

## WORKING PARTY B

**B1 – VOTING RIGHT FOR ELECTIONS HELD AT THE AGM**

**Summary:** To change the voting rights for the elections that are held at the AGM to one person equals one vote

**Proposer:** Simon Langton Girls’ Grammar School Group

This AGM instructs AIUK to:

Amend the voting rights at the AGM elections to be in line with universal suffrage (1 person equals 1 vote) to enhance the democratic nature of AIUK, instead of the pre-existing voting rights.

This should become effective for the 2018 AGM. This will require a Special Resolution at the 2017 AGM

**Proposer background notes:**

As It currently stands the voting rights for elections held at the AGM are :

- 1 vote for an individual member
- 10 votes for Local, Student and Youth groups
- 1 vote for the first 5,000 members of an affiliate and a

further 1 vote for each further 10,000 members or part thereof up to the maximum of 10 votes.

When attending the AGM many groups meet before coming to the AGM to discuss the resolutions and at those meetings they decided whether they will be for or against a resolution. However, with AGM elections, information is not given beforehand about the candidates as the candidates have until 6pm on Saturday evening to be nominated. To add to that the speeches given by the candidates as to why we should vote for them are not given until a couple of minutes before the voting takes place. This simply is not enough time for discussion with group members about who they believe is suitable for the position or to raise any concerns and then decide, as a collective, who they should vote for. The majority of people who vote during the AGM elections do it based on their own decision rather than a group decision which compromises the democratic nature of the AGM and AIUK itself.

Reforming the voting rights for elections held at the AGM to align with universal suffrage by making the voting rights 1 person equals 1 vote would increase the democratic nature and fairness of the AGM which is one of the core values of the AGM.

### **Board background note**

#### Amnesty's work to date

The question of amendments to weighted voting rights has not been included in the process of constitutional review and consultation that has led to Special Resolutions at the 2015 and 2016 Annual General Meetings.

In 2014, following a recommendation from the Governance Task Force and a Resolution tabled by AIUK's Board, the Annual General Meeting decided that members standing for a position on the Nominations Committee should circulate a short statement to the AGM for consideration prior to the ballot. This was intended to assist Members in determining the relative suitability of candidates. However, this statement does not need to be circulated before the AGM, which would support consideration in group meetings or by proxy voters.

#### Amnesty's existing plans

There are no existing plans for further reform of AIUK's Articles of Association in the short-term.

#### Resource implications

At the time of writing, the resource implications of this Resolution are not known as further legal advice is required.

## **B2 - CLOSURE OF HUMAN RIGHTS NGO ACCOUNTS BY THE CO-OP BANK**

**Summary:** This resolution calls on AIUK to take action to challenge decisions of the Co-operative Bank and related government regulations which have led to the bank closing the accounts of many human rights organisations including the Palestine Solidarity Campaign.

**Proposer:** Richard John Barnes

This AGM instructs the AIUK Board to:

- Express serious concerns publicly about the adverse impact of the Co-operative Bank's account closures on human rights organisations and other NGOs, having regard to the issues raised by the Charity Commission and others
- Seek further explanations and information from the Co-operative Bank on the grounds and motivation for these account closures

- Take appropriate action to persuade the Co-operative Bank to give effect to its ethical principles and to adopt policies and practices that facilitate civil society organisations to operate freely, to undertake advocacy, and to support individuals and communities at risk, including Human Rights Defenders
- Raise its concerns about the human rights impacts of regulatory requirements with relevant ministers, departments and representatives of the UK Government, and with the UK Charity Commission
- Undertake further research on the situation, in coordination with the AI International Secretariat
- Collaborate with and support UK and European organisations engaged in dialogue with the Financial Action Task Force, and relevant UK governmental bodies
- Review AIUK's relations with the Co-operative Bank and other banks in view of the above evidence
- Report back to the membership with recommendations on appropriate action

### **Proposer background notes:**

#### Account Closures

In 2015 the Co-operative Bank suddenly closed the accounts of organisations working to provide aid or promote human rights in Palestine, Nicaragua and Cuba. The bank's responses to enquiries were vague and inadequate, stating that the account did not fit their "risk appetite". The bank may be concerned about the risks of failing to comply with stringent regulations to safeguard funds from reaching terrorists. However, the bank has made little effort to assess the NGOs, rejecting them on little evidence of risk.

