



# Disclosure Document

Report of the AAI Board following allegations of mismanagement.

November 2022

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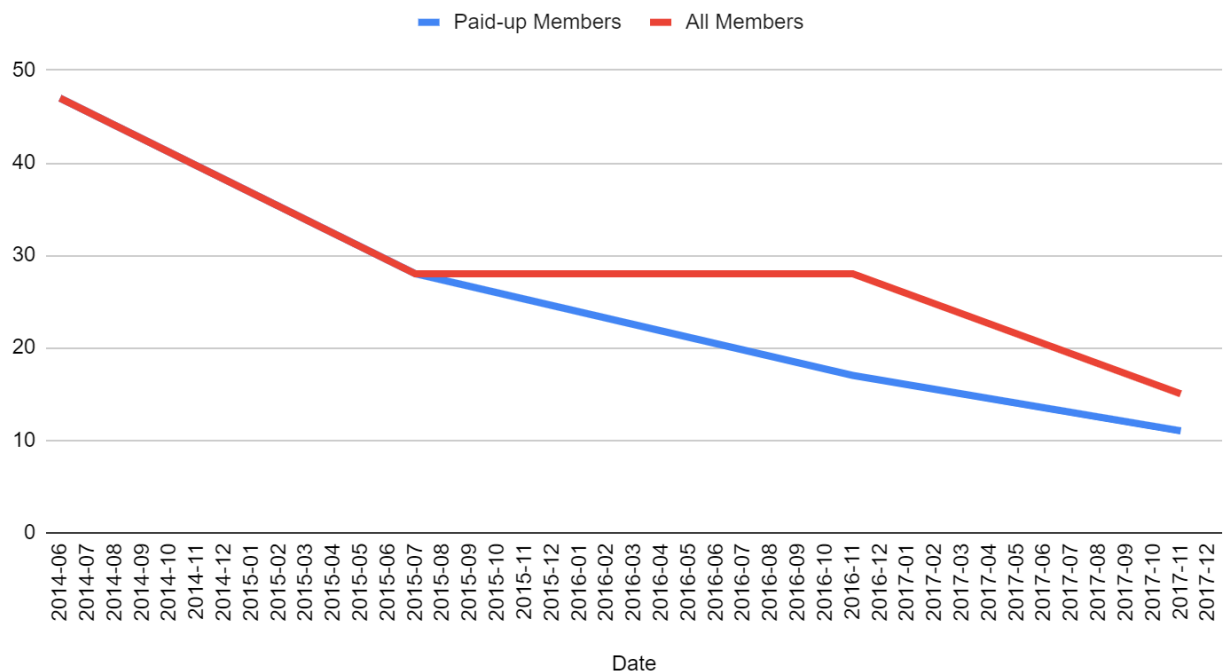
## Background

AAI in its present form was founded in 2011 at the World Atheist Convention in Dublin. Atheist Ireland hosted the conference and was instrumental in setting up the organization.

AAI's organizational membership (affiliate and associate members) grew steadily to peak at 46-47 members in June 2014. By the AGM in July 2015, the board reported 28 members. At the November 2016 AGM, memberships were reported to be down to 17 paid-up and 11 that "have not responded to requests for payment of their membership".

The chart below shows the decline graphically from June 2014 to November 2017. The blue line shows paid-up members and the red line shows paid up members plus those that had not paid their invoices or had not been invoiced.

Paid-up Members and All Members



Board papers show that AAI individual memberships reached a peak of 470 in January 2013. According to a report presented to the November 2016 AGM, individual memberships had dropped to 145. In November 2017, when we closed down the expensive membership system, AAI had 102 individual members remaining.

Approaching the end of 2017, memberships were in long-term decline, AAI's subscription income (\$10,800) was already less than administrative outgoings (\$11,200) meaning that campaigns and projects could only be funded from reserves and ad hoc donations. Also, AAI's systems were a shambles. In particular, its website was out of date, hacked, and did not work on mobiles—it could not be used to build the organization. AAI's membership system was expensive and complex, and no directors in 2017 properly understood how to use it.

By way of comparison, at the 2022 AGM held in May this year, the AAI board reported 65 organizational members, 24 of whom attended the AGM. In addition, there were 224 individual members.

Michael Nugent, Chairperson of Atheist Ireland and a founder of AAI, wrote to the AAI President on February 22, 2018,

*"AAI, as an international Alliance, is in crisis, with a frankly catastrophic loss of Members that we were not aware of until our last Skype call.*

*...we are not blaming the current Board members for this crisis. We recognise that you have been left with this legacy, and that you are trying to address the issues."*

He was exactly right. Doing nothing was not an option. In mid-2017, the board decided to launch a nuts and bolts overhaul of AAI's systems, procedures, policies and staff. It was necessary to drastically reduce costs and make the organization more attractive and relevant to individual atheists and to atheist organizations. This was seen by the board at that time as an existential undertaking.

In 2021, the AAI board acknowledged that in 2017 and 2018, it had taken some actions that were not compliant with the organization's bylaws (or had failed to take some actions that were required by the bylaws). In particular, it failed to hold an AGM in 2017, and it failed to invite all affiliate members to the 2018 AGM that were entitled to attend.

In an effort to put these failures right, the board invited the excluded members to rejoin AAI with no fees and invited them to attend the 2021 AGM, propose motions, vote at the AGM, and vote in the director elections for that year. Furthermore, Howard Burman and Bill Flavell, the only two directors remaining from when those failures occurred, put themselves up for re-election; one year before the expiry of their terms.

None of the excluded members showed up at the AGM, and Howard Burman and Bill Flavell were re-elected by AAI's members.

## Purpose of this document

For the avoidance of doubt, this document is not intended to present excuses for things that have not been done properly (although it does try to put events into context). On the contrary, it is intended to present a complete list of these things in the spirit of full disclosure—it is only in the knowledge of what was not done properly that informed decisions can be made about how to put things right. This document is not about avoiding criticisms, it is about openly facing up to them.

If members wish to understand why some things were not done properly, they are free to send questions to the AAI Secretary or to raise questions at the upcoming EGM (see below). The board will tell you what they know or have discovered without spin or deception.

The board has put a great deal of effort into conducting a thorough review of past actions and has discovered some things that either were not done properly or cannot be proven to have been done properly because of a lack of evidence.

This disclosure document sets out these concerns. This document is to provide a factual basis for AAI members to decide what actions should be taken to put these issues behind us.

This document does not consider any matters that occurred prior to May 2017. This is not to cover them up but is because it has proven difficult to establish the facts that far back, and no members of the current board served before that date.

The board has called an Extraordinary General Meeting (EGM) for January 15, 2023, and encourages all members to attend. It is vital that AAI members decide the future of their organization. The board is putting these matters entirely into the hands of members to resolve. The board will not participate in the voting at the EGM and guarantees to implement the decisions of the EGM, either at the meeting or afterwards.

The board has offered to reinstate the memberships of six of the eight organizations that were excluded from the 2018 AGM (two of these organizations voluntarily re-joined some time ago). Of course, these organizations can reject reinstatement if they so wish. Reinstated members will be welcomed at the EGM and may propose motions, join in the discussions, and vote in exactly the same way as other members. Membership fees for the first year will be waived for these organizations. Furthermore, the board offers its apologies for their exclusion in 2018.

The board made the exact same offer to affiliate members who failed to renew their memberships during 2017. The purpose of this is to give Affiliate Members at the end of 2016 the opportunity to contribute to decisions on the future of AAI.

This offer has been made to six ex-Affiliate Members:

1. British Columbia Humanist Association
2. Free Society Institute (South Africa)
3. Liga Humanista Secular do Brasil
4. Malta Humanist Assication
5. Polskie Stowarzyszenie Racjonalistów Aktualizacja
6. Secular Humanist Society of New York

For completeness, the remaining members that lapsed in 2017, have either rejoined AAI, were associate members, and so had no voting rights, or have since become inactive.

In recent months, AAI critics have raised some 29 allegations of wrongdoing. Twenty of these allegations are false. The Appendix lists all the false allegations we have found and gives a brief explanation of why each one is false. The nine allegations that are valid, partially valid, or might be valid, are included in the body of this document for disclosure purposes.

Finally, the investigation found no evidence of financial dishonesty or fraud.

In the interests of brevity, we will not attempt to explain why each error occurred. However, we sincerely believe that the 40 or so directors who have sat on the AAI board since 2017 have acted with the best interests of the organization and of atheists in mind.

AAI has had a working board for at least the past five years. It is not enough for directors to turn up for monthly meetings—all directors have responsibilities that require effort every month, and some directors work for hours most days. No directors are paid for their efforts. Directors are volunteers who work for the satisfaction of improving the well-being of atheists and nudging the world towards secularism. Joining the AAI board is not an opportunity to take—it is an opportunity to give.

## The disclosures

This section itemizes actions of the AAI board, or individual directors, that we have found were not in accordance with the organization's bylaws. We have also included

here actions where the evidence is insufficient to demonstrate that an action was legitimate. This means that some things listed here as disclosures may, in fact, have been done in accordance with bylaws. Instances, where doubt exists, are mentioned in the text.

The allegations made against AAI were the starting point for our investigation. Any possible infringements that were uncovered during the investigation were added to the list and investigated with the aim of compiling an exhaustive disclosure document.

## D1 Failure to hold an AGM in 2017

In 2017, AAI was governed by the 2013 bylaws. These bylaws required Annual General Meetings (AGMs) to be held “each calendar year and not more than 18 months after the last Annual General Meeting”. No AGM was held in 2017. This was an infringement of the bylaws.

## D2 Exclusion of Members from 2018 AGM

An AGM was held on May 20, 2018, which fell within the 18-month deadline by one week. The then Affiliates Director invited all paid-up Members to the AGM. However, this excluded 8 Members whose subscriptions had lapsed but had not been invoiced. Clause 14 of the 2013 bylaws allowed Members 60 days to pay their invoices before their membership lapsed. Since these members had not been invoiced, they should have been invited to the AGM. So this was an infringement of the bylaws.

The excluded members were:

1. Atheist Foundation of Australia Inc
2. Atheist Ireland
3. Ateistisk Selskab
4. Freedom From Religion Foundation
5. Iniciativa Atea
6. Internationaler Bund der Konfessionslosen und Atheisten e.V. (currently an AAI member)
7. Libres Penseurs Athées (currently an AAI member)
8. Suomen Ateistiyhdistys ry



## D3 Notifications for the 2018 AGM

The 2013 bylaws have rules governing how members should be notified of an impending AGM. The table below shows the rules and the actual communications sent by the board. The AGM was scheduled for May 20, 2018.

<b>Notification</b>	<b>Required date</b>	<b>Date sent</b>
Notification of the date of the AGM	Feb 25	Mar 17*
Motions presented to members	Apr 08	Mar 29**
Agenda and roll to members	Apr 22	Not sent***

\*Notifications were sent to 7 affiliate members and also to 70 individual members on March 23.

\*\*Included an analysis of proposed bylaw changes as per clause 8 of the bylaws.

\*\*\*We can find no evidence that the final agenda and roll were sent to members. However, this is not definitive because it is possible that the email has since been deleted or was sent from an account that has not been searched.

Members were notified of the AGM late, and the final agenda may not have been sent. These were infringements of the bylaws.

## D4 The legitimacy of voting at 2018 AGM

We have discovered two errors related to voting at the 2018 AGM.

