

Minutes of Extraordinary General Meeting

January 15, 2023 | 14:00 UTC

Present

#	ORGANIZATION	NAME	STATUS
DN51	Atheist Union of Greece	Christos Georgiadis	Delegate
DV52	Rationalist Society of Australia	Meredith Doig	Delegate
DV54	Council of Ex-Muslims Sri Lanka	Riyaz Siddique	Delegate
DV56	Atheist Free Thinkers	David Rand	Delegate
DV57	Ex-Hindu Atheists	Rakshith Sridharan	Delegate
DV58	Kasese Humanist Primary School	Bwambale Robert Musubaho	Delegate
DV59	HALEA Uganda	Kato Mukasa	Delegate
DV60	Humanists & Atheists of Zambia	Allan Msimuko	Delegate
DV61	Atheism UK	Rad Doherty	Delegate
DV62	Iranian Atheists & Agnostics	Ahura Qavami Tehrani	Delegate
DV63	Humanistische Atheisten	Luka Takoa	Delegate
DV64	Humanist Society of Singapore	Lee Kuan Jit	Delegate
DV65	Non-Religious Citizens, India	Arif Hussain Theruvath	Delegate
DV67	Warung Atheist	Alvin Climent	Delegate
DV68	Israeli Atheist Organization	Amir Schnabel	Delegate
DV69	Freethought Lebanon	Mazen Abou Hamdan	Delegate
DV70	Atheists for Liberty	Christine Shellska	Delegate
DV71	Centre for Inquiry Canada	Onur Romano	Delegate
DV72	Ateizm Dernegi	Selin Ozkohen	Delegate
DV73	Ateist Dergi	Ozan Emrah Guneyusu	Delegate
DV74	Istishon	Joydeb Chandra Shil	Delegate
DV75	Women Chapter	Shovon Dhar	Delegate
DV76	Portal Do Ateísmo	Jerbialdo Silva Campos	Delegate
DV77	Rocky Mountain Atheists	Lois Edwards	Delegate

#	ORGANIZATION	NAME	STATUS
DV78	The Small Town Humanist	Corinne Sager	Delegate
DV80	Humanist Association of Nigeria	Dooyum Ingye	Delegate
DV82	Alliance of Former Muslims (Ireland)	Kareem Muhssin	Delegate
DV83	Eagle's View Humanist Primary School	Muwanguzi Rogers	Delegate
DV84	Council of Ex-Muslims of Singapore	Norhaiyah Mahmood	Delegate
DV86	Nastik Nation	Nagesh Charvakam	Delegate
DV87	Bharatheeya Yukthivadi Sangham	Dr. Raghavan Pattathil	Delegate
DV89	Atheist Refugee Relief	Dustin Altermann	Delegate
DV90	HAPI (Philippines)	Alvin John Ballares	Delegate
DV92	Canadian atheists	Randolf Richardson	Delegate
DV94	Progressive Atheists	Andrew Rawlings	Delegate
DV95	Wise Human	Jalal Ghorbanpour	Delegate
DN01	AAI Board	Brian Kernick	Delegate
DN02	AAI Board	Bill Flavell	Delegate
DN03	AAI Board	Fotis Frangopoulos	Delegate
DN04	AAI Board	Jason Sylvester	Delegate
DN05	AAI Board	Ebuka Ikeorah	Delegate
DN06	AAI Board	Tonoy Emroz Alam	Delegate
DN07	AAI Board	Stella Thomas	Delegate
DN08	AAI Board	Kristina Hallmeier	Delegate
A10	AAI Advisory Council	Lawrence Krauss	Advisor
O11	AAI Volunteers	Shirajum Erin	Observer
O12	AAI Volunteers	Aamir Naveed	Observer
O13	AAI Volunteers	Samane Khan	Observer
O14	AAI Volunteers	Amina Mubarak	Observer
O15	Individual Members	Preston Jensen	Observer
O16	AAI Volunteers	Benjamin Lebal	Observer
A17	AAI Advisory Council	John Wagner	Advisor

Voting by proxy

#	ORGANIZATION	PROXY VOTER NAME	
DV88	Ex-Muslims of India	Brian Kernick (DN01)	Delegate
DV93	Secular Party of Australia	Brian Kernick (DN01)	Delegate
DV91	Zentralrat der Ex-Muslime e.V.	Dustin Altermann (DV89)	Delegate
DV53	Sydney Atheists Incorporated	Meredith Doig (DV52)	Delegate
DV55	Atheist Foundation of Australia	Meredith Doig (DV52)	Delegate

Apologies from

#	ORGANIZATION	NAME	STATUS
DV66	Burmese Atheists	Hein Htet Kyaw	Delegate
DV79	Atheists In Kenya Society	Harrison Mumia	Delegate
DV81	Humanist Association of Ghana	Justice Okai-Allotey	Delegate
DV85	Humanist Association of San Diego	Jason Frye	Delegate
A09	AAI Advisory Council	Spencer Lucas	Advisor

Non-responders

The following Affiliate Members were invited to this EGM but did not register a delegate:

Asociación Peruana De Ateos-aperat	Internationaler Bund der Konfessionslosen und atheisten
Asociación-de-Ateos-de-Bogotá	Kasitu Humanist Association
Associació per a l'humanisme	Kazimierz Lyszczynski Foundation
Ateísmo Brillante	Maharashtra Andhashraddha Nirmoolan Samiti
Atheist & Agnostic Alliance Pakistan	Malcolm Childrens Foundation
Atheist Iran	Mindful Skeptics Podcast
Atheisten Österreich	Mumbai Metropolitan Rationalist Association
Atheistisch Verbond	Nada Foundation
Atheistium	Sapiens Foundation
Bogotá Atea	Secular Community of SW Florida
Free Thinkers Forum	Secular Policy Institute
Humanist Union of Greece	Soy Ateo Y Qué
Humanistas Guatemala	

President's welcome

Brian Kernick (BK), the AAI Acting President, warmly welcomed participants to the meeting and thanked everyone for a fantastic turnout. He noted that a quorum for a General Meeting is five Affiliate Members, so, with over 40 Members present, he declared the meeting quorate.

BK mentioned that this General Meeting is likely far better attended than any in AAI's history. He called the meeting to order.

BK said AAI would record the meeting for the purpose of checking minutes. Privacy is of utmost importance, especially for delegates whose lives are at risk; therefore, recording the meeting by others is strictly forbidden. However, he cautioned delegates about the potential for unethical behavior, so privacy could not be guaranteed.

BK applauded the "great team" at AAI. He said the board of directors, Advisory Council and affiliate members are all outstanding.

BK stated that AAI would enact any decisions made by the meeting and emphasized the importance of everyone working together to make decisions that are in the best interests of the organization.

BK presented the agenda for the meeting:

- Why the EGM?
- Introductions
- Meeting support team
- EGM Protocols
- The Disclosure Document and Q&A
- Discussion & voting on motions
- Any other business including potential motions members wish to discuss
- Closing remarks

BK turned to corporate governance concerns. Regarding the loss of good standing with the State of California, he said AAI had hired a lawyer, and all outstanding paperwork will be filed by the end of next week. The lawyer advised that many non-profit entities fail to file everything that is required. It is common, but AAI will return to good standing soon.

The Disclosure Document has acknowledged errors made during 2017 and around the 2018 AGM. However, legal counsel has assured us that the board is not "illegitimate", as some have claimed. BK stated that now it is for Affiliate Members to decide how to move forward.

BK stated that AAI's insurance provider has assured us that in the unlikely case of litigation, AAI has unlimited coverage for legal proceedings.

BK said we need to focus on the organization's mission and goals rather than waste time dealing with non-constructive critics.

We recommend marking the constant negative emails from these critics as spam and flagging them to email providers.

We need to move forward. Together we can make a positive impact in promoting an inclusive and rational society.

Why the EGM?

BK said the objective of the meeting is to address past errors, maintain transparency and move AAI in a positive and unified direction. AAI welcomes constructive criticism but not criticism aimed at destroying the organization and abusing board members.

Introductions

BK displayed a list of participants' registration numbers, and each briefly introduced themselves. This process was also used to create the official list of attendees.

BK introduced AAI Advisory Council member Lawrence Krauss, who had agreed to facilitate the discussion to ensure the meeting is managed as impartially as possible. He said Lawrence is a renowned physicist, cosmologist, and science communicator with a long history of advocating for science-based approaches to understanding the world. He is a leading voice in the movement to promote atheism, secularism, and reason-based viewpoints.

BK turned the floor over to Lawrence Krauss.

Meeting support team.

Lawrence Krauss (LK) introduced four volunteers who had offered to keep track of attendance and record the voting. The volunteers were: Shirajum Erin, Aamir Naveