



The Real Disclosure Document

The **complete** report of mismanagement at Atheist Alliance International.

February 2023

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Introduction

This document is a response to [the original Disclosure Document](#) that was published by the so-called “board” of Atheist Alliance International (AAI) in November 2022.

This document was not written by the current so-called “board” of AAI or anyone associated with them. It is written from the perspective of an imaginary AAI board that is not afraid to present all the relevant facts to their members without spin or deception.

This is the real Disclosure Document that the so-called “board” of AAI should have produced, based on all the facts that are currently in the public domain.

Background

(This section is copied with permission from [an article by Michael Nugent](#)).

When AAI was founded in 1991, [the original history page on the AAI website](#), now deleted, shows the clash between the authoritarian top-down structure of American Atheists and the democratic bottom-up structure of AAI.

Other early pages, now deleted from the AAI website, make clear [how central was its democratic structure](#), and its explicit opposition to a top-down structure.

Atheist Alliance was explicitly a democratic alliance of atheist groups. It did not accept individual members, but individuals could join Atheist Outreach which was a member group for isolated and/or disaffected atheists.

In 2001, Atheist Alliance [allowed individual members to join](#), in order to have more membership income to help new member societies get established and grow strong.

By 2008, Atheist Alliance had 45 member groups from the USA and 12 member groups from other countries, and had renamed itself Atheist Alliance International. The goal of the Alliance remained [to establish democratic atheist organisations](#).

The structure remained explicitly [democratic, transparent, and accountable](#), to the extent that [all board meetings were open to the public](#).

AAI also established a Community Cooperation Award to encourage organisations [to employ ethical means to solve problems, controversies or disagreements](#).

In 2010 the USA-based groups wanted to merge with American Atheists, and proposed to disband AAI. Instead, member groups from other countries, led by the Irish, German, Danish, and Australian member groups, led a reconstitution of AAI to rescue it and strengthen its democracy.

That reconstitution took place over several months of online discussion, with all member groups participating on an equal basis, and it resulted in [an 80% vote in favour of the new structure](#) in 2010.

The new structure was launched at the World Atheist Convention in Dublin, Ireland, in June 2011, along with the [Dublin Declaration on Secularism and the Place of Religion in Public](#)

[Life](#). This created a truly democratic international alliance, with member groups from each country being treated on the same basis, and with a structure to assure regional representation from around the world on the board.

The spirit in which this was done was one of mutual respect and collegiality. Every group involved tried to help each other, the members sought to come to policy decisions by consensus, and the board sought to represent the members rather than impose their own ideas.

The 'About AAI' section on the website [immediately after the restructuring](#), which has now been changed, included:

Atheist Alliance International (AAI) is a global network of atheist and freethought groups and individuals, committed to educating its members and the public about atheism, secularism and related issues. A positive global voice for atheism and secularism, AAI:

** Strengthens cooperation between atheist and freethought organisations around the world;*

** Supports the establishment of new atheist/freethought organisations, particularly in developing countries; and*

** Facilitates and supports projects/events that promote atheism, critical thinking and empiricism, while combating discrimination against atheists and freethinkers around the world.*

[The subsequent bylaws](#), now deleted from the AAI website, include:

2. The mission of the Alliance (the "Mission") is to challenge and confront religious faith, to strengthen global atheism by promoting the growth and interaction of atheist/freethought organisations around the world, and to undertake international educational and advocacy projects.

50. The inaugural Directors were appointed by the Incorporator on the basis of the votes recorded by the Affiliate Members at the Members' meeting held in Dublin on 3 June 2011.

51. Subsequent to appointment of the inaugural Directors, the Members who are entitled to vote at General Meetings will elect the Directors.

55. No more than one person nominated by any single Affiliate or Associate Member may be a Director at any time, and no more than three people from any single nation may be Directors at any time.

Under this structure, Atheist Alliance International gained consultative status at the United Nations and the Council of Europe. Both of these positions depended on AAI having a democratic structure.

Starting in 2016 the then President pressured named board members to resign so that he could replace them with outsiders who were co-opted instead of elected. He then resigned after a [personal scandal](#), and membership involvement plummeted.

Atheist Ireland and the Freedom from Religion Foundation responded by proposing to strengthen further the democracy and accountability of the organisation, in line with the founding ethos from 1991 that was strengthened in 2011.

The following disclosures relate to events around 2017-2018, and subsequent efforts by the so-called “board” of AAI to ignore and then actively cover up their actions, most recently in a “Disclosure Document” published in November 2022. We have now decided to come clean in this, the Real Disclosure Document.

The real disclosures

Even though there is only one remaining “director” from the 2017 board, those of us who currently call ourselves the board of AAI take collective responsibility for the actions of past so-called “boards”, and we also take responsibility for fixing the damage that resulted from those actions. In the spirit of full disclosure, here are the mistakes that we made, in roughly chronological order from 2017 to the present day.

D1 The original Disclosure Document was not complete and honest

Here are some statements we made in 2022 in relation to the original Disclosure Document:

The board has prepared a disclosure document that sets out to openly acknowledge everything the organization has done that could be called into question. Nothing is held back. Honesty is the best policy.

- [AAI website](#) (members only section)

... it is intended to present a complete list of these things [that have not been done properly] 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 ... The board will tell you what they know or have discovered without spin or deception.

- Disclosure Document

We did not deliver on the promises that we made in those statements. As you will see in the remainder of this Disclosure Document, we did not disclose all the relevant facts in the original Disclosure Document; we were not honest about some of the things that we did disclose; and we avoided criticism by refusing to reply to genuine questions about the information we gave in the original Disclosure Document.

D2 We failed to hold an AGM in 2017

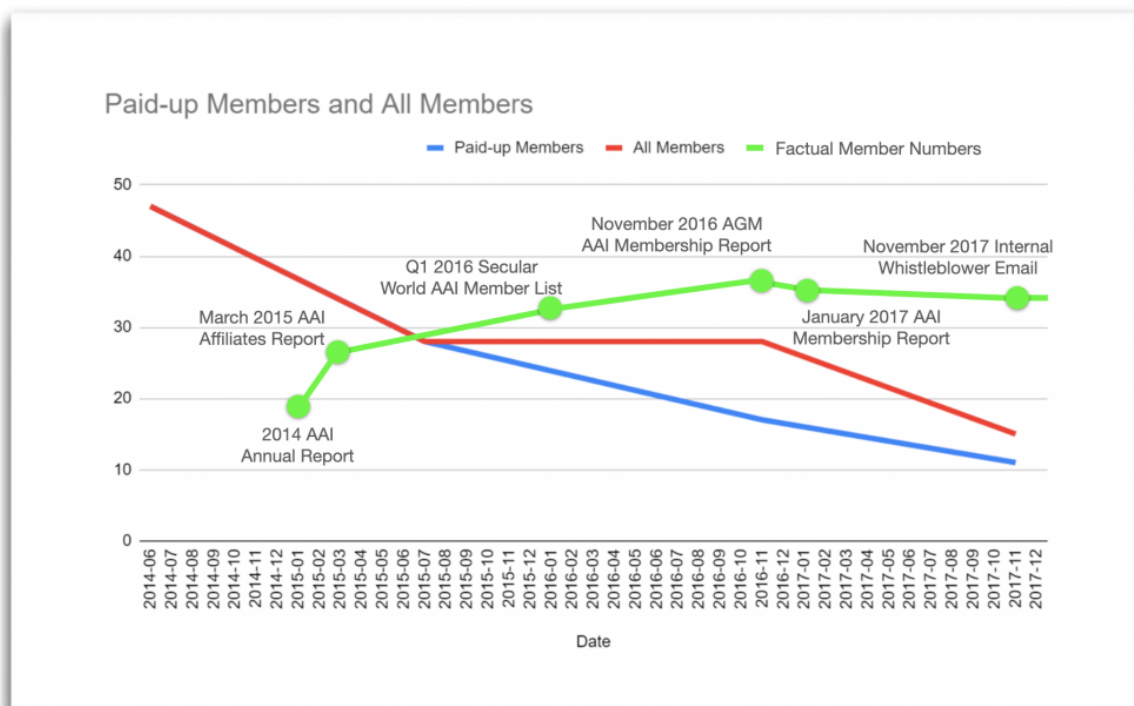
As we admitted in section D1 of the original Disclosure Document, we broke the [2013 bylaws](#) by not holding an AGM in 2017. We were aware of this obligation because, during

2017, we were repeatedly asked by AAI members to hold an AGM. There is no excuse for this failure of corporate governance.

D3 There was no membership crisis

We have repeatedly tried to excuse the behaviour of the AAI board during 2017 by claiming that there was a membership crisis at that time. In fact, there was no membership crisis.

- As we admitted in the original Disclosure Document, the board at that time did not understand the parts of the bylaws relating to membership.
- As Kevin Sheehan (former director of AAI) [has stated](#), [Salsa](#) was an expensive but perfectly functional membership system. However, as we admitted in the original Disclosure Document, “no directors in 2017 properly understood how to use it”. The technical problems we had with Salsa were entirely our own fault.
- In July 2021, Howard Burman (then AAI “President”) sent [an email](#) to AAI’s Advisory Council in which he said that memberships had been “*falling away*” since 2013, and that “*by 2016-2017 AAI was virtually in free fall*”. This has been [directly contradicted](#) by a former President and Vice President of AAI who attended the AGM in November 2016.
- We [fabricated the figures](#) on the graph on Page 4 of the original Disclosure Document to make it look like there was a membership crisis. Here is our original graph (red and blue lines) overlaid with the actual membership figures (green):



We should not have invented a membership crisis to try and justify the actions we took in 2017 and 2018.

D4 We repeated false allegations against Kevin Sheehan

In the original Disclosure Document we repeated a claim made by Gail Miller (former AAI President) that Kevin Sheehan resigned from AAI “because he couldn’t cope with AAI’s failing systems.”

When Kevin Sheehan himself [pointed out](#) that this allegation was false, our response was not to support the claim with evidence, or to withdraw the claim, but rather to state (in an email from Bill Flavell to John Hamill on 22 December 2022) that “[Kevin’s] name was not even mentioned” in the Disclosure Document.

We should have sought a comment from Kevin Sheehan before repeating allegations about him in the original Disclosure Document. Even though we did not mention his name, it would be clear to many people who were involved with AAI at the time, exactly who the quote referred to.

D5 There was no financial crisis

We have repeatedly tried to excuse the behaviour of the AAI board during 2017 by claiming that there was a financial crisis at that time. In fact, there was no financial crisis.

A summary of the actual financial situation around that time, including supporting documents, is given in [an article by John Hamill](#), a former Secretary of AAI. We have never produced any evidence to contradict anything in that article, so that article is currently the most accurate public record of the financial situation at AAI during the period in question.

[One claim made by John Richards](#), a director of AAI at the time, was that contractual payments made to Rustam Singh for the production of Secular World magazine were excessive and were part of the reason for the “crisis”. We did cancel Rustam’s contract but - as we hinted at in section F20 of the original Disclosure Document - we immediately started paying John Richards the same amount of money for the same work.

We should not have invented a financial crisis to try and justify the actions we took in 2017 and 2018.

D6 We shouldn’t have paid Bill Flavell’s daughter

At the end of 2017 we had engaged a web developer to redesign the AAI website. The developer needed technical information that the board was not able to provide. Among the then members of AAI were organisations who were experienced in web design and web hosting, who would probably have volunteered their services for free if they had been asked. Instead, as we admitted in section F4 of the original Disclosure Document, we gave a no-tender contract to Bill Flavell’s daughter. Apart from the legal and ethical questions this raises, this was not the best use of AAI’s money at a time when we were claiming that the organisation was in a financial crisis.

D7 We unfairly terminated Rustam Singh's contract

In 2018 the "board" of AAI terminated a contract they had with Rustam Singh to manage the production of Secular World magazine, with no notice. This may or may not have been allowed by the conditions of the contract, but Rustam had consistently done outstanding work for AAI above and beyond what was required by his contract, and it was not fair to treat him the way we did.

D8 We implicitly supported false allegations against Rustam Singh

In 2022 John Richards (former AAI director) made false claims about the performance of Rustam Singh during his time working for AAI, and about why his contract with AAI was terminated. For example, John Richards claimed that Rustam "[fell down on the job](#)", that "[he did a poor job](#)", that he "[was sacked for not meeting the terms \[of his contract\]](#)", that he "[had gone awol](#)", and that he had [used Microsoft Word](#) to produce the magazine (he actually [used Corel Draw](#)).