### **Facts**

Eight Members voted at the 2018 AGM, seven cast proxy votes and one, Progressive Atheists of Australia, attended the meeting. Under the 2013 bylaws, members were entitled to one, two or three votes according to the number of members the organization declared. The list below shows the voting members and the number of votes allocated to each member:

1. Atheist Alliance of America (1 vote)
2. Atheist Society of Nigeria (1 vote)
3. Atheist Union of Greece (3 votes)
4. Guatemala Humanists (2 votes)
5. HALEA Uganda (1 vote)
6. Iranian Atheists and Agnostics (1 vote)
7. Mindful Meditation of Secular Buddhism–MMSB (1 vote)
8. Progressive Atheists of Australia (1 vote)

### **Issue #1: Incorrect number of votes allocated to one member**

Our review shows a mistake in the number of votes allocated–Atheist Alliance of America should have been allocated three votes, but only one was allocated.

### **Issue #2: Associate members voted.**

Under the 2013 bylaws, affiliate members were eligible to vote at General Meetings, but associate members were not. An investigation was carried out to determine if the board applied this rule properly. Five of the members that voted were affiliate members:

Atheist Alliance of America  
HALEA Uganda  
MMSB  
Atheist Society of Nigeria  
Progressive Atheists of Australia

However, the remaining three members were not. After a trawl of email messages, minutes and documents, we discovered that the President and the Affiliates Director were responsible for preparing a list of members to be invited to the AGM. The Affiliates Director was sick for the time when most of the work was done and responded to emails sporadically. Consequently, the President carried out almost all of this work.

The Secretary was responsible for sending emails to members, but he relied on information from the President and the Affiliates Director. Our review of emails clearly showed that neither the President, the Affiliates Director, nor the Secretary was aware of the important distinction between affiliate members and associate members.

Three members that voted at the 2018 AGM were associate members so their votes should not have been counted. They were:

Guatemala Humanists  
Iranian Atheists and Agnostics  
Atheist Union of Greece

### **Conclusion**

Despite the two errors identified, the 2018 AGM was quorate and the motion to introduce new bylaws received sufficient votes to be passed.

Furthermore, the error that resulted in failing to invite eight members to the 2018 AGM would not have invalidated voting for the new bylaws. Section 94 of the 2013 bylaws stated:

*“The accidental omission to give notice of a General Meeting to, or the non-receipt of notice of a General Meeting by, any Member shall not invalidate the proceedings at that meeting.”*

## D5 Were invitees to the 2018 AGM selected?

It has been claimed that AAI directors invited to the 2018 AGM only members who would vote in favor of the new bylaws. This claim cannot be true because Progressive Atheists were invited and they voted against the new bylaws. But did the directors manipulate the voting roll to exclude Atheist Ireland and the Freedom From Religion Foundation, whom directors knew would most likely vote against the proposed bylaws?

The two directors, President Gail Miller and Affiliates Director John Richards, who were tasked with creating the roll of voters, treated all eight affiliates whose subscriptions had lapsed in the same way; they were excluded from voting, and they were not sent invoices (invoicing was the Membership Director’s responsibility). The evidence suggests that Gail and John genuinely misunderstood the bylaws and did not realize that failure to renew subscriptions did not, alone, render members ineligible to attend AGMs.

Against this, Gail was at that time exchanging occasional emails with the President of Atheist Ireland, Michael Nugent and had one or two Skype conversations with him as well. We cannot say why she did not remind him that Atheist Ireland’s subscription had expired or was about to expire.

## D6 Taking powers from Members

At the beginning of 2017, AAI was regulated by the July 2013 bylaws. These bylaws placed AAI’s members at the organization’s heart and gave the board the task of running its affairs according to members’ directions. Several people described this as a “bottom-up” approach.

As the number of members declined from 2014 - 2017, some directors began to question the viability of the bottom-up approach—it made complete sense with a large group of engaged members but became a handicap with waning numbers and waning interest. By 2017, with, in Michael Nugent’s words, the organization in crisis, the board concluded the bottom-up approach had become untenable. So the board drafted new bylaws to create a top-down organization. These bylaws were voted in at the 2018 AGM. The board saw this as part of a larger plan to save AAI from collapse.

The 2018 bylaws took substantial powers from Members and transferred them to the board. Members lost the powers to elect directors and change the bylaws, and Annual General Meetings were abolished. Instead, Members were given the right to attend at least one board meeting annually.

This disclosure does not relate to infringing the bylaws but to whether the 2018 bylaws were an excessive disenfranchisement of AAI members. Was it necessary to give so much power to the board and take so much away from members?

The board drafted new bylaws in **2019** when the bulk of the rebuilding work was completed, and memberships were growing again. The 2019 bylaws restored Annual General Meetings and returned to members the power to elect directors. For the first time in AAI's history, the 2019 bylaws created six Regional Director roles to improve communications between members and the board. They also provided the option for an Executive Director to be employed. However, the board retained the power to amend the bylaws.

In December **2020**, the bylaws were amended with minor corrections having no material effect.

Two versions of the bylaws were introduced in **2022**. On May 10, the power to amend bylaws was taken from the board and restored to General Meetings.

A team of members and directors drafted the second 2022 version, and members approved it at the Annual General Meeting on May 22. This version made several important changes. It:

1. amended AAI's Mission Statement;
2. replaced the concept of formal and informal members with *full* and *provisional* members.
3. required an independent Returning Officer for director elections.
4. increased the maximum number of directors from 13 to 15.
5. prohibited the President from holding additional officer roles.
6. allowed the board to co-opt directors subject to election at the next AGM.
7. defined, and made mandatory, the format of a financial report for AGMs.
8. explicitly defined the responsibilities of the board regarding the employment of an Executive Director.

