

**Statute of Amnesty International Aotearoa
New Zealand Incorporated**

**Approved by the
Annual Meeting May 2018**

**STATUTE OF AMNESTY INTERNATIONAL AOTEAROA NEW ZEALAND
INCORPORATED**

Statute as passed by Amnesty International Aotearoa New Zealand Annual Meeting 1985 and as amended by 1988, 1990, 1991, 1996, 2002, 2004, 2005, 2008, 2012, 2015, 2016 and 2018 Annual Meetings.

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1. INTERPRETATION

1.1 USE OF IN THIS STATUTE:

- **AIANZ** is Amnesty International Aotearoa New Zealand Incorporated;
- **AI** is Amnesty International, a worldwide organisation of people who undertake research and action to prevent and end grave abuses of human rights;
- **Annual Meeting** includes an Annual General Meeting and an Extraordinary Meeting of AIANZ;
- **Board** is the governing Body of AIANZ
- **Borrow[ed] money** in clauses 18.11 and 18.12 only refers to monies above a figure of \$25,000.00;
- **CE** is the Chief Executive of AIANZ and any reference to the CE in this Statute can be read as referring to the most senior staff position in AIANZ even if the title for that position is no longer 'Chief Executive';
- **Common seal** can refer to an official stamp for AIANZ;
- **Emergency motions** are those motions for an Annual Meeting that are determined by the Board to be of an emergency nature;
- **Financial statements** mean the AIANZ financial statements for the previous year ending 31 December and including the appropriate disclosure of all information as required by law;
- **Rules** are those made by the Board in accordance with the process set out in clauses 11.10 to 11.12;
- **Sections / Structures** are Amnesty International as established in each country - AIANZ is the New Zealand Section;
- **Staff** are the paid employees of AIANZ, and include the CE. For the avoidance of doubt, any reference to 'staff' in this Statute does not include people who are only paid honorariums;
- **Team** includes AIANZ members organised into a group and/or into a network. A team may be within an organisation that is a society, college, school, club, workplace or other organisation but is not a political party.

1.2 MEANS OF COMMUNICATION WITH AIANZ MEMBERS

For the avoidance of doubt, all AIANZ communication with and provision of notice and information to AIANZ members as noted in this Statute may be carried out by electronic means (such as by email to members and/or by postings online) and/or by standard post.

2. OFFICIAL NAME

2.1 The official name of the organisation is Amnesty International Aotearoa New Zealand Incorporated.

3. OFFICIAL STATUS

3.1 AIANZ is registered as an incorporated society.

4. OFFICIAL LOCATION

4.1 The official location of AIANZ is the location stated in AIANZ's incorporated society registration.

5. OFFICERS OF AIANZ

5.1 The Officers of AIANZ are the members of the AIANZ Board.

6. COMMON SEAL

6.1 AIANZ may have a common seal, if the Board so decides, and any such seal will be kept by the Chairperson of the Board.

6.2 USE OF SEAL

The common seal will only be affixed to any document as the result of a decision of the Board or a resolution of the Annual Meeting. The Chairperson and one other member of the Board must witness the affixing of the seal.

7. AIANZ OBJECTS: VISION AND MISSION

7.1 THE OBJECTS OF AIANZ

To promote the vision of AIANZ and the mission of AIANZ (as set out in clauses 7.2 and 7.3), and these Objects are consistent with those of AI as set out in the Statute of AI.

7.2 THE VISION OF AIANZ

The Vision of AIANZ is of a world in which every person enjoys all of the human rights enshrined in the Universal Declaration of Human Rights and other international human rights instruments.

7.3 THE MISSION OF AIANZ

In pursuit of this vision, the mission of AIANZ is to facilitate the best contribution possible in order to prevent and end grave abuses of human rights and to promote all human rights in New Zealand, in the Asia Pacific region, and worldwide.

7.4 THE OBJECTS OF AIANZ SHALL NOT PERMIT

The Objects of AIANZ shall not permit the provision of private pecuniary profit to any individual.

8. AIANZ CORE VALUES

8.1

AIANZ is part of a global community of human rights defenders. Together we believe in

- international solidarity,
- effective action for the individual victim,
- global coverage,
- the universality and indivisibility of human rights,
- impartiality and independence, and
- democracy and mutual respect.

9. AIANZ METHODS

AMNESTY INTERNATIONAL addresses governments, intergovernmental organizations, armed political groups, companies and other non-state actors.

AMNESTY INTERNATIONAL seeks to disclose human rights abuses accurately, quickly and persistently. It systematically and impartially researches the facts of individual cases and patterns of human rights abuses. These findings are publicized, and members, supporters and staff mobilize public pressure on governments and others to stop the abuses.

In addition to its work on specific abuses of human rights, AMNESTY INTERNATIONAL urges all governments to observe the rule of law, and to ratify and implement human rights standards; it carries out a wide range of human rights educational activities; and it encourages intergovernmental organizations, individuals, and all organs of society to support and respect human rights.

10. CONNECTION WITH AMNESTY INTERNATIONAL

10.1 RECOGNITION UNDER AMNESTY INTERNATIONAL STATUTE

AIANZ must maintain recognition by the International Board of AI as an AI Section in accordance with the Statute of AI.

10.2 RELATIONSHIP WITH AMNESTY INTERNATIONAL

AIANZ must maintain close relations with AI, including through:

- a. participating in the international meetings of AI, including exercising voting rights at Global Assembly meetings;
- b. contributing to international AI campaigns;
- c. close cooperation with the International Board and International Secretariat; and
- d. as far as practicable, maintaining close relations with other AI Sections.

11. BOARD

11.1 BOARD MEMBERSHIP

The Board must consist of seven AIANZ members, who have Board voting rights, including a Chairperson, a Vice-Chairperson and a Treasurer. No paid member of AIANZ staff may be a member of the Board, or be a member of the Board during a period of two years after ceasing employment with AIANZ. No Board member may be a paid member of AIANZ staff during a period of two years after ceasing Board membership.

11.2 FUNCTIONS AND DUTIES OF THE BOARD

Subject to Annual Meeting resolutions, the Board is responsible for the governance of AIANZ and for setting the strategic direction for AIANZ, in accordance with the AIANZ vision, mission, core values and methods.

11.3 Members of the Board have a duty to carry out their role in good faith on behalf of the AIANZ membership.

11.4 Members of the Board have a duty to declare to the Board any real or perceived conflict between the interests of AIANZ and a personal interest.

11.5 POWERS OF BOARD

The Board has the power to:

- a. appoint and dismiss the CE, as it considers necessary;
- b. delegate any of its functions to the CE, as it sees fit;
- c. appoint standing Board Committees;

- d. appoint ad hoc Board Committees when necessary to undertake specific tasks;
- e. appoint trustees to hold or manage property on behalf of AIANZ;
- f. appoint delegates and observers to attend AI's Global Assembly and other international meetings;
- g. review and approve budgets proposed by the CE;
- h. determine and guide the strategic direction of AIANZ;
- i. make rules necessary for the governance of AIANZ that are consistent with this Statute and Annual Meeting resolutions.

For the avoidance of doubt, the Board powers include the financial powers set out in clause 18.

11.7 STANDING AND AD HOC BOARD COMMITTEES

Standing Board Committees will, at a minimum, include an Audit and Risk Committee. Ad hoc Board Committees may be established as necessary for specific tasks.

11.9 Board members are to be appointed to such Committees by the Board as appropriate. The terms of reference for all standing and ad hoc Board Committees will be set by the Board, with those details plus Committee decisions reported in the Board Meeting Minutes as appropriate.

11.10 BOARD PROCESS FOR MAKING RULES

The Board may make any rules it considers necessary for the governance of AIANZ by a vote taken in accordance with clause 11.20.

11.11 Any rules developed by the Board since the previous Annual Meeting are provisional only and are conditional upon being confirmed by a simple majority vote of the AIANZ members present at the subsequent Annual Meeting.

11.12 All rules developed by the Board must be made available to the AIANZ membership as soon as possible after the rules have been developed.

11.13 ELECTION OF THE BOARD

Members of the Board must be elected by an Annual Meeting as provided for in clause 15.31.

11.14 TERM OF BOARD MEMBERS AND RE-ELECTION

Board members are elected for a period of two years and are subsequently eligible for re-election for a further two-year term. However, no person can be a member of the Board for more than four consecutive terms.

11.15 VACANCIES AND CO-OPTION ON TO THE BOARD

If fewer than seven Board members are elected at an Annual Meeting, the Board may co-opt to a total of seven members. These co-opted members will have voting rights.

11.16 A full Board of seven may co-opt up to three additional members. Those additional members will have no voting rights in the Board unless the member has been appointed to and is voting as a Board Office Holder under clause 11.18.

11.17 Any vacancies on the Board occurring between Annual Meetings must be filled by the Board from members of AIANZ, provided that such vacancies have been advertised to AIANZ members and applications sought as widely as practicable. Board members appointed in this way serve as co-opted Board members until the next Annual Meeting, when they are eligible for election (in accordance with the procedure set out in clause 15.31). The term of the Board member so elected starts from the date of that election.

11.18 If vacancies occur for the Board Office Holder positions of Chairperson, Vice-Chairperson, or Treasurer in the period between Annual Meetings, the Board must appoint Board members to fill these positions. The Board must inform members of these appointments as soon as practicable. Board Office Holders so appointed serve in these positions until the next Annual Meeting, when they are eligible for election (in accordance with the procedure set out in clause 15.31).

11.19 ABSENCES FROM BOARD MEETINGS

If a Board member is absent from two consecutive Board meetings, without reasonable excuse, that member's position on the Board must be declared vacant and the Board must proceed to fill the vacancy.

11.20 BOARD DECISIONS

Where possible, Board decisions are made by consensus. Where that is not possible, Board decisions are made by a simple majority vote of Board members entitled to vote

and present at the meeting. The Chairperson, or in the absence of the Chairperson the Board member acting as Chairperson for that meeting, has a casting vote when Board votes are equally for and against a proposal.

11.21 For the avoidance of doubt, Board meetings can be held and Board decisions made using electronic means, such as teleconferencing.

11.22 BOARD QUORUM

The Board may only take decisions if more than half of its voting members are present, including at least the Chairperson or Vice Chairperson or Treasurer of AIANZ.

11.23 MINUTES OF BOARD MEETINGS

The overarching principle applicable to all Board business is one of the openness of that business to AIANZ members.

11.24 Subject to clause 11.25, the minutes of Board meetings must be made available to members on request, as soon as possible after the Board meeting.

11.25 The Board reserves the ability to determine which Board meeting agenda items are open sessions (with minutes subsequently available to AIANZ members) or closed sessions (with minutes not available to AIANZ members). Where possible, Board members will indicate in advance on the Board meeting agenda which items will be open and which will be closed sessions.

11.26 The reason why any Board meeting agenda item has been dealt with in a closed session will be set out in the minutes.

11.27 INDEMNITY OF BOARD MEMBERS

No Board member will be liable for any AIANZ loss caused by his or her acts or omissions, other than loss attributable to his or her personal dishonesty or gross negligence, or through his or her wilful commission of an act known to be a breach of trust.

11.28 No Board member will be liable in respect of any acts or omissions of any other Board member.

11.29 Subject to clause 11.27, Board members must be indemnified by AIANZ from and against any claim, demand, action, proceeding or defence at law or in equity in

which they may be joined as a party and which arises from their activities and duties as a member of the Board.

11.30 OBSERVERS AT BOARD MEETINGS

Any member of AIANZ may attend an open session of a Board meeting as an observer. Members so attending may speak at the Board meeting only with the agreement of the Chairperson.

12. AIANZ MEMBERSHIP

12.1 AIANZ membership is comprised of individual members.

12.2 MINIMUM MEMBERSHIP

AIANZ must consist of no fewer than 20 members.

12.3 MEMBERSHIP QUALIFICATIONS

An individual can qualify for a free membership in AIANZ if they make a donation (they will be enrolled for 12 months) or otherwise signs up for ongoing action (eg/ registers as a member of a group or network).

12.4 REGISTER OF MEMBERS

AIANZ must maintain a register of all individual members. The register must be kept up to date.

12.5 The register of all individual members is confidential.

12.6 RESIGNATION BY MEMBERS

Membership of AIANZ may be terminated at any time at the request of the member. Such a resignation does not entitle a member to a refund of membership subscription.

13. REJECTION OR TERMINATION OF AIANZ MEMBERSHIP

13.1 BOARD PROCESS FOR REJECTING APPLICATION FOR MEMBERSHIP OR FOR TERMINATING MEMBERSHIP

The Board reserves the right by a two-thirds majority vote to reject an application from an individual to become an AIANZ member.

13.2 If the Board considers that a member has failed to observe any of the provisions of this Statute or acted to bring AIANZ into disrepute, the Board may by a two-thirds majority vote to terminate the individual's AIANZ membership.

13.3 The following process must be followed before a Board decision to reject an application or to terminate a membership can take effect.

13.4 The Board must inform the individual in writing of the grounds for the proposed rejection of the application or the proposed termination of membership. This notification must reach the individual at least six weeks before the Board meeting at which the Board will consider the matter. The individual may respond to the Board decision in writing to the Board before the date of the Board meeting.

13.5 The individual's response must be considered by the Board at that meeting. The Board, by a two-thirds majority vote, must then decide to either:

- not continue with the rejection of the application or with the termination of the membership; or
- bring the rejection of the application or the membership termination into effect.

13.6 The Board must advise the individual of its decision in writing, with reasons.

13.7 APPEAL BY INDIVIDUAL OR MEMBER AGAINST REJECTION OR TERMINATION

The individual subject to a rejection, or member subject to a termination, of membership may appeal that Board decision to the Annual Meeting and must be afforded an opportunity to be heard by Annual Meeting in support of such an appeal. The Annual Meeting may overturn the Board decision by a two-thirds majority vote.

14. AIANZ TEAMS

Team structure

14.1 Two or more individual members may organise themselves as a team within AIANZ. AIANZ encourages members to consider forming teams, as a means by which individual members can enhance their ability to discuss human rights issues and to act in support of the AIANZ vision, mission and core values.

14.2 A team may have as its basis factors including its regional or organisational location, the particular skills of its members or the human rights and campaign interests of its members.

14.3 Teams must register with AIANZ. The form and manner of registration is to be determined by AIANZ staff.

14.4 Teams must not undertake any activities which bring AIANZ into disrepute. If a team does undertake such activities, then the team members may have their individual AIANZ memberships terminated by the Board in accordance with the process set out in clause 13.3.

14.5 TEAM FINANCIAL ACTIVITIES

Teams may operate their own independent bank accounts but all funds and assets of the team are the property of AIANZ. Teams may be required to provide the Treasurer with copies of bank statements for these accounts.

14.6 Teams are not permitted to undertake loans or to incur debt.

14.7 The Board reserves the right to develop rules to control in more detail the financial activities of teams.

15. ANNUAL MEETING

15.1 AUTHORITY OF ANNUAL MEETING

The Annual Meeting has the authority to make resolutions directing the strategic, financial and operational directions and policies of AIANZ.

15.2 LIMITS ON AIANZ AUTHORITY AT ANNUAL MEETING

The strategic, financial and operational directions and policies of AIANZ must be determined by the Annual Meeting in accordance with the Statute of AI, the decisions of the Global Assembly and the International Board of AI, and this Statute.

15.3 ANNUAL MEETING DATE AND VENUE

15.3 The Annual Meeting must be held each year, at a venue decided by the Board.

15.4 When setting the date for the next Annual Meeting, the Board must take into account the timetable of AI's international meetings.

15.5 The Board must provide notice to AIANZ members about the venue and date for the next Annual Meeting as soon as practicable after the previous Annual Meeting, and in any event at least 90 days before the meeting.

15.6 ATTENDANCE AT ANNUAL MEETING

The Annual Meeting may be attended by any individual member of AIANZ.

15.7 Persons who are not members of AIANZ may be invited by the Board or by the Annual Meeting to attend the Meeting but speaking rights are at the discretion of the Annual Meeting.

15.8 RECEIPT OF MOTIONS FOR ANNUAL MEETING

All motions to be presented at an Annual Meeting must be received by the Board at least 45 days before the date of the Meeting.

15.9 WORK OF PREPCOM

The Board may establish a Preparatory Committee, or Prepcom, to combine or otherwise rationalise similar or overlapping motions.

15.10 Prepcom's over-riding purpose must be to facilitate the smooth and efficient running of the Annual Meeting.

15.11 The work of Prepcom must be conducted in consultation with the proposers of all impacted motions. Prepcom does not have the authority to withdraw or amend any

motion that was submitted in accordance with clause 15.8, except with the agreement of the proposer of that motion.

15.12 RECEIPT OF EMERGENCY MOTIONS FOR ANNUAL MEETING

Motions accepted by the Board as being emergency motions can be received at any time before or during the Annual Meeting.

15.13 NOMINATIONS FOR MEMBERS OF THE BOARD

Any member may nominate any other member as a candidate for the Board provided that the candidate meets the requirements set out in this Statute, any resolution of the Annual Meeting, and New Zealand law.

15.14 BOARD NOMINATIONS FOR CHAIRPERSON OF ANNUAL MEETING

The Board may nominate any AIANZ members as candidates for Chairperson of the Annual Meeting provided that the candidate meets the requirements set out in this Statute and any resolution of the Annual Meeting.

15.15 WILLINGNESS TO STAND

Persons who are nominated must have indicated their willingness to stand.

15.16 DUTIES OF NOMINATORS

Nominators of candidates for the Board, for Chairperson for the Annual Meeting must complete a background statement concerning the candidate.

15.17 APPOINTMENT OF NOMINATIONS OFFICER

At least 60 days before the next Annual Meeting the Board must appoint a Nominations Officer to receive nominations for the BOARD and for Chairperson of that Annual Meeting.

15.18 The Nominations Officer must not be a current member of the Board, nor a candidate for the Board and the Chairperson positions.

15.19 DUTIES OF NOMINATIONS OFFICER

All nominations must be received by the Nominations Officer not later than 30 days before the Annual Meeting. If no nominations or insufficient nominations have been received by the closing date, members can be nominated at the Annual Meeting. Members can be nominated at an Extraordinary Meeting only if that is the purpose for which that Meeting has been called.

15.20 The Nominations Officer must check that all nominees are members of AIANZ.

15.21 The Nominations Officer must ensure that information about the nominees is circulated to members at least 30 days before the Annual Meeting (in accordance with clause 15.26).

15.22 ANNUAL MEETING STANDING ORDERS

All standing orders for AIANZ Annual Meetings must be made available to the AIANZ membership on the AIANZ website, with any new or amended standing orders added to the website as soon as possible after that development.

15.23 BOARD ANNUAL REPORT

The Board must submit an Annual Report to the Annual Meeting comprising:

- a. a report on the activities of AIANZ for the preceding year (01 January to 31 December);
- b. the financial statements of AIANZ for the same period (as received by the Board from the CE); and
- c. a strategic direction for AIANZ for the same year.

The Board will also submit the current year budget for the information of members (this will already have been approved by the Board in line with the global budget approval process)

15.24 CIRCULATION OF DRAFT ANNUAL MEETING AGENDA AND OTHER INFORMATION TO MEMBERS

The Board must circulate to all members a draft agenda for the Annual Meeting at least 30 days in advance of the Meeting.

- 15.25 The draft agenda will, as far as possible, include the following:
- a. nominations for the Board;
 - b. Board nominations for Chairperson for the Annual Meeting;
 - c. Board Annual Report;

- d. motions received; and
- e. AIANZ Resolutions for submission to the International Council Meeting.

15.26 Background information about the nominees for the Board and the Annual Meeting Chairperson positions must be circulated to members along with the draft agenda for the Annual Meeting.