In his robust defence of Rustam, a representative [conceded](#) that Rustam had once not been contactable for a period of two weeks because of a family medical emergency.

When John Richards made those false allegations we said nothing, thereby implicitly supporting the allegations. We should have spoken out in support of Rustam.

D9 We probably paid John Richards illegally

In the original Disclosure Document we admitted that we paid John Richards for services related to the production of Secular World magazine, while he was a director of AAI.

There is an IRS prohibition on "[Inurement/Private Benefit](#)" for directors of 501c3 non-profits, and the California Corporations Code prohibits "[Self-Dealing Transactions](#)" for charities registered in that state.

When [directly asked by a member](#) if AAI would comment on the legal implications of the payments to John Richards, Bill Flavell gave no answer.

We have never commented on the legal implications of the payments to John Richards. You can probably assume the worst.

D10 We did not have the authority to call an AGM in 2018

Directors who had been appointed to the AAI board during 2017, under clause 62 of the [2013 bylaws](#), were required to put themselves up for election at the 2017 AGM, or else resign. Since no AGM was held in 2017, a conservative interpretation of the bylaws means that the term of all co-opted directors had expired on 31 December 2017. This means that there were not enough directors to form a board on 1 January 2018. We knew this at the time, because we had been told by members on multiple occasions. Despite this, the six people that we named in the original Disclosure Document - Bill Flavell, CW Brown, Elizabeth Mathes, John Richards, Howard Burman, and Pearl Osibu - continued to behave

as if they were directors and board members of AAI after 31 December 2017. One of the actions that this illegitimate “board” took was to call an AGM for 20 May 2018.

There was no legitimate board of AAI after 31 December 2017, and the people who claimed to be directors had no authority to call a General Meeting of AAI after that date.

D11 We did not give correct notice of the 2018 “AGM”

Even if there had been a legitimate board after 31 December 2017, they did not give correct notice of the 2018 “AGM” that was held on 20 May 2018. Clauses 79 through 86 of the [2013 bylaws](#) prescribe strict deadlines for various notices to be issued to members prior to any general meeting. There are good reasons for these deadlines, and there is no provision in the 2013 bylaws for these deadlines to be moved or ignored.

As we admitted in section D3 of the original Disclosure Document, we did not meet the required notice deadlines in the lead up to the 2018 “AGM”. There is no excuse for this failure of corporate governance. This failure, on its own, would have made the subsequent general meeting invalid.

D12 We said that we gave correct notice of the 2018 “AGM”

Since the meeting on 20 May 2018, we have been asked on multiple occasions for evidence that correct notice was given for the 2018 “AGM”. On multiple occasions, we insisted that we had given correct notice, and at the same time we attempted to discredit the people asking these questions. For example, in [an interview](#) on 14 March 2021, Bill Flavell said:

I believe that we sent out, to all paid up members, at the correct time, we gave them the correct notice, we gave them all the papers in the correct schedule according to the bylaws.

In [an article from 2021](#) that remains uncorrected on the AAI website, Jason Sylvester (then “blog manager for AAI and an unofficial advisor to the board”) stated:

The AAI vice-president checked the records for the AGM which he states indicate eight affiliates ended up voting at the AGM, and all were invited in accordance with the timetable established in the bylaws; claims which I will verify in my investigation, for which John has no evidence to claim otherwise as he has done repeatedly.

As we admitted in section D3 of the original Disclosure Document, the evidence clearly shows that we did not meet most of the required notice deadlines in the lead up to the 2018 “AGM”. When we were asked about this previously, we should simply have told the truth. We should not have attempted to discredit the people who asked those questions.

D13 We still say that we gave correct notice of the 2018 “AGM”

On 13 December 2022, in response to an AAI member who asked whether Jason Sylvester’s article from 2021 would be corrected, [we said the following](#):



Bill Flavell · December 13, 2022, 2:04 am

Yes, Jason based his article on the information available at that time. We will update anything in Jason's article that we find does not correctly reflect the findings of our latest and most detailed investigation.

REPLY

More than two months after releasing the original Disclosure Document, we still have not corrected anything in Jason Sylvester's article, even though parts of the article directly contradict statements we made in the Disclosure Document.

D14 We deliberately excluded members from the 2018 "AGM"

On 29 January 2018 Gail Miller (then AAI "President") sent an email to Atheist Ireland stating that they were one of only six current members of AAI.

On 2 March 2018 Bill Flavell reported to the "board" that AAI had only two affiliates eligible to attend the AGM; Atheist Alliance of America and Atheist Society of Nigeria. This means that we no longer considered Atheist Ireland or Freedom From Religion Foundation to be AAI members.

On 29 March 2018, Howard Burman (then AAI "Secretary") sent an email to seven organisations discussing proposed changes to the bylaws that would be voted on at the upcoming "AGM". This means that, at the end of March 2018, there were at least seven organisations that we considered to be eligible to attend the upcoming "AGM". This did not include Atheist Ireland or Freedom From Religion Foundation.

We have never explained how the following organisations, who we did not consider to be members on 2 March 2018, subsequently became eligible to attend the 2018 "AGM":

- Atheist Union of Greece
- Guatemala Humanists
- HALEA Uganda
- Iranian Atheists and Agnostics
- Mindful Meditation of Secular Buddhism
- Progressive Atheists of Australia

We have been asked on multiple occasions (most recently [here](#)) to give evidence of when these organisations were sent the last membership invoice before the 2018 "AGM", and when they paid that invoice. We have never provided that evidence, either because:

(a) we don't have any evidence that the listed organisations ever paid a membership fee or had their membership fee waived by the board, in which case we cannot demonstrate that the listed organisations were actually eligible to attend the "AGM", or else:

(b) we do have that evidence, which would prove that we deliberately excluded Atheist Ireland and Freedom From Religion Foundation from the "AGM" by not sending them a membership invoice and/or not seeking payment of that invoice, like we did with the other organisations.

Either option would clearly demonstrate that we deliberately selected the electorate for the 2018 AGM, which is something that we did not want to admit.

Onur Romano (former AAI President and current member of AAI's "[Advisory Council](#)") was more honest when he made this statement on his Facebook page on 11 October 2019:

AAI told AI and FFRF to take their corporate bullying and blackballing elsewhere. Yes, AAI practically said 'take a hike' and terminated their memberships after being blackmailed in such manner.

We have been asked about Onur's statement on multiple occasions (most recently [here](#)), but we have never responded to those questions. In the absence of any response from us, you can take Onur's statement at face value: We secretly terminated the memberships of Atheist Ireland and Freedom From Religion Foundation without a legitimate reason, and we deliberately excluded them from the 2018 "AGM". On its own, this manipulation of the electorate makes everything that happened at the 2018 "AGM" invalid.

D15 The reasons we gave for excluding members from the 2018 "AGM" are not supported by the evidence

In section D4 of the original Disclosure Document, we quoted section 94 of the [2013 bylaws](#) to imply that the failure to invite Atheist Ireland and Freedom From Religion Foundation to the 2018 "AGM" was a mistake.

Later, in section D5 of the original Disclosure Document, we stated:

We cannot say why [Gail Miller, then AAI President] did not remind [Michael Nugent] that Atheist Ireland's subscription had expired or was about to expire.

These two statements contradict each other, and they are both untrue. As demonstrated in the previous section, we always knew exactly why Atheist Ireland was not invited to the 2018 "AGM". We should just have been honest.

D16 There was no quorum at the 2018 "AGM"

We have been asked multiple times (most recently [here](#)) to provide evidence that the organisation "Mindful Meditation of Secular Buddhism", which had never been an AAI member prior to March 2018, was granted affiliate membership in accordance with clause 18 of the [2013 bylaws](#). We have never produced that evidence. You should therefore assume that we do not have this evidence. Since there is no evidence that the organisation "Mindful Meditation of Secular Buddhism" was a valid AAI member, you should assume that they were not. This means that there was no quorum at the 2018 "AGM", and everything that happened at the 2018 "AGM" was invalid.

D17 The proxy votes at the 2018 “AGM” were invalid

We have been asked multiple times (most recently [here](#)) to produce evidence that the proxy voting process at the 2018 “AGM” complied with clause 89 of the [2013 bylaws](#). We have never produced that evidence. You should therefore assume that we do not have this evidence. Since there is no evidence that the proxy voting process complied with the bylaws, you should assume that it did not. This means that the proxy votes cast at the 2018 “AGM” were not legitimate votes, and everything that relied on those proxy votes was invalid.

D18 We made a misleading statement about the effect of excluding legitimate members from the 2018 “AGM”

In section D4 of the original Disclosure Document, we stated:

the error that resulted in failing to invite eight members to the 2018 AGM would not have invalidated voting for the new bylaws.

The clear implication of this statement is that the results of the voting at the 2018 “AGM” would have been the same even if the members that were deliberately excluded from the meeting had been present. There is no way that we can possibly know this. Even if all the proxy votes that were cast at the meeting were valid (and we have no evidence that they were), then it is likely that the result of the votes would have been different if the excluded members had attended the meeting. That is why we excluded those members from the meeting in the first place. We should have made this clear in the original Disclosure Document. In addition, this fact alone means that the result of all votes taken at the 2018 “AGM” cannot be considered to be valid.

D19 The 2018 bylaws were a betrayal of the key founding principles of AAI

When it was reformed in 2011, AAI was

a truly democratic international alliance, with member groups from each country being treated on the same basis, and with a structure to assure regional representation from around the world on the board.

The spirit in which this was done was one of mutual respect and collegiality. Every group involved tried to help each other, the members sought to come to policy decisions by consensus, and the board sought to represent the members rather than impose their own ideas.

The above quote is from Michael Nugent’s article “[The betrayal of democratic atheist activism](#)”, which goes on to describe the effect of the new bylaws that the “board” adopted at the illegitimate 2018 “AGM”:

Under these invalid and anti-democratic bylaws, AGMs were abolished and the member groups had no power at all. The board selected its own successors, and decided the criteria by which they would do so. They also

removed the requirement to publish annual accounts to be approved or not by the members.

To make things worse, they systematically misled the member groups who supported democratic reform, leading us to believe they were on board with our proposals, while unlawfully not inviting us to the meeting at which they purported to make these changes.

This prevented the democratic debate about reform that the members were entitled to have, both before and during the obligatory 2017 AGM that the board refused to call, and before and during the invalid meeting in 2018.

They since falsely told member groups that they only intended these changes to be temporary, before they admitted that they had intended the changes to be permanent.

They eventually restored the illusion of AGMs when they realised that they could lose their status at the United Nations, but [their new invalid version of AGMs](#) allows board members to vote at AGMs, whereas the legitimate bylaws only allow member groups to vote. As a belt and braces job, they also allow the board to decide whether and how to act upon motions passed at AGMs.

The people unlawfully describing themselves as the board have implemented an ethos as far as could be imagined from the original ethos of Atheist Alliance International.

They have effectively replicated what the board of American Atheists did in 1991, by removing the power of member groups and replacing that power with a top-down structure, which was what caused Jack Massen to bring together the groups that founded AAI in the first place.

As we admitted ourselves, in section D6 of the original Disclosure Document:

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.

We were wrong to hijack AAI in 2017 and illegitimately adopt anti-democratic bylaws that betrayed the key principles on which this once proud organisation was founded and built.

When we didn't agree with AAI's founding principles, we should have done what Gail Miller, Courtney Heard and Bridget Gaudette did in 2020: we should have left AAI and formed our own organisation.

D20 There was no legitimate board after the meeting on 20 May 2018

In section D7 of the original Disclosure Document, we admitted that six named directors who were required by the bylaws to either be elected or resign at the next AGM, did not go

forward for election and did not resign at the meeting on 20 May 2018. In paragraph 7 of section D7, we suggested two ways that the “board” could have avoided this problem at the time:

If the board had thought about it, they could easily have presented these six directors for election at the 2018 AGM. Or these six directors could simply have been elected by the board under the 2018 bylaws after the AGM.

However in December 2022, in a document titled “[COMMENTS ON THE DISCLOSURE DOCUMENT](#)”, Bill Flavell stated:

[Section D7 of the original Disclosure Document] discusses the failure of six co-opted directors to be re-elected at the 2018 AGM. Para 7 of this section suggested two ways the board could have avoided this problem but a member pointed out that the second way would not have worked. Accordingly, the board requests that the final sentence of para 7 be deleted.

That means that our one and only argument to justify the legitimacy of the six named directors after the meeting on 20 May 2018, is as follows:

If the board had thought about it, they could easily have presented these six directors for election at the 2018 AGM.

To put it another way - the six named people were legitimate directors after the meeting at which they should have stood for election, because we simply forgot to put them forward for election. This is an astounding claim that no one should be expected to take seriously. In addition, our claim that the “board” had not even thought about the relevant clause of the bylaws is not supported by the evidence. As we stated in section D3 of the original Disclosure Document, on 29 March 2018 we sent an email to the small group of organisations that we had selected to attend the “AGM”. In that email, we listed the two motions that the attendees would be asked to vote on:

1. The adoption of new bylaws.
2. The re-appointment of Gail Miller as President.

Clause 8 of the [2013 bylaws](#) required that any proposed change to the bylaws “*must state the specific new language proposed, indicate the old language to be modified or replaced, and be accompanied by a statement of the reasons for the proposed changes.*” We included the required analysis of the 2013 bylaws in the email on 29 March 2018. The analysis included a note explaining exactly why clause 63 of the 2013 bylaws needed to change. Here is clause 63 of the 2013 bylaws:

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.

Our analysis stated that this bylaw was to be deleted for “simplification”, and to “align with the new AAI philosophy”. It is clear that the “board” had thought carefully about clause 63 of the 2013 bylaws when they were drawing up the motions for the 2018 “AGM”, and they

deliberately chose to ignore it. Not only that - the “board” managed to figure out that Gail Miller needed to stand for election at the “AGM”, but they claim that they somehow failed to realise that the six other directors also needed to put themselves up for election. That scenario lacks any credibility.

We cannot suggest any possible mechanism by which the six named directors were legitimate directors of Atheist Alliance International after the meeting on 20 May 2018. That was our own failure, and we take full responsibility for that.


As a consequence of this failure of corporate governance, there were insufficient directors to form a board of AAI on 21 May 2018, or any time after that. To this day, there is still no legitimate board of AAI.

D21 We skipped over that bit in the 2023 “EGM”

At the 2023 “EGM”, Bill Flavell (AAI “Secretary”) gave a presentation to members about the admissions that we had made in the original Disclosure Document. While speaking to the slide below, Bill Flavell skipped straight from point 2 to point 4.

Extraordinary General Meeting
January 15, 2023


Bill Flavell
AAI Secretary



The Disclosure Document acknowledged **9** errors.

4 were serious:

1. No AGM in 2017
2. Eight Members excluded from the 2018 AGM
3. Co-opted directors not elected at the 2018 AGM
4. Delays preparing annual accounts for 2017 - 2019



During that presentation, we should have explained to members all the consequences of the “serious error” shown in point 3. Those consequences include:

- There has been no legitimate board of AAI since 1 January 2018 to the present day.
- Every decision that has been made by every so-called “board” of AAI since 1 January 2018 is invalid.
- The membership of every organisation at the meeting is invalid.

D22 The “AGM” in 2020 was not legitimate

Since there has been no legitimate board of AAI since 31 December 2017, the so-called “AGM” held on 28 June 2020 was not a legitimate AGM of Atheist Alliance International, and all decisions taken at that meeting are invalid.

D23 The “AGM” in 2021 was not legitimate

Since there has been no legitimate board of AAI since 31 December 2017, the so-called “AGM” held on 25 July 2021 was not a legitimate AGM of Atheist Alliance International, and all decisions taken at that meeting are invalid.

D24 The “Secretary” counted his own votes at the 2021 “AGM”

As we admitted in section D8 of the original Disclosure Document, Fotis Frangopolous counted his own votes at the 2021 “AGM”. While this was allowed by the 2020 bylaws, we were also responsible for writing those 2020 bylaws. It is completely unacceptable that this was ever allowed to happen, and it was a failure of corporate governance on our part. If the 2021 “AGM” had been legitimate (and it wasn’t), then this failure would also have made the election of Fotis Frangopolous invalid.

D25 The “AGM” in 2022 was not legitimate

Since there has been no legitimate board of AAI since 31 December 2017, the so-called “AGM” held on 22 May 2022 was not a legitimate AGM of Atheist Alliance International, and all decisions taken at that meeting are invalid.

D26 We broke part 6320(a)(1) of the California Corporations Code

AAI is registered as a nonprofit corporation in California, and so is subject to the California Corporations Code.

[California Corporations Code § 6320](#) states:

(a) *Each corporation shall keep:*

(1) *Adequate and correct books and records of account;*

As we admitted in part D9 of the original Disclosure Document, we did not keep adequate books and records of account for the years 2017, 2018 or 2019, as required by part 6320(a)(1) of the California Corporate Code.

In the original Disclosure Document we attempted to mitigate this completely unacceptable failure of corporate governance by stating that “sufficient work had been done to complete IRS returns.” Here is a copy of the complete return that we submitted to the IRS in 2019:

Tax Year 2019 Form 990-N (e-Postcard)		
Tax Period: 2019 (01/01/2019-12/31/2019)	Mailing Address: 216 Mount Herman Road Scotts Valley, CA 95018 United States	Gross receipts not greater than: \$50,000
EIN: 45-2944213	Principal Officer's Name and Address: Howard Burman 330 River Road Felton, CA 95018 United States	Organization has terminated: No
Organization Name (Doing Business as): ATHEIST ALLIANCE INTERNATIONAL		Website URL: atheistalliance.org

IRS returns for the years 2017 and 2018 used the same form.

While these returns satisfied the IRS reporting requirements for those years, the financial “work” required to complete these returns each year involved confirming that the gross receipts for that year were not greater than \$50,000. We didn’t even need to calculate or enter that figure; we simply needed to confirm this pre-filled field, which is a condition for submitting this type of return to the IRS. To say that “sufficient work had been done to complete IRS returns” during that period is to say that no work was done at all.

D27 We broke part 6320(a)(2) of the California Corporations Code

[California Corporations Code § 6320](#) states:

(a) Each corporation shall keep:

(2) Minutes of the proceedings of its members, board and committees of the board;

We have been asked on multiple occasions (most recently [here](#)) to provide minutes of the board meetings that we held on 4 March 2018 and 11 March 2018, as evidence of how we planned the illegitimate 2018 “AGM”. We have never made those minutes public. You can assume that we do not have minutes of those meetings. After all, what reason could we possibly have to keep them secret? The failure to keep records of those board meetings was a breach of the California Corporations Code. There is no excuse for this failure of corporate governance.

D28 We broke part 6320(a)(3) of the California Corporations Code

[California Corporations Code § 6320](#) states:

(a) Each corporation shall keep:

(3) A record of its members giving their names and addresses and the class of membership held by each.

As evidenced by the confusing mess that we described in section D4 of the original Disclosure Document, we had no real idea who the actual members of AAI were at the time of the 2018 “AGM”, or what class of membership they held. The failure to keep an adequate record of members was a breach of the California Corporations Code. There is no excuse for this failure of corporate governance.

D29 We are making members pay for our lack of qualifications

During the “EGM” on 15 January 2023, Bill Flavell (AAI “Secretary”) proposed the following motion, which was seconded by Onur Romano (AAI Advisory Council member):

Prepare a mandatory course for new board members covering corporate governance principles, an overview of the California Regulations for Charitable Organizations and a detailed review of AAI bylaws. Board members must complete this course within their first three months of board membership.

During the debate on this motion, some members made the sensible and quite obvious point that these skills should be basic prerequisites for any person who seeks election to the board of AAI. If current board members do not have these skills, then they should acquire them as soon as possible, at no cost to the fee-paying members.

As a result, Bill Flavell proposed that the following text be appended to the text of the motion:

at no cost to the board member.

The amended motion passed with 24 votes in favour and 6 against, with 9 abstentions.

It is totally unacceptable for any board member of AAI not to have the skills listed in the motion, and even worse that we are wasting valuable AAI funds to “train” unqualified directors.

D30 We gave false information to the IRS

The [2020 Form 990EZ Filing](#) submitted to the IRS contains a number of omissions and false statements, for example:

- Part IV fails to mention Michael Sherlock in the list of Officers, Directors, Trustees, and Key Employees.
- The answer to question 34 is wrong.

After making us aware of this ([here](#)), a member asked us what we intended to do about it, but we refused to answer, which made it look like we were trying to hide something. We should just have admitted the mistake and submitted a supplementary return. We made this into a big deal when it didn't need to be.

D31 We gave false information to the California Attorney General

The 2020 Form RRF-1 submitted to the California Attorney General contains at least one false statement, i.e. the answer to question 2 - “*During this reporting period, was there any theft, embezzlement, diversion or misuse of the organization’s charitable property or funds?*” (there was a [highly publicised theft of member data](#) from AAI in 2020).

After making us aware of this ([here](#)), a member asked us what we intended to do about it, but we refused to answer, which made it look like we were trying to hide something. We

should just have admitted the mistake and submitted a supplementary return. We made this into a big deal when it didn't need to be.

D32 There was no investigation in 2021

In [an article from 2021](#) that still appears on the AAI website, Jason Sylvester (then “blog manager for AAI and an unofficial advisor to the board”) announced that he was undertaking an investigation into many of the issues described in this Disclosure Document. In that article, Jason claimed that he was “committed to investigating” an “allegation of [named people] usurping the organization”, and that he had “requested access to records related to the 2018 AGM” so that he “may directly investigate John [Hamill]’s claim” that some legitimate members were not invited to the meeting on 20 May 2018.

Jason went on to say:

This is a substantial allegation and one I take seriously, and why I have undertaken to investigate it properly. I do so with the objective and neutral approach that such a serious allegation requires, ...

Specifically, I wish to see if emails did not, as John contends without any evidence to prove his assertion, go out to all affiliates.

My investigation will look at not only what emails went out, to which affiliates, and when, as bylaw #79 indicates notice must go out at least twelve weeks prior.

The AAI vice-president checked the records for the AGM which he states indicate eight affiliates ended up voting (casting ten votes, as some affiliates had additional votes) at the AGM, and all were invited in accordance with the timetable established in the bylaws; claims which I will verify in my investigation, for which John has no evidence to claim otherwise as he has done repeatedly.

This sounds like it's going to be a thorough investigation. But where will the results be reported? Here is what Jason said in his article:

I will report my findings directly to Michael Nugent of Atheist Ireland as part of our reconciliation process.

If this investigation was ever completed (or even started), the findings were never reported to Michael Nugent or to anyone else. When Jason Sylvester was asked about this on Facebook in September 2022, he replied:

As I have stated repeatedly, my talks were with Michael Nugent directly and it was to him alone I reported.

Here was Michael Nugent's [response](#) to Jason's claim:



Michael Nugent 
@micknugent



Much as I might like organisations of which I am not a member to report to me alone the findings of their internal investigations, this did not happen.



John Hamill @JHamillHimself · Sep 19, 2022

“AAI Completes Internal Investigation Into Coup”

More than 18 months ago, a formal internal investigation into the coup at @atheistalliance was announced. @Dio_of_Mayberry has now reported findings, for some reason to @micknugent and “to him alone”.

adlington43.com/2022/09/19/aai...

Jason Sylvester never reported the results of any investigation to Michael Nugent, or (as far as we know) to anyone else. As this Disclosure Document shows, if Jason had completed the investigation that he promised, he would have found that John Hamill’s allegations were 100% correct. Jason has never apologised to John Hamill for attempting to discredit him, and he has never corrected the false information in his article.

D33 We repeatedly and knowingly misrepresented Michael Nugent

In the original Disclosure Document we repeatedly and knowingly misrepresented Michael Nugent (Chairperson of Atheist Ireland). Michael explained this clearly and accurately in an email that he sent us in January 2023, which is reproduced in [an article](#) on his website. Michael asked us to forward his email to all the people who had received the original Disclosure Document, prior to the “EGM” at which the members would consider the contents of that document.

We ignored Michael’s email.

At the “EGM” on 15 January 2023, when a member asked us why we had not acted on Michael’s email, Brian Kernick (AAI “Acting President”) replied:

Michael Nugent is a 3rd party and not here. He is not an Affiliate. So, its not relevant to this EGM.

We were aware when we wrote the Disclosure Document that we were using Michael’s quotes to misrepresent him. We have never apologised to Michael Nugent for doing this, and we have never issued a correction to the Disclosure Document.

D34 AAI's quadrennial report to the United Nations was not complete and honest

Our most recent [quadrennial report to the United Nations](#) for the period 2017-2020, contains the following false and misleading statements:

- We stated: “*After several bylaw revisions undertaken in 2018, the AAI Affiliates now select the AAI Board of Directors.*”

This statement is misleading because we neglected to tell the UN about the anti-democratic bylaws that we introduced in 2018. We did not mention this in the report because it is a condition of Special Consultative Status that AAI has democratic bylaws. In fact the only reason that we attempted to restore the illusion of democracy to AAI in 2020 was because we were made aware of this condition by one of the legitimate members that we had expelled from AAI in 2018.

- In the section titled “Participation in meetings of the United Nations”, we stated that “*The President of AAI spoke at the 2019 Human Rights Council session in Geneva.*”

This statement is misleading because, although Howard Burman (the person referred to here) was the so-called “President” of AAI in 2021 when the report was submitted to the UN, he was not “President” at any time in 2019.

- In the section titled “Participation in meetings of the United Nations”, we listed the following three activities:
 - The President of AAI spoke at the 2019 Human Rights Council session in Geneva.
 - A written declaration was submitted for the 2019 Human Rights Council session.
 - A video presentation was submitted for the 2020 virtual session of the Human Rights Council.

We did not list these activities in [the format requested by the United Nations](#). If we had, then we would not have been able to disguise the following facts:

- Howard Burman did not speak at a formal session of the 2019 Human Rights Council session in Geneva.
- A video presentation was not submitted for “the 2020 virtual session” of the Human Rights Council. The only video that we ever made for the United Nations was in 2021, and [that was so embarrassing](#) that (a) we never made it public, and (b) we never submitted it to the UN, even though [Bill Flavell said we did](#). The video was finally [made public](#) in 2022 by an AAI whistleblower.

We have been asked by an AAI member to explain these false and misleading statements (most recently [here](#)), but we have never replied to those questions.

We know that the United Nations has now been made aware of the false and misleading statements in our most recent quadrennial report, and we expect that this will lead to the loss

of our Special Consultative Status at the United Nations. To be honest, this would not make any difference to our activities because (like our Participatory Status at the Council of Europe) we have not made any practical use of this status since 2017. The only value we see in it, is that it looks good on our website and in our email signatures. We don't really need UN status to achieve our mission, so it would be no great loss to us.

We welcome the fact that [Atheist Ireland was recently granted Special Consultative Status](#) at the United Nations, since (unlike the current “board” of AAI) they have the skills, experience and motivation to use this status to make a positive difference to the lives of countless atheists around the world.

D35 We weren't honest about AAI's report to the United Nations

In section F19 of the Disclosure Document, in relation to our most recent quadrennial report to the United Nations, we stated:

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.

As we demonstrated in the previous section, this statement is not true.

We should not have included false and misleading statements in our quadrennial report to the United Nations, and we should have been honest in the original Disclosure Document.

D36 We lost AAI's Participatory Status at the Council of Europe

During 2022 the Council of Europe [confirmed that AAI had lost the Participatory Status](#) that it had been granted in 2018. The reason given by the Council of Europe Secretary General to the Committee of Ministers, was that AAI “*have submitted a four-yearly report, but ... have had no co-operation with the Council of Europe*”.

We could have used AAI's Participatory Status to help make an enormous and lasting difference to the lives of countless atheists throughout Europe and beyond. Instead, we squandered that opportunity.

We have never made any public statement about the loss of this valuable status. Instead, we just quietly deleted all mention of it from our website and our email signatures.

D37 We weren't honest about our participation at the Council of Europe

In the [June 2021 edition of Secular World Magazine](#), Howard Burman wrote “*I have represented [AAI] at both The Council of Europe and the United Nations in recent years.*”

This statement is not true. In 2022, when revoking our Participatory Status, the Council of Europe confirmed that AAI “*had no co-operation with the Council of Europe*” since being granted the status in 2018.

D38 We ignored complaints about the behaviour of two Advisory Council Members

In November 2021 a member of the public submitted [a written complaint](#) to the “board” of AAI about the behaviour of two members of the AAI Advisory Council. The complainant claimed that the behaviour of the two named people was similar, if not worse, than the behaviour that caused Michael Sherlock to be suspended without pay from his role as Executive Director during 2020. The reasons for Michael Sherlock’s suspension are detailed in an [announcement](#) that still appears on the AAI website.

In Michael Sherlock’s case, we convened a disciplinary committee, completed the investigation, and publicly announced the results within one week of being made aware of the issue.

When we received the complaint in November 2021, we simply ignored it.

After AAI’s “AGM” in May 2022, the same complaint was submitted to the new “board” by the same person.

Again, we did not acknowledge or investigate the complaint. We simply ignored it.

It is completely unacceptable for an international non-profit like AAI to ignore an allegation of wrongdoing by members of its Advisory Council. If we thought the allegation was without merit, we should simply have replied to the complainant with our reasons for that conclusion. By not replying, we made it look like we were hiding something. Maybe we were.

D39 The meeting on 15 January 2023 was not a legitimate EGM

Since there has been no legitimate board of AAI since 31 December 2017, the so-called “EGM” held on 15 January 2023 was not a legitimate General Meeting of Atheist Alliance International, and all decisions taken at that meeting are invalid.

Even if there was a legitimate board of AAI (which there is not), we breached the following clauses of our own bylaws in relation that EGM:

- Clause 57 of the 2022 bylaws states:

The Board, or any five Members in collaboration, may request an Extraordinary General Meeting (EGM) to be held by writing to the Secretary. Petitions for an EGM must state the motion(s) to be discussed and the reasons why they must be treated as an emergency. The Secretary will grant an EGM only if the matters on hand are critical to the Alliance and cannot reasonably await the next AGM.

There was no emergency motion in the petition to the Secretary. During the opening session of the EGM, titled “Why the EGM?”, Brian Kernick (AAI “Acting President”) did not identify the emergency motion(s) that had precipitated the EGM. Twice during the “EGM”, a member asked the board to identify which motion(s) were the emergency motion(s). The question was never answered.

There was no emergency motion at the meeting on 15 January 2023. This alone would have made that meeting, and all the decisions taken at that meeting, invalid.

- Clause 59 of the 2022 bylaws includes:

Board Directors and Members in Good Standing may propose motions for discussion at a General Meeting. Motions must not involve contravention of the Bylaws and must be submitted to the Secretary at least four weeks prior to the date of the meeting.

The deadline for motions for the meeting on 15 January 2023 was 18 December 2022. There is no provision in the bylaws for the board to extend this deadline under any circumstances. Immediately prior to the deadline on 18 December, Brian Kernick (AAI “Acting President”) wrote to all members telling them that “*the board has decided to extend that deadline to December 28, 2022.*”

In fact, the “board” later announced that it would allow what it called “late motions” to be tabled during the meeting, with no prior notice. This completely unacceptable breach of the bylaws made the meeting, and all the decisions taken at that meeting, invalid.

D40 We let a false and prejudicial claim about Michael Nugent be made at the 2023 “EGM”, and we refused to correct it

During the debate on a motion at the “EGM” on 15 January 2023, there was a false and prejudicial claim made about Michael Nugent (Chairperson of Atheist Ireland) by an “observer” who had no speaking rights during that part of the meeting. The meeting facilitator did not stop the observer from speaking, or ask him to provide evidence for his quite serious claim against a named individual who was not present at the meeting to defend himself. In fact the facilitator invited the same person to speak again later in the same debate.

After the “EGM”, Michael Nugent [wrote to the AAI “board”](#) and explained - with evidence - how the claim that had been made about him was false and prejudicial. He asked that his email be circulated to everyone who attended the “EGM”.

We ignored Michael’s email, just like we ignored his earlier email about the original Disclosure Document.

You will also note that, in circumstances where we told a member at the “EGM” that Michael’s earlier email was “*not relevant to this EGM*” because he was “*a 3rd party and not here*” (see section D33), we were quite happy for an observer with no speaking rights to read out one of Michael Nugent’s Tweets for the purposes of making a false and prejudicial claim about him.

D41 We continue to publicly misrepresent most of our critics

The members-only [page on the AAI website](#) that announced the original Disclosure Document includes this section:

What do the critics really want?

Perhaps most worrying of all, when asked the direct question, “What can be done to help AAI grow, become more influential and help more atheists in danger?” the critics refused to answer. Apparently, they do not want AAI to flourish; they want it to die.

In the comments on that page, a member challenged the board on this statement and included a link to [a video in which a critic answered a similar question](#). Bill Flavell (AAI “Secretary”) replied by saying “*I do not believe I have misrepresented the position of critics*”, indicating that he had authored the above statement.

The member then went on to provide [a direct answer](#) to the question “*What can be done to help AAI grow, become more influential and help more atheists in danger?*” from one of AAI’s most vocal critics. The critic did not refuse to answer the question, and the answer was not “*I want AAI to die*”. Bill Flavell still refused to accept that there were any critics who did not want AAI to “die”.

At the “EGM” on 15 January 2023, during the debate on the final motion, many speakers - including members of the AAI “board” - attributed a similar motivation to an individual member who attended the meeting as an observer. When the observer said in the chat “*The claims about my motivation are wrong*”, someone finally decided to ask that member “*What are your motivations?*” The member replied in the chat: “*My motivation is to build AAI into a true representative of international organised atheism. I know that there are disagreements but dialog is the way to deal with them.*”

The statement written by Bill Flavell on the members-only page of the AAI website is an unfair misrepresentation of the position of most of our critics. Rather than continuing to misrepresent them, we should listen to our critics and engage with them in good faith.

D42 We knowingly put someone in serious personal danger

A person who attended the “EGM” on 15 January 2023 is currently in hiding from people who wish him harm.

Shortly after the “EGM”, we published the full name and photograph of that person in a PDF document. The document is publicly available on our web server. While there are no links to the document on our website, the document has been indexed by web crawlers and appears on the first page of a Google search for the person’s first name, surname, and the word “atheist”.

On 28 January 2023 we were made aware of the very serious risk that the document posed to that person.

While we have [admonished others](#) for referencing the document that we made public, at the time of writing (February 2023), the document is still publicly available on our web server, and it has already been permanently stored by the public [Wayback Machine](#) internet archive.

Our excuses for the many failures described in this Disclosure Document have included “we’re just volunteers”, and “everyone makes mistakes”. However in cases like this, where

the personal safety of a vulnerable person is at stake, there is no acceptable excuse. We need to act more responsibly. By pretending to be “International Rescue” for atheists, we are putting the lives of atheists in danger.

What should happen next?

The above disclosures clearly show that we have no legitimate claim to be the board of Atheist Alliance International. There is a simple resolution to this situation, and it does not necessarily have to disadvantage anyone. This is what we recommend should happen:

1. We, the current so-called “board” should immediately appoint an independent administrator and then resign.
2. The independent administrator should be given the task of:
 - a. Continuing the day-to-day running of AAI.
 - b. Identifying all the assets and liabilities of AAI.
 - c. Identifying all the members who should have been invited to the 2017 AGM.
 - d. Consulting with those members (and only those members) to get agreement on what should happen to their organisation.
 - e. Implementing whatever the legitimate members decide.

There is a scenario in which the legitimate members decide to hold an election of directors, in which case all members of the existing “board” would be welcome to seek a mandate from the legitimate members. There is also a scenario in which the current “members”, who were led to believe that they were joining a legitimate organisation, would be accepted as members of a re-legitimised AAI. There is also a scenario in which all the current financial obligations which we, the illegitimate board, have entered into (e.g. regular payments to schools) will be honoured until at least the expiration of the current agreements. We would ask the legitimate members of AAI to make their best efforts to ensure that as few people as possible are disadvantaged by the legitimisation process. Where harm is unavoidable, it should fall on us, the current illegitimate “board” of AAI.

Final thoughts

Truth and reconciliation is a two-stage process. We hope that this document has gone some way toward completing the first stage in that process. Then, all that will be left to do is to complete the second stage, by giving control of AAI back to the legitimate members.