AAI's current bylaws allocate powers between members and the board in practically the same way as the 2013 bylaws. They also introduced some enhancements, such as:

1. providing Regional Directors,
2. prohibiting a board member from acting as a returning officer,
3. prohibiting the President from holding multiple officer roles, and
4. specifying minimum requirements for an annual financial report.

The current bylaws can be found on the AAI website; old versions may be obtained by writing to the Secretary: [secretary@atheistalliance.org](mailto:secretary@atheistalliance.org).

## D7 Election of co-opted directors

Clause 62 of the 2013 bylaws permitted new directors to be co-opted to the board between AGMs. Clause 63 stipulated that such directors must be subject to election at the next AGM:

“63. Any Director appointed in accordance with clause 62 may remain a Director until the next Annual General Meeting, at which time that person must nominate for election by the Members or resign as a Director.”

This meant that any directors who were co-opted between November 28, 2016 (the day after the 2016 AGM) and May 19, 2018 (the day before the 2018 AGM), should have either resigned or have been offered for election at the next AGM (which was the May 2018 AGM). Six directors fell into this category:

<b>Name</b>	<b>Date Co-opted</b>	<b>Date Resigned</b>
Bill Flavell	20-May-2017	-
CW Brown	08-Jul-2017	23-Dec-2019
Elizabeth Mathes	12-Jul-2017	02-Feb-2020
John Richards	24-Sep-2017	02-Feb-2021
Howard Burman	20-Nov-2017	19-May-2022
Pearl Osibu	11-Dec-2017	10-Jan-2019

None of these directors resigned or were offered for re-election at the 2018 AGM.

Failure to offer these six directors for election at the 2018 AGM would have been an infringement of the 2013 bylaws. However, the bylaws were changed at the 2018 AGM, and the 2018 bylaws removed the power to elect directors from Members and passed it to directors. So, under the 2018 bylaws, which came into operation during the meeting, there would have been no need to offer these directors for election.

Even if we accept this interpretation, it leaves the standing of these six directors undefined. The 2018 bylaws did not help. They removed the ability to co-opt people onto the board but failed to set out transitional arrangements for directors who had been co-opted under the 2013 bylaws.

Some critics allege this as a conspiracy to sneak people on to the board but this idea is inconsistent with the evidence. After trawling hundreds of board emails and minutes, we found no discussion of the need for these directors to be elected in 2018; apparently, no one had thought about it. If the board had thought about it, they could easily have presented these six directors for election at the 2018 AGM (looking at past AGM minutes, we have been unable to find an example of a proposed director not being elected). Or these six directors could simply have been elected by the board under the 2018 bylaws after the AGM.

In fact, Bill Flavell, John Richards, and Howard Burman were not formally elected until February 02, 2020. Members should form their own opinions regarding the standing of these directors. Subsequently, John Richards resigned on February 2, 2021 and Howard Burman resigned on May 19, 2022.

For completeness, seven other directors were co-opted between November 28, 2016, and May 19, 2018, but they left the board before the 2018 AGM, so the question of reelection did not arise. These were Natalia Marsicovetere, Kojo Frimpong, Kelli Cooke, Diego Fontanive, Jahziel Tayco Ferrer, Yahia Abou Assali, and Okan Akyuz.

## D8 Returning Officer counted his votes in 2021.

The elections in 2021 were conducted in accordance with the 2020 bylaws. Under these bylaws, the AAI Secretary acts as the Returning Officer which involves counting the votes and announcing the election results. In 2021, Fotis Frangopoulos was the Secretary, and acted as the Returning Officer, despite being up for election that year. This was not good practice but it was not an infringement of the bylaws.

Because the Secretary was a candidate, ballots were passed to another Director, Andy Philips, to double-check. Still, it would have been preferable if Fotis had played no part in counting votes that year.

It is worth noting that the 2022 bylaws specify that the Returning Officer should not be a board member or an employee of the organization.

## D9 Financial reporting

AAI has been criticized for removing from the bylaws the need to present financial reports at AGMs. This indeed happened.

When the 2018 bylaws abolished AGMs, all references to AGMs were deleted, including the requirement to provide financial reports at AGMs. When the 2019 bylaws were drafted, and AGMs were restored, the need for the board to present a financial report was not reinstated. However, there is no evidence that this was an attempt to avoid presenting financial reports to members. Indeed, the board gave financial reports at the 2018 AGM and at every AGM since. The current 2022 bylaws oblige the board to present detailed financial reports at AGMs.

Also, our investigation found that full accounts for the financial years 2017 - 2019 were not compiled at the end of each year. Sufficient work had been done to complete IRS returns and to present top-line figures for AGMs, but detailed line analysis had not been completed. We have now finished that work, and the accounts for these years have been successfully reconciled to bank statements, PayPal statements and carried-forward balances.

For the years 2017 - 2019, the supporting paperwork for some expenses was missing or incomplete. Consequently, it was necessary to infer the categories for these payments (for example, which project they related to) from context such as emails or minutes. However, we have established that the top-line data presented to members was correct.

It is unacceptable that accounts were not compiled in full at the end of each year and that supporting paperwork was not retained for every transaction during this period.

There is no legal obligation for charities of our size to produce audited accounts, but there is an obligation to produce properly documented accounts yearly, so we investigated why this failure occurred.

No director was willing to volunteer for the Treasurer's role during 2017-2018, so the then President, Gail Miller, undertook that work in addition to her restructuring and presidential work. Tina Hamilton joined the board in April 2019 and offered to take on the Treasurer's role. Tina encountered difficulties with the work, so the President supported her until the board appointed Fotis Frangopoulos as Treasurer in mid-2020. Fotis has accountancy experience and was well-qualified for the role.