15.27 The CE is responsible for ensuring that the information circulated to members, along with the draft agenda for the Annual Meeting, includes information about where members can locate current Annual Meeting standing orders on the AIANZ website.

15.28 CIRCULATION OF AIANZ FINANCIAL INFORMATION

The CE must make available to the membership of AIANZ:

- a. a summary of the Budget for the current year at least 30 days before the Annual Meeting; and
- b. the audited AIANZ financial statements for the preceding year at least 30 days before the Annual Meeting.

15.29 FINAL AGENDA FOR ANNUAL MEETING

The final agenda for the Annual Meeting must be drawn up by the Board, or by those to whom the Board has delegated this task.

15.30 The final agenda must be available to the AIANZ members who have registered to attend the Annual Meeting at the commencement of that Meeting.

15.31 ANNUAL MEETING BUSINESS

The business addressed at the Annual Meeting may include the following:

- a. Opening of Meeting:
The Chairperson of the Board, or a delegate of the Chairperson, must open the Annual Meeting;
- b. Returning Officer and Tellers:
The Annual Meeting must appoint a Returning Officer and two tellers who are responsible for the organisation of the elections, in consultation with;
 - i. the Chairperson of the Board until a Chairperson of the Annual Meeting has been elected; and

- ii. thereafter with the Chairperson of the Annual Meeting;
- c. Chairperson;
The Meeting must elect a Chairperson for the Meeting;
- d. Standing Orders;
The Meeting must vote on the Standing Orders of the Annual Meeting, which must be adopted by a simple majority of the votes at the Annual Meeting;
- e. Board Annual Report;
The Meeting must receive and consider the Board Annual Report and, if it sees fit, approve each of the composite parts of that Report for the previous and the current year as set out in clause 15.23;
- f. Election of Board
The Meeting must, as necessary, elect up to seven Board members for a two year term. The election will include, as necessary, Board members to the following positions:
Chairperson;
Vice-Chairperson; and
Treasurer.
- g. Motions
The Meeting must consider and make resolutions on any motions presented by AIANZ members and/or by the Board. Amendments to motions may be moved and seconded from the floor of the Meeting;
- h. Emergency Motions
The Meeting may consider and make resolutions on any emergency motions presented by AIANZ members and/or by the Board. Amendments to emergency motions may be made, and in the same manner as amendments to motions;
- i. Guidelines for Honorarium Payments
The Meeting may, as necessary, approve any Guidelines for Honorarium Payments as developed by the Board (with these Guidelines to govern honorarium payments made in accordance with clause 18.8);
- j. Other Business
The Meeting must transact any other business properly brought before the Meeting.

15.32 QUORUM FOR ANNUAL MEETING

The quorum for the Annual Meeting must be either:

- one per cent of the membership of AIANZ at the date of the Annual Meeting; or
- 50 AIANZ members, attending either in person, or registered for electronic voting by the time the in-person meeting starts;

whichever is the lower of the two.

15.33 PROCESS WHEN ANNUAL MEETING INQUORATE

If no quorum is available at the time set for the commencement of an Annual Meeting, the Chairperson of the Meeting must reconvene the Meeting at another time.

15.34 If the reconvened Meeting again lacks a quorum, it may, if it so decides and if more than 12 months have passed since the holding of the last Annual Meeting, proceed to transact all business except those for which this Statute requires a special quorum.

15.35 AIANZ RESOLUTIONS TO AMNESTY GLOBAL ASSEMBLY MEETING

While the Board has the responsibility for approving AIANZ resolutions that are to go forward to the Global Assembly Meeting, every attempt should be made to reflect the views of the membership and to consult the Annual Meeting prior to the Global Assembly Meeting. Any member may submit such possible resolutions to the Board.

15.36 ANNUAL MEETING MINUTES

Minutes of an Annual Meeting must be made available to the AIANZ membership within two months of the Annual Meeting to which they relate.

15.37 Minutes of an Annual Meeting must provide a reasonable record of the Annual Meeting Business carried out under clause 15.31 and must include the motions and resolutions passed at that Annual Meeting.