AIUK has a bank account and an affinity card arrangement with the Co-operative Bank.

The closure of accounts of organisations working for humanitarian aims is in direct opposition to the bank's promotion of itself as an ethical bank.

#### Banking Regulation

The Financial Action Task Force (FATF), set up by the G7 States, developed regulation measures for the banking sector to counter the financing of terrorism. States responded with new regulations for banks. Failure to comply risks major legal action and huge financial penalties. Without adequate evidence FATF singles out NGOs as particularly vulnerable and a serious risk for potential financing of terrorism. Banks have reacted by simply avoiding risks, including closing accounts of some NGOs, despite their activities being entirely legitimate.

This adverse development has major consequences for civil society, not only in the UK but globally where it sends a signal to repressive states who use it to justify and tighten restrictions on civil society. It has been criticised by: David Anderson QC, Independent Reviewer of UK Anti-terrorism legislation; Maina Kiai, UN Special Rapporteur on the Rights to Freedom of Peaceful Assembly and Association; and the Charity Commission. The latter asserts that financial access is critical in the regulation and safeguarding of the NGO sector and says: charities need bank accounts for good governance; formal banking systems are a prudent way to ensure charity funds are safeguarded; the benefits and safeguards provided by an established and regulated banking system far outweigh any risk.

The government is preparing for FATF's evaluation of the UK in 2018 and undertaking a national risk assessment. Banks are likely to focus on shedding risk. Further restrictive legislation

and practices are likely unless action is taken to provoke government, regulators, and banks into finding solutions to avoid these unintended consequences of the very necessary provisions for anti-terrorist controls.

**Board background note**

Banking arrangements with the Co-op Bank

In 1997, the Annual General Meeting passed a resolution calling for AIUK to exclusively use a bank with ethical standards for its banking services. Since then, we have used the Co-op for our current and deposit accounts, mortgage financing related to the Human Rights Action Centre and the Direct Debit Scheme for collecting regular donations and paying suppliers.

Affinity Partnership with the Co-op Bank

For over 15 years AIUK have been offering an affinity credit card through the Co-op bank (a credit card, provided by the Co-op bank, that generates a donation for AIUK through its use). This credit card has generated over £2,000,000 for our human rights work. There are currently just over 15,000 users of the Amnesty International Affinity Credit Card, producing £218,000 of income for AIUK in 2015. Of this, £24,700 was received as a donation to AIUK Section, with the remainder donated to AIUK Charitable Trust, a legally separate entity.

Over 2016, we will continue to promote the affinity card and are due to sign up to Co-op’s rewards scheme. This new scheme provides current account users with a monthly reward, which they can donate to their favourite charity. We estimate that this may generate a further £62k for our work.

Amnesty’s work to date

AIUK has expressed our concerns to the Co-operative Bank about the human rights implications of closing the accounts of civil society organisations, asked how they ensure they do not take action against bona fide organisations engaged in legitimate activity, and how they can reconcile their actions with their ethical principles. The Bank’s response lacked detail and explanation, reflecting their public position. We sent a follow up email questioning aspects of their response and seeking further information. We have not received a reply.

AIUK staff have also been monitoring the work of organisations (including the European Centre for Not-for-Profit Law and the Human Security Collective) that are focussing on the potentially negative consequences of the Financial Action Task Force (FATF) Recommendation 8, on the not-for-profit sector’s operating environment.

Amnesty’s existing plans

We plan to continue our engagement with the Co-op to establish what further explanation can be provided for its actions, acknowledging that legal and confidentiality constraints may apply to specific decisions. We are exploring what options are available, within our existing resources, for analysis of relevant banking regulations to assist this process.

