



# Extraordinary General Meeting

## Meeting Protocols

January 15, 2023 | 14:00 UTC

This document outlines the protocols to be observed at the 2023 AAI Extraordinary General Meeting (EGM).

### Admittance

Delegates must register with the AAI Secretary at least 24 hours before the meeting. To do this, Affiliate Members should email the AAI Secretary, [secretary@atheistalliance.org](mailto:secretary@atheistalliance.org), with the name and email address of their delegate. The email address used for this purpose must be an official email address AAI has on file for the organization. Please contact the Secretary if you have any questions.

Each Affiliate Member may send one Delegate to the meeting. Affiliate Members may send a maximum of one additional person to the meeting, but such additional attendees will have Observer status only.

Registered representatives of Affiliate Members and registered AAI Board Directors will be admitted as Delegates to the meeting. Registered Individual Supporters and AAI volunteers will be admitted as Observers. Advisory Council members will be admitted as Advisors.

Delegates will be sent a Delegate Number and joining instructions. Observers and Advisors will be sent a Registration Number and joining instructions. To gain admittance to the meeting, a person must provide their name and Delegate Number or Registration Number.

### Meeting duration

There is no fixed time to complete the EGM, but the Facilitator will endeavour to complete the meeting within three hours. To help achieve this, the Facilitator may seek the consent of the meeting to defer the discussion of any less-relevant motions to the next AAI AGM.

### Proxy voting

Any Affiliate Member who wishes to participate in the EGM but cannot be present may select a Delegate (or the AAI President) to vote on their behalf as a proxy. Affiliate Members wishing to use a proxy must register their proxy voter by email with the AAI Secretary by midnight UTC on January 14, 2023. Unregistered proxy votes will not be counted.

Affiliate Members using a proxy may instruct their proxies how to vote on each motion or give their proxy discretion to vote as they see fit. This is important because motions may be

amended at the EGM, and an amendment may change how the Affiliate Member would wish to vote.

A Proxy Authority form will be sent to Affiliate Members before the meeting. This can be used to authorize a proxy. Affiliate Members wishing to use a proxy are advised to complete this form and send a copy to their proxy and to the AAI Secretary before the deadline for registering proxy voters. Affiliate Members MUST obtain consent before nominating a person as their proxy voter.

The use of a proxy is a matter between the Affiliate Member and their proxy voter. Proxy votes cast are binding, and the AAI board can accept no responsibility if the Affiliate Member is dissatisfied with the votes cast by their proxy voter.

## Rights

In accordance with AAI Bylaws, Affiliate Members in Good Standing may vote at General Meetings. However, invoices for 2023 membership will be issued in early January, and Members have 60 days to pay. Since the EGM is on January 15, 2023, all Members will be within their grace period and will be deemed to be in Good Standing unless their membership has been revoked or suspended by the Board.

All Delegates will be permitted to contribute by speaking, seconding motions, proposing and seconding amendments to motions and voting. Observers have no contribution rights but may post messages to the Zoom chat. Board directors have voluntarily waived their right to vote at this EGM. However, they retain their rights to speak, to second motions, and to propose and second amendments. Advisors may contribute by speaking or commenting via Zoom chat but have no other rights.

Every Affiliate Delegate has one vote for each motion or amendment.

## Meeting management

The AAI Acting President will open the meeting, welcome those present and announce whether or not a quorum exists.

Normally, the AAI President chairs General Meetings, but to ensure impartiality, the Board has nominated Advisory Council member, Lawrence Krauss, to facilitate the discussion, and four AAI volunteers as Voting Managers to count votes and manage the voting process.

The Facilitator may permit a 10-minute refreshment break during the meeting.

The AAI Secretary will prepare the minutes of the meeting.

## Discussion of motions

Motions will be discussed and voted on in the order determined by the Facilitator. Motions to amend AAI's Bylaws will be taken first. Amendments to Bylaws must be passed by a

Super-Majority, which means the votes cast in favor must be at least twice the number of votes cast against (not counting abstaining votes).

The Facilitator will ask for a seconder for each motion. The seconder will be recorded in the minutes. If no seconder is found for a motion, it will fail—it will not be discussed or voted on. Only Delegates may second motions.

The Facilitator will call upon the proposer to speak in favor of the motion. The proposer, or a Delegate nominated by the proposer, will have up to 3 minutes to propose the motion. If the proposer is not present and no Delegate has been nominated to speak in favor of the motion, the Facilitator will call for a volunteer to speak in favor of the motion.

Thereafter, Delegates wishing to speak should raise their hand and await the Facilitator to call them. Contributions from subsequent speakers will be limited to 2 minutes. Contributions will be timed.

All speakers should start their contributions by announcing their name and Delegate Number or Registration Number.

All discussions and presentations will be in English. If a Delegate cannot present in English, they may obtain an English translation (Google Translate is a good resource) and paste the English translation into Zoom chat. Alternatively, they may email the translation in advance of the meeting to the AAI secretary, who will read it at the meeting. Time limits still apply.

Delegates may propose an amendment to a motion before voting takes place by writing the amendment in the Zoom chat and raising a hand. The Facilitator will read the amendment and call for a seconder. The seconder will be recorded in the minutes. If no seconder is found for an amendment, it will fail—it will not be discussed or voted on. If a seconder is found, the proposer will have 3 minutes to speak in favor of the amendment.

The Facilitator will terminate discussion on each motion, either when all wishing to speak have spoken or when it is judged that sufficient time has elapsed, having regard to the need to complete the agenda within the targeted time.

## Late motions

The closing date for receipt of motions was December 28, 2022. However, the board is anxious not to exclude relevant motions that may arise after the closing date. Given the importance of the EGM to the future of AAI and the fact that the majority of AAI Members have indicated they will attend the meeting, we will accept motions tabled at the meeting, provided that:

1. The motion is tabled by a delegate,
2. The motion is provided in writing to the facilitator,
3. The motion is seconded, and
4. Delegates vote by a Super-Majority that the motion is sufficiently relevant and important to be considered.

Late motions may be raised during the *Any Other Business* part of the agenda.

## Voting

Voting Managers will manage all voting.

If amendments have been proposed, amendments will be voted on first. Then passed amendments will be added to the substantive motions and a final vote will take place on the amended motion.

The Voting Managers will ask delegates to vote by calling out Delegate Numbers from the attendees list. Delegates may vote in favor, against or may abstain. Then the Voting Managers will call on registered proxy voters to vote on behalf of absent Affiliate Members.

If voting results in a tie, there will be a second round of discussion and voting. If the second round is also a tie, the AAI President will have a tie-breaking vote.

A Voting Manager will tally the votes and announce the result. The Secretary will record the result for inclusion in the minutes.

## Leaving the meeting

Delegates wishing to leave the meeting before it is closed by the AAI Acting President should announce their departure in the Zoom chat facility. Once Delegates have announced their departure, they will not be called upon in subsequent voting rounds.

ENDS