We see two learning points here. Firstly, Gail took on the Treasurer's role when she was already very busy with other things. She produced financial reports for board meetings, but she did not deliver annual accounts to the board, and the directors did not ask for

them. Directors should not just assume that vital things like annual accounts are “under control”; they should demand to see them.

Secondly, directors should not turn a blind eye when they see fellow directors struggling with their workload. Some people do not like to admit they cannot cope, but when people are overloaded, the quality of their work can suffer, as can their health and well-being. The board needs to foster a culture of openness and mutual support. If directors had realized that Gail was not coping with the accounts work, they could have employed a bookkeeper to do the routine work.

## Final thoughts

After reading these disclosures, it is for AAI members to decide the future of their organization. The options open to members range from doing nothing to closing AAI down, and every option in between. However, the board urges members to consider AAI’s achievements, some of which can be found in the 2022 Annual Report on our website.

As shown in this disclosure document, the AAI board has done some things that infringed its bylaws. Against this, AAI has been saved from what the board feared was a terminal decline in 2017 by the dedication and hard work of its directors.

Above everything, it is AAI’s mission, and its ability to achieve its mission, that matters. Boards come and go, but the mission survives. At least, it will, if members wish it to be so.

Please consider this document carefully. You will soon decide the future of AAI: the organization, the board, its members, the atheists it helps, and the influence it can yield on behalf of secularism, and against abuse of religious power.

Now it is over to AAI affiliate members. They must decide on AAI’s future.

AAI Board  
November 2022



# Appendix

## False allegations

This appendix lists the allegations that have been made against AAI that our investigation has found to be false.

It is hardly feasible for us to provide comprehensive evidence to rebut each of these allegations, so a brief statement is provided to explain why each allegation is false. We ask readers to remember that this is a disclosure document—it does not serve AAI’s purpose to attempt to smuggle into this list criticisms that should rightfully be disclosed as errors.

### F1 False claim to have been elected

**Allegation:** On 29th August 2017, Bill Flavell falsely announced that he had been elected as Vice President of AAI.

**Response:** Bill’s statement that he had been elected Vice President of AAI was true. He was elected Vice President by the AAI board on Aug 29, 2017. Vice President is an Officer role and the board had powers under the 2013 bylaws to elect its Officers. Bill did not say he had been elected to the board. That would not have been true—he was legitimately co-opted onto the board in May 2017 in accordance with the bylaws.

### F2 “Special measures” were used to suspend the bylaws

**Allegation:** “Special Measures” were introduced sometime in 2017 which caused the 2013 bylaws to be suspended.

**Response:** Whilst the board considered AAI to be in crisis in 2017, at no time did the board, or a subset of the board, invoke “special measures”. The 2013 bylaws remained in place until they were revoked at the 2018 AGM when AAI members voted for the 2018 bylaws.

### F3 Suspension of bylaws not disclosed to the AAI board

**Allegation:** In 2018, Howard Burman, Bill Flavell and John Richards suspended the 2013 bylaws keeping it secret from the rest of the AAI Board and from Affiliate Member groups.

**Response:** The bylaws were never suspended. In any case, it is inconceivable that three board members could suspend the bylaws without informing the President and the other nine or so directors who would continue their work based on the 2013 bylaws.

## F4 Bill Flavell awarded a contract to his daughter

**Allegation:** Bill Flavell corruptly awarded a non-competitive, AAI contract to his daughter. She was given multiple payments amounting to thousands of dollars.

**Response:** The AAI board awarded a contract to Bill Flavell's daughter. The decision to do so was reviewed and voted on by the entire board. Bill declared his interest and recused himself from the vote.

The contract was for up to two days work at £350 per day. This was a lower rate than his daughter charged clients through her consultancy company. In the end, only one day's work was billed at a total cost of £350, despite more than one day's work being completed. After completion of the work, the AAI president wrote to Bill's daughter, thanking her and expressing surprise at how little she had charged.

The board took the view that tendering for this work was unnecessary given the small amount of money involved and the urgent need to replace the AAI website. Tendering for this work would have caused significant delays and likely would have cost more.

This allegation has been used as a smear to imply that Bill Flavell took advantage of his position to gain financial advantage for a family member. That is categorically false. Bill's daughter was chosen because she had proven expertise and using her avoided delaying the website redevelopment. Bill says his daughter needed a little fatherly arm-twisting to do this work—she was already very busy with her own clients. But she fitted it in at a reduced day rate and did not bill all the hours she worked to help her father and to help AAI.

## F5 The “Directors AGM”

**Allegation:** A “cabal” of board members arranged what they called a secret “Director’s AGM”, at which no AAI Affiliate Members attended to debate and vote on motions.

**Response:** No “Directors AGM” took place or was discussed. The 2018 AGM was announced on March 17, 2018, to all affiliate members believed to be paid-up members, and it was also announced to 70 individual members on March 23, 2018. A list of motions with supporting papers was sent to the same affiliate members on March 29, 2018.

We note that this allegation, and some others, are based on comments made by ex-board director, John Richards, on the Freethought Prophet podcast. He said, “there wasn’t really an AGM, it was a gathering of the existing board.” When we asked John to explain that remark he said, “It’s all dim. I have little recollection. In my recollection there were v few affiliates [AAI members] and even fewer engaged ones.” Indeed, there were very few affiliates at that time but the votes of eight members were recorded at the 2018 AGM.

John used the term “Special Measures” several times during that interview. That term was John’s invention; it was his way of characterising the crisis but it was never used by any board member during 2017, or afterwards.

## F6 The “Selected invitations AGM”

**Allegation:** The plan for the coup was to invite to the AGM only those people that the cabal suspected might be willing to go along with their corrupt plan.