16. VOTING AT ANNUAL MEETING

16.1 VOTING PRINCIPLE

The overarching principle for voting at Annual Meetings is that an individual member has

one vote. For the avoidance of doubt, this includes members of the Board and members of staff, where they are members of AIANZ. The Chairperson of the Annual Meeting may not vote, except where required to exercise the deciding vote, as provided for in 16.2. Any conflicts of interest by speakers to resolutions must be declared to the meeting, and no member may vote on an issue which they have a financial interest in. For the avoidance of doubt this includes staff on resolutions that impact their employment in any way such as budgets, business plans or restructuring.

16.2 With the exception of those matters which this Statute requires to be decided by a two-thirds majority vote, the Annual Meeting must make its decisions through a simple majority of the votes cast. In the case of any vote failing to reach a clear outcome, the Annual Meeting Chairperson shall cast the deciding vote.

16.3 PROXY VOTES

An individual member may cast his or her vote by proxy. A proxy vote for a member not attending an Annual Meeting may be held by another member who is attending the Annual Meeting.

16.4 Proxy votes must not be counted as part of an Annual Meeting quorum.

16.5 A proxy form must be sent to members with the Annual Meeting Registration Form. All completed proxy forms must be received by the AIANZ Office 10 days before an Annual Meeting.

16.6 A proxy form returned to AIANZ must:

- a. state the name of, and be signed by, the member giving the proxy; and
- b. either direct that his or her vote be recorded for or against any specific motions and/or nominations received prior to the Annual Meeting, (referred to as a 'directed proxy') or give the proxy holder the right to decide how his/her vote is to be cast (referred to as an 'undirected proxy'); and
- c. state the name of the member holding the proxy.

16.7 Along with other individual members of AIANZ, members of the Board and members of staff may be proxy vote holders.

16.8 A member:

- a. who is not attending an Annual Meeting; and
- b. who wishes to have his or her vote recorded for or against any specific motions and/or nominations received prior to the Annual Meeting;
- c. but who does not have a proxy vote holder;

can state that the Chairperson of the Annual Meeting holds the member's proxy vote by leaving blank on the proxy form the space for name of a member holding the proxy.

16.9 SECRET BALLOT

Voting on the election of officers must be by secret ballot unless:

- a. only one candidate is seeking an office or position; or
- b. the number of candidates seeking election to the Board is equal to or less than the maximum membership of the Board.

16.10 ONLINE VOTING

Annual Meeting votes may be cast by online voting by members.

- a. Online voting must be run in accordance with the standing orders adopted by each Annual Meeting which will specify which types of remits are open for online voting, and the period for which they are open. This period may extend beyond the closure of the Annual Meeting
- b. The standing orders may only be approved by traditional voting by members present at the Annual Meeting plus proxy votes ("traditional voting") and will not be subject to online voting.
- c. The meeting may also by traditional voting exclude from post-Annual Meeting online voting individual remits which would otherwise be eligible for online voting, on the grounds of the urgency of the decision required.

17. EXTRAORDINARY MEETING

17.1 If the AIANZ office receives a petition requesting an Extraordinary Meeting and signed by not less than 15 per cent of the members of AIANZ, the Board must within 45 days call an Extraordinary Meeting. The Board must give 30 days' notice of the meeting to all AIANZ members.

17.2 If the Board fails to call the Extraordinary Meeting the petitioners may do so by giving members 14 days' notice of the Meeting.

17.3 The Board may call an Extraordinary Meeting at any time, by giving notice in the manner prescribed in clause 17.1.

17.4 Every petition and notice calling for an Extraordinary Meeting must specify the business to be discussed at the Meeting.

17.5 The agenda of the Meeting must be limited to the business notified for discussion.

17.6 Those attending and entitled to vote at an Extraordinary Meeting may appoint their own Chairperson of that Meeting.

18. FINANCIAL PROVISIONS

18.1 BOARD MANAGEMENT

The Board is responsible for the financial management of all monies received by AIANZ.