The Financial Action Task Force is an intergovernmental body that produces recommendations on anti-money laundering and counter-terrorist financing measures, such measures being applied in different jurisdictions. Due to its international nature and the possibly complex analysis required to assess the human rights impact of implementation measures, the International Secretariat is likely to be best placed to lead on analysis of the FATF-related regulations.

Goal 1 of the movement’s Strategic Goals 2016-2019 states

that AI will ‘support laws and policies that allow civil society to thrive’ and ‘tackle laws and policies that prevent people from defending human rights’. A new global campaign addressing the ‘shrinking space for human rights defenders’ is planned for launch in 2017. AIUK would support the analysis of financial regulations (alongside administrative and other measures) as part of the global campaign or in pursuit of the wider goal. We will engage with the International Secretariat accordingly.

Resource implications

Continued engagement with the Co-operative Bank falls within our existing plans. AIUK will also liaise with the International Secretariat to recommend analysis of Financial Action Task Force policies, recommendations. Such steps do not have a significant implication for AIUK’s plans or resources. More detailed analysis of and engagement in this issue could require potentially significant expenditure and staff time that currently falls outside our budgets and plans.

**B3 - USE OF LIVE STREAMING AND ONLINE VOTING AT THE AIUK AGM**

**Summary:** A resolution intended to open up decision making at the AGM to the full AIUK membership, and allow greater representation and communication for all groups and members.

**Proposer:** Shetland Group

This AGM instructs the AIUK Board to:

- make a full commitment to having the main sessions of the AGM available to live stream exclusively to registered AIUK members across the UK by the 2018 AGM.
- find a method of implementing online voting to allow registered AIUK members across the UK to vote on resolutions in real time, and to have a proposal on how this will be implemented prepared to present to the 2017 AGM.

**Proposer background notes:**

AIUK has over 200,000 members. Each one is entitled to a vote at the AGM to influence policy. If two thousand Amnesty members attended an AGM that would still be 0.01% of the AIUK membership. In this example, 99.99% of Amnesty members are not represented.

87% of AIUK members have never attended an AGM (this statistic was quoted at the AI Board Questions 2015 AGM).

The cost to the Shetland Islands Branch to send delegates to the AGM is in excess of £1,000.

**Board background note**

Two clarifications are required to the proposer’s background note:

AIUK has just over 120,000 members with the right to attend and vote at our Annual General Meeting.

89% of members who responded to a 2014 governance survey (conducted by NCVO) reported that they had never attended an AGM. There were just over 4,000 respondents to the survey. The percentage of all members who have never attended an AGM is likely to be higher than 89%.

Amnesty’s work to date

AIUK’s Board recognise that many members find it difficult to attend the AGM in person and we have been seeking ways to remove some of the barriers to participation. Promotion of the 2016 AGM and National Conference has emphasised that it is free to attend (except for travel and accommodation costs)



and, this year, we are trialling an online proxy voting platform to enable members to more easily cast their vote on AGM Resolutions.

Importantly, the Board has tabled Special Resolution 12 at the 2016 AGM. This proposes a new Article 33, which provides the necessary constitutional basis for the kind of remote participation envisaged by the Resolution from Shetlands Group.

#### Amnesty's existing plans

The Board recognises that it would be desirable to facilitate live-streaming of the AGM and remote participation in the event, which is why it is seeking to introduce the necessary constitutional provision. However, there are no plans for taking this forward in the short-term. Initial enquiries suggest that there may be logistical challenges relating to membership validation, which would be required for remote participation.

#### Resource implications

It is probable that scoping proposals or options for presentation at the 2017 AGM could be achieved within existing staff and financial resources, although this might displace other work relating to AIUK's governance. The cost and other implications of implementing live-streaming and remote participation are not known but could be presented to the 2017 AGM for further consideration.

### **B4 – BANNERS AND PLACARDS FOR GROUPS AND NETWORKS**

**Summary:** Production of banners and placards for campaigning action

**Proposer:** Chelmsford Local Group

This AGM calls on AIUK Section to produce durable banners and placards for local groups and networks to use when engaged in campaigning, awareness raising, fundraising or educational events.

**Proposer background notes:** There has been no AIUK Section approved weather and windproof banner produced since "Do the Human Right Thing" and groups continue to use even older banners for events. With no banners in the current official AIUK logo, font and colours, Amnesty displays do not give the public the coherent image we seek to portray.

#### **Board background note**

##### Amnesty's work to date

There are currently a variety of resources available to all groups of activists - including banners and placards (both generic and promoting specific campaigns / projects). The 'Do the Human Right Thing' banner is the most weather-proof and durable resource that we have.

##### Amnesty's existing plans

In 2016 we will be reviewing all activist resources and working with activists to identify opportunities to produce new resources to support our plans for growth and enhanced support for our campaigns in communities throughout the UK. This will be done in the context of a wider communications review and as part of this work, we will work with activists to ensure the materials we provide are durable and suitable for the locations and environments required by activists.

##### Resource implications

We would expect to spend around £5,000 to supply each group

with an updated weather-proof banner in the same material as the current 'Do The Human Right Thing' banners. This expenditure is included in the budget for the planned review of activist resources and so there are no additional resource implications of this resolution.

### **B5 – DEVELOPING A BODY OF RULES FOR THE GOVERNANCE OF AIUK**

**Summary:** A resolution establishing Interim Rules for AIUK and requiring the Board to consult on a wider body of rules before presenting them for adoption at the 2017 AGM.

**Proposer:** AIUK Board

The AGM DECIDES

- A. That the Board shall draft Rules to support the governance of Amnesty International UK Section;
- B. That the Rules shall not be inconsistent with the Companies Act, AIUK Section's Articles of Association or any rule of law;
- C. That, the Board shall consult with members on the draft Rules before submitting them to the 2017 Annual General Meeting for adoption by ordinary resolution;
- D. That, in case of any conflict arising between governance provisions, law shall have precedence, followed by AIUK Section's Articles of Association, followed by any Rules adopted

The AGM ADOPTS the following Interim Rules as binding, with the numbering and cross-referencing of Articles to be updated to take account of any Special Resolutions of the Company adopted at the 2016 AGM;

1. Interim Rules concerning Representatives of Affiliate Members, Family Members or Local, Student and Youth Groups.
  - 1.1 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.
  - 1.2 Each Family Member shall nominate in writing one individual who shall be the Representative of the relevant Family Member.
  - 1.3 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.
  - 1.4 If a Representative is unable to attend a meeting of the Company 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 meeting of the Company. The Representative shall provide their alternate with a letter of authorisation which the alternate shall produce upon request.
2. Interim Rules concerning the withdrawal of Network Status
  - 2.1 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 accorded in accordance with the provisions of Article 16.1 from any organisation 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 the Company.

**Proposer background notes:**

Currently, the various governance bodies of Amnesty International UK Section and its members are required to act in accordance with the law, the Articles of Association and any applicable Special Resolutions duly adopted at a General Meeting (with 75% majority required to secure approval). Special Resolution 11, to be considered by the 2016 AGM, would clarify that the Board may draw up Rules and the background note to that Special Resolution sets out implication of the change.

What is included in the Rules will need to be determined after the AGM but they could, for example, set out how AIUK's Groups appoint their representatives at the AGM, how Networks are established and recognised, how elections to the Board are conducted and the terms of reference for any committees and similar bodies that are specified in the Articles of Association. This is expected to increase transparency over some governance processes and clarify how decisions that concern such processes should be made.

This ordinary resolution does two things. First, it requires the Board to consult the membership before submitting a final body of Rules for approval at the 2017 AGM.

Second, it adopts Interim Rules concerning the Representatives of Affiliate and Family members, and of Local, Student and Youth Groups and the requirements that are necessary for the Board to withdraw recognised status from a Network. These provisions are currently included in the Articles of Association (Article 12.1 to 12.4 and Article 17.2 respectively) which will be deleted should Special Resolution 11 be agreed by the AGM.

Special Resolution 11 also deletes Articles 15.1 (which gives a power to charge additional postage to Members living abroad) and Article 19, which sets out the business of the AGM. It is not suggested that these be included in the Rules. The business of the AGM is already set out in the Standing Orders.