**Response:** The “Directors AGM” and the “Selected invitations AGM” are two contradictory things, and neither of them happened. Invitations were sent to all affiliates who were paid up AAI members. AAI has since acknowledged this was an incorrect interpretation of the bylaws and resulted in eight members being excluded from the AGM.

In 2017, Atheist Ireland was the leading advocate of a more bottom-up style of organization but an email exchange between the President and Vice President from December 23, 2017 to December 27, 2017, illustrates the President’s thinking at that time. It shows that the President wished to recruit an Atheist Ireland person to the AAI board, and she hoped Atheist Ireland would be at the AGM being planned for 2018:

- 23 December 2017, from President to Vice President [discussing “board members missing in action”--a euphemism for inactive board members], “I will email Atheist Ireland to see if anyone there is interested [in a board role]. We had a couple of them on the board and they were hard workers. Unfortunately both left - one because [name redacted] called him a liar and other one because he couldn't cope with AAI's failing systems.”
- 23 December 2017, the Vice President replied to the President, “Talking about Atheist Ireland, I'm wondering if you should send an interim update to Michael Nugent, Jane Donnelly, Annie Laurie Gaylor and Dan Barker to let them know we are making progress. It's now 7 months since they wrote to us with their concerns and we have a pretty good story to tell them.”

- 27 December 2017, the President replied, “John Hamill from Atheist Ireland is aware of our progress and I will make a presentation to them next month. Is Dan Barker President of Freedom from Religion? I will contact him soon with the same offer. We really need Atheist Ireland at the AGM...”

## F7 The “coup”

**Allegation:** Only one AAI affiliate member attended the 2018 AGM, and that member voted against the proposed bylaws. All of the votes in favour of the new Bylaws were proxy votes submitted to Secretary, Howard Burman. It was a coup.

**Response:** It is true that only one affiliate member attended the 2018 AGM but a review of the minutes of earlier AGMs shows the same pattern with very few members attending and several submitting proxy votes. There was nothing out of the ordinary about that, and proxy voting was explicitly permitted under the 2013 bylaws.

The 2018 bylaws transferred important powers from members to the board. Whether right or wrong, it was the opinion of the board (the entire board, not just a “cabal”) that more “top-down” bylaws were a necessary part of the plan to turn the organization round. That the organization was “in crisis”, and had suffered a “catastrophic loss of Members”, was acknowledged by Michael Nugent in a letter to the AAI President on February 22, 2018.

Focussing only on the transfer of powers to the board in 2018 gives a wholly misleading view of events. One wonders why critics do not relate the rest of the story? The majority of the powers taken from members in 2018 were restored to them by the 2019 bylaws when the organization was growing again. Additional powers and rights were given to members in 2020 and 2022. In several ways, AAI members today have more powers and rights than they had in 2013.

Critics freely use disparaging terms like “cabal”, “coup” and “dishonest” when describing people and events at AAI. Such words are grotesquely inappropriate. They serve to defame and vilify decent people who worked punishingly long hours for no payment to turn AAI around and make it great again. Restoring AAI and helping atheists was the only reward these people received, and wanted.

## F8 Members were unlawfully expelled

**Allegation:** The back cover of the Q4, 2017 edition of Secular World magazine lists 32 AAI affiliate members. All of these atheist groups should have been invited to a General Meeting in 2018 but they were not. They were unlawfully expelled.

**Response:** If this critic had looked at the Q1, 2016 edition of Secular World, they would have found the exact same list of affiliate members as on the Q4, 2017 edition. The Secular Word editor (who was not a director) reused the same list every quarter for several years without updating it.

In reality, the list of AAI affiliate members changes every month. For example, Atheism UK is shown on the Q4, 2017 Secular World list. That organization's subscription expired on February 20, 2017. They were invoiced on the same day but had not paid their invoice by the time of the 2018 AGM. Similarly, Indonesian Atheists' subscription lapsed on August 09, 2016. They were last invoiced on February 21, 2017 but had not paid their fees by the time of the 2018 AGM. As was said earlier, all affiliates whose subscriptions had not expired were invited to the 2018 AGM.

However, the board acknowledged some two years ago that members whose subscriptions had expired were entitled to attend AGMs until 60 days after a renewal invoice was sent. Eight members were wrongly excluded from the 2018 AGM because of this error. The proposed EGM is our latest effort to correct this error.

## F9 Fotis Frangopoulos was never elected by affiliates

**Allegation:** Fotis Frangopoulos was co-opted onto the purported AAI Board and falsely pretended to represent atheist groups worldwide. In fact, he never received a single vote from a single AAI Affiliate Member group; and was expelled by the Atheist Union of Greece.

**Response:** Fotis was elected to the board, by the board, on June 12, 2019. That was permitted under the 2018 bylaws, which were in force then. At the end of his first two-year term, he was duly nominated and reelected by affiliate members on July 24, 2021. This term expires in 2023.

It is true Fotis was expelled from the Atheist Union of Greece, but the process of expulsion circumvented due process, so Fotis sought legal redress. A court found he had been unduly and abusively expelled and ordered that he be reinstated. This story is irrelevant to Fotis' position at AAI, so one wonders why it is mentioned by critics and why his reinstatement is not mentioned.

## F10 Board members denied access to financial information

**Allegation:** In May 2021, When Shirley Rivera asked for details of the CPA who had been engaged to prepare AAI financial accounts, Howard Burman said, "It's not a fucking secret. Fotis is the treasurer and he and I are dealing with financial matters. That is our

job, not yours. You have other responsibilities.” Furthermore, the cabal in control of AAI declined to produce audited accounts for 2018 - 2020.

**Response:** Howard made this remark in an informal chat used only by AAI directors, in which strong language is used occasionally. Howard’s response was likely triggered because he thought (perhaps mistakenly) that Shirley was trying to overturn his choice of CPA in favor of a CPA that she knew, when there was an urgent deadline to complete the 2020 accounts.

However, this is not evidence that a small group of AAI directors managed financial matters in secrecy. Indeed, Howard invited Shirley to contribute to the CPA selection process by nominating two CPAs she had worked with for inclusion in the evaluation.

The facts are that a financial report was routinely presented at monthly board meetings and at Annual General Meetings for AAI members. Furthermore, the IRS requires AAI to submit annual financial returns, which have been submitted every year since 2017. (Some gaps occurred in earlier years.)

The board set out to achieve class-leading transparency in 2020 when it requested details of individual payments to be published on the AAI website. However, accounts were not published at that time. We recently added annual accounts to our transparency pages to correct this. We note that few atheist organizations publish their annual accounts. For example, Atheist Ireland does not, and nor does American Atheists, although their accounts may be obtained upon written request.

## F11 The board arbitrarily decides who can vote

**Allegation:** AAI accepts subscription fees from atheist groups, but, before each vote, a cabal decides in secret which groups will receive ballot papers and which will not. The relevant atheist groups are not consulted during the process.

**Response:** This is wholly untrue. It refers to the bylaws from March 01, 2020, through May 10, 2022. Under these bylaws, affiliate members were classified as formal or informal affiliates. Formal affiliates were permitted to vote in elections, and at AGMs; informal members were not.

This distinction mirrored the distinction between Affiliate Members and Associate Members in the 2013 bylaws (Affiliates were entitled to vote, Associates were not). Under the 2020 bylaws, organizations were classified as formal if they had bylaws or a constitution. Otherwise, they were classified as informal.

Members were required to submit their bylaws/constitution as part of their application, and the formal/informal classification was made at the time. Changes could only be made if a member subsequently advised that they had adopted or abandoned bylaws. We are not aware that a change in classification ever occurred. Ballot papers for director elections were sent to formal members according to the status shown on their registration files.

## F12 Non-profit status revoked due to financial mismanagement

**Allegation:** The Attorney General of California first suspended, and then revoked, the status of AAI as a nonprofit because the cabal running AAI engaged in deliberate financial mismanagement and declined to submit financial statements for three consecutive years.

**Response:** The Attorney General of California revoked AAI's non-profit status for failure to submit annual returns. However, financial returns have been submitted regularly to the IRS, demonstrating that AAI did not decline to submit financial statements. Nor was there financial mismanagement—the board simply was not aware that the Attorney General required a similar annual return.

This problem was discovered in 2022, and the board immediately engaged a lawyer to submit the missing returns and petition for reinstatement of our status. This process is in hand, and it is expected to take a few more months to resolve.

## F13 The cabal “fixed” the democratic process in 2022

**Allegation:** Howard Burman announced his intention to step down from the board in advance of the May 2022 AGM and director elections. The cabal chose candidates for all vacant board roles months before the elections and began to transition David Orenstein, their preferred candidate, into the AAI President role.

**Response:** The bylaws allow board members, Affiliate Members and Individual Members to nominate candidates for vacant director roles. However, only Affiliate Members may vote in the elections. Board members have no vote in board elections. Candidates are encouraged to submit election materials, and the board ensures that all voting members have access to these materials. This was done in 2022 as it was in prior years. Furthermore, the board does not attempt to influence which candidates affiliate members should vote for. The board does not recommend preferred candidates.

The board takes its right to nominate candidates very seriously. Whenever possible, it nominates candidates for all vacant positions and tries to find candidates with the experience and expertise to fill the available roles. For example, in 2022, we knew we needed a president, someone to take on the United Nations role, someone experienced in fundraising and other roles. As part of this process, potential nominees are asked to provide a resume, they are interviewed, their backgrounds are researched, and the board as a whole discusses the results. This due diligence helps to ensure the candidates nominated by the board are well-suited to fill the available roles.

David Orenstein was identified as a potential candidate for the President's role. Because of the importance of this role, he was invited as an observer to board meetings in advance of the election. This ensured that, if David was elected by affiliates and if the new board then elected him to the President's role, he would hit the ground running. We made it clear to David that the board could not offer him any role—it was not within our powers. His election to the board would be decided by affiliate members, and then the newly elected board would decide which board member to elect for each Officer role.

Nothing the board did had the effect of "fixing" the elections or even influencing the vote. Affiliate members were free to nominate their own candidates and to vote for whichever candidates they preferred. Only affiliate members voted in the elections, and they were free not to vote for any of the board nominees.

It is extraordinary that the board's conscientious and diligent work is portrayed as dishonest election rigging.

## F14 Humanist Union of Greece denied voting rights

**Allegation:** The Humanist Union of Greece complained at the 2021 AGM that it was classified as an informal organization and, therefore, not permitted to vote. The same thing happened at the 2022 AGM. This is an example of the board arbitrarily deciding which affiliates can vote and which cannot.

**Response:** The Humanist Union of Greece is a long-established and active group that has no bylaws or constitution. Consequently, when the organization joined AAI, they were correctly classified as an informal organization as defined in the bylaws. This classification was applied for the 2021 and 2022 AGMs and elections. The board complied with the bylaws correctly and consistently.

It is worth noting that the 2022 bylaws changed the way affiliate members are classified. The 2022 bylaws abolished the distinction between formal and informal



organizations and replaced it with Full and Provisional members. Full members can demonstrate at least one year of continuous activity; Provisional members cannot.

## F15 Open ballots are anti-democratic

**Allegation:** Voting at elections prior to 2017 have been by secret ballot but in subsequent elections, the board has published which candidates affiliate members voted for. This is anti-democratic.

**Response:** It is true that elections before 2017 appear to have been treated as secret ballots, although the 2013 bylaws do not explicitly state that ballots must be secret. The 2020 bylaws up to the 2022 (current) bylaws do not require ballots to be secret.

There are arguments on both sides of this debate. An open ballot eliminates the possibility of tampering with votes and reduces the risk of errors as all those who vote can check their votes were counted correctly. Secret ballots can avoid intimidation and post-election grudges but in a fraternal organization like AAI, this is hardly likely to be a concern. On balance, the board and members prefer the transparency of an open ballot.

## F16 The board may ignore motions passed at AGMs

**Allegation:** Clause 59 of the 2022 (current) bylaws allow the AAI board to ignore motions democratically adopted by an AGM,

“The Board shall take motions so passed into consideration but may use its discretion as to whether and how to act upon them.”

This is anti-democratic.

**Response:** It is true that the bylaws give the board discretion as to how and whether to act upon motions passed at AGMs. However, this sub-clause was agreed upon by the joint member-director team that drafted the bylaws. It was also discussed by the 24 members present at the 2022 AGM and ultimately the bylaws were passed unanimously. Members felt that a safeguard is necessary to prevent the remote possibility that a malicious motion could be passed that would damage the organization.

Furthermore, AAI members alone have the power to amend the bylaws and they are free to remove this subclause if they so wish.

## F17 C&S America affiliates excluded from 2021 AGM & elections

**Allegation:** No Central & South America affiliates were invited to the 2021 AGM or notified of the elections.

**Response:** This is not true. All C&S affiliates were invited to the AGM. An email was sent to all C&S affiliates on May 5, 2021 giving notification of the AGM and the voting procedures. One C&S America affiliate opened that email.

On June 25, 2021, another email was sent to all C&S America affiliates giving the AGM Agenda and voting instructions. This was opened by 3 C&S America affiliates.

On July 16, 2021, ballot papers were sent to all affiliates eligible to vote. This was opened by 3 C&S America affiliates.

## F18 AAI only helps blasphemy victims who are atheists

**Allegation:** AAI has a policy of only helping blasphemy victims who share their beliefs about the supernatural. This is unethical and anti-humanist.

**Response:** AAI does not have such a policy. Two of our successful anti-blasphemy cases from Nigeria illustrate the point. Yahaya Sharif-Aminu was sentenced to death in Kano, Nigeria, for making allegedly blasphemous remarks about Prophet Muhammed. We assembled a legal team and appealed his conviction and sentence. As a result, his conviction was quashed, and his sentence was set aside.

In another case, 16-year-old Umar Farouk was sentenced to 10 years in prison with hard labour for blasphemy. Our legal team successfully appealed his conviction, and he was set free. Both these victims were, and still are, Muslims.

## F19 The AAI board lied to the UN

**Allegation:** AAI lied in writing on a quadrennial report to the United Nations. They deliberately hid crucial information that they were required to reveal and intentionally deceived the UN into thinking that they had become more democratic, when in fact, they had become much less democratic.

**Response:** This allegation relates to how AAI answered question 3 of the quadrennial report, "Significant changes in the organization". The question in full was:

"Here you can list any changes in your organization's objectives, programme, or scope of work that may have had a significant impact, if any."

The UN's guidance on this question indicates that changes to bylaws might be mentioned here.

AAI responded, "After several bylaw revisions undertaken in 2018, the AAI Affiliates now select the AAI Board of Directors. The board in turn supports them with their work to normalize atheism and ensure people are not discriminated against for choosing to be atheists. We have introduced Regional Directors who give every Affiliate organization a director who is responsible for supporting them. As a result of these changes, we now have the largest membership in our 30-year history."

The first sentence of our answer was brief because the question was to identify changes in objectives, programme and scope of work and none of the 2018 or 2020 bylaw changes impacted those areas.

Importantly, there were no lies in this response. Every part of AAI's answer was true. No crucial information that AAI was required to reveal was omitted.

## F20 The AAI cabal

**Allegation:** Multiple allegations against AAI have blamed a cabal of dishonest directors for secretly plotting to take over AAI and use its resources for their own benefit.

**Response:** The idea that a cabal secretly plotted events and hoodwinked directors who were not part of the cabal is pure fiction.

The alleged cabal comprised Howard Burman, Bill Flavell, Fotis Frangopoulos, and John Richards, who plotted to secretly change AAI's bylaws. (In fact, Fotis joined the board over a year after the bylaws were changed!) The leading proponents of revising the bylaws were President Gail Miller and Social Media Director CW Brown. Drafts of the proposed bylaws were reviewed by the entire board and the final version was signed off by the entire board before it was presented to affiliates to vote on. There was no cabal.

According to these critics, the cabal was still in place in 2022 and was busy illegally deciding who would be elected to the board and manipulating which members would be allowed to vote. Except that board nominations were discussed at full board meetings, and the board agreed to the full list of board nominees. However, the board did not decide which members would be permitted to vote and nor did a cabal—because it did not happen. It is a lie.

Nor did any directors benefit from AAI resources. AAI directors are not paid for their work (with the exception of John Richards, who edited Secular World for several

editions and was paid per edition. The tradition of paying Secular World editors began many years earlier, and John accepted a lower payment than previous editors.)

The critics fail to mention one important part of this story. The 2018 bylaws took rights from affiliate members, but most rights were restored to them just over a year later, and now, arguably, members have more rights than they had in 2013. If there was a cabal of dishonest directors seeking to take over the organization, why did they allow this to happen? Indeed, why did they help to make this happen?

The real reason powers were taken from affiliates and subsequently returned to them lacks the melodrama so beloved by AAI's critics. There was no cabal, no dishonest directors, no plotting, and no coup. AAI's directors acted to protect and build AAI. And they succeeded. They sought to build the most effective organization possible to defend atheists and promote secularism.

END