18.2 BANK ACCOUNT

All AIANZ bank accounts must be operated in accordance with specific delegated authorities from the BOARD.

18.3 FINANCIAL YEAR

The dates of the financial year for AIANZ must be the same as those of the International Secretariat of AI.

18.4 AUDITORS

AIANZ's accounts must be audited annually by an independent auditor appointed by the Audit and Risk Committee. Such an auditor will be eligible for re-appointment.

18.5 REMUNERATION AND REIMBURSEMENT

AIANZ does not exist for the profit of any of the AIANZ members.

18.6 Subject to clauses 18.7, 18.8 and 18.9, no part of the income or assets of AIANZ can be used or applied for the benefit of any member.

18.7 Remuneration of the CE, and reimbursement of the CE for proper services and expenses, must be agreed by the Board.

18.8 Honorariums may be paid to Board members and designated volunteers in accordance with the Guidelines for Honorarium Payments developed by the Board and approved by the Annual Meeting. The amount of such honorariums is to be determined by the Audit and Risk Committee.

18.9 Board members may be reimbursed by AIANZ for all costs, charges, losses, damages and expenses reasonably sustained or incurred by them in carrying out their role.

18.10 POWER TO INVEST SURPLUS FUNDS

In the event of AIANZ holding funds surplus to its present needs, the Board has the power to invest those funds prudently.

18.11 POWER TO BORROW MONEY

Subject to clause 18.12, the Board has the power to borrow money where it deems it necessary as part of a prudent financial strategy. Any borrowing during the preceding year must be reported by the Board to the Annual Meeting. The sources of such borrowing are restricted to AI entities, such as the International Secretariat or another Section of AI.

19. AMENDMENTS TO THIS STATUTE

19.1 Subject to clause 19.5, any provision of this Statute may be amended or repealed by an Annual Meeting. The proposed amendment to, or repeal of, the Statute must be circulated to members along with a notice convening the Meeting within the required timeframes. The proposed amendment to, or repeal of, the Statute may not be made by emergency motion.

19.2 The proposed amendment or repeal must be passed by a two-thirds majority vote at that Meeting.

19.3 For the avoidance of doubt, any proxy or online votes are to be included in counting the two-thirds majority referred to in clause 19.2.

19.4 ENTRENCHED CLAUSES OF THIS STATUTE

The following clauses of this Statute must not be amended or repealed without the approval of the International Board of AI or such part of AI as may be authorised under the Statute of AI in that regard:

- a. Clause 7 AIANZ Objects: Vision and Mission;
- b. Clause 8 AIANZ Core Values;
- c. Clause 9 AIANZ Methods;

- d. Clause 19.5 Entrenched Clauses of the Statute; and
- e. Clause 20 Dissolution.

20. DISSOLUTION

20.1 AIANZ can only be dissolved:

- a. by law;
- b. by a decision of the International Board of AI or such part of AI as may be authorised under the Statute of AI in that regard;
- c. by a resolution at an Annual Meeting of AIANZ passed by a two-thirds majority vote at the Meeting, and upon confirmation of that resolution by one-third of AIANZ members at a subsequent Annual Meeting called for that purpose and held no earlier than 30 days after the date on which the resolution for dissolution was passed; or
- d. if the membership of AIANZ falls below 20 individual members.

Residual property

20.2 If, after AIANZ ceases to operate or is dissolved and after satisfaction of all AIANZ debts and liabilities, there remains any property (including information) that property shall be given or transferred to an entity with charitable purposes that are the same or similar to the Objects (as set out in clause 7.1) as directed by Amnesty International Limited (a company limited by guarantee registered in England and Wales with company number 01606776).

21. OTHER MATTERS

New Zealand law

21.1 All matters not covered by this Statute, the decisions of the Global Assembly of AI, the decisions of the Annual Meeting or of the Board must be regulated by the laws of New Zealand. AIANZ will take no action which conflicts with the laws of New Zealand.

22. ADOPTION OF THIS STATUTE

22.1 This Statute will come into force upon its acceptance by the Annual Meeting of AIANZ.