

Amnesty International UK
NATIONAL
CONFERENCE
AND AGM 2016



DECISIONS

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NOTE:

Special Resolutions (S) required 75% majority to pass.

Ordinary Resolutions (A&B) required 50% majority to pass.

CARRIED RESOLUTIONS

TREASURER'S RESOLUTIONS

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.

Votes FOR: 2,088 (99.48%)

Votes AGAINST: 11 (0.52%)

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.

Votes FOR: 2,022 (98.11%)

Votes AGAINST: 39 (1.89%)

SPECIAL RESOLUTIONS

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).

Votes FOR: 2,424 (95.21%)

Votes AGAINST: 122 (4.79%)

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.

Votes FOR: 1,900 (76.83%)

Votes AGAINST: 573 (23.17%)

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; or

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.

Votes FOR: 1,920 (76.89%)

Votes AGAINST: 577 (23.11%)

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.

Votes FOR: 1,800 (77.65%)

Votes AGAINST: 518 (22.35%)

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

Proposer: Liesbeth TenHam (Secunder: Saffron Walden Local Group)

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 20.1 after the words “*at least 100 Members*”.

Votes FOR: 1,753 (79.39%)

Votes AGAINST: 455 (20.61%)

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.

Votes FOR: 1,942 (81.84%)

Votes AGAINST: 431 (18.16%)

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

- 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.

Votes FOR: 1,713 (81.77%)

Votes AGAINST: 382 (18.23%)

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:
“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.

Votes FOR: 1,691 (79.24%)

Votes AGAINST: 443 (20.76%)

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).

Votes FOR: 1,830 (88.75%)

Votes AGAINST: 232 (11.25%)

ORDINARY RESOLUTIONS: 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.

Votes FOR: 2,303 (99.05%)

Votes AGAINST: 22 (0.95%)

A2 - HUMAN RIGHTS IN ERITREA

Summary: This AGM instructs AIUK to campaign for -1- the release of prisoners of conscience in Eritrea; and -2- the rights of prisoners in Eritrea.

Proposer: Glasgow Daytime Group

This AGM instructs AIUK to campaign:

- 1 for the release of all prisoners of conscience in Eritrea and the ending of secret detentions; and;
- 2 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.

Votes FOR: 2,135 (89.71%)

Votes AGAINST: 245 (10.29%)

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).

Votes FOR: 2,228 (95.38%)

Votes AGAINST: 108 (4.62%)

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.

Votes FOR: 2,050 (87.98%)

Votes AGAINST: 280 (12.02%)

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

Seconder: 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 and otherwise work to influence and ensure adequate implementation of the setup of the currently established working group

ICM 2017 Resolution

- Resource the 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, corporations and other organisations 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.

Votes FOR: 1,851 (74.01%)

Votes AGAINST: 650 (25.99%)

ORDINARY RESOLUTIONS: 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.

Votes FOR: 1,303 (66.28%)

Votes AGAINST: 663 (33.72%)

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 Cooperative 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

Votes FOR: 1,895 (88.88%)

Votes AGAINST: 237 (11.12%)

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 *[As Shetland Group were unable to attend the AGM, this resolution was moved on their behalf by Malcolm Dingwall-Smith]*

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.

Votes FOR: 2,106 (93.85%)

Votes AGAINST: 138 (6.15%)

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.

Votes FOR: 1,910 (93.54%)

Votes AGAINST: 132 (6.46%)

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.

Votes FOR: 1,906 (89.82%)

Votes AGAINST: 216 (10.18%)

RESOLUTIONS NOT CARRIED

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.

Votes FOR: 1,222 (54.50%)

Votes AGAINST: 1,020 (45.50%)

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.

Votes FOR: 1,106 (47.90%)

Votes AGAINST: 1,203 (52.10%)

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”*);

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- 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.

Votes FOR: 1,636 (69.77%)

Votes AGAINST: 709 (30.23%)

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.

Votes FOR: 1,316 (60.62%)

Votes AGAINST: 855 (39.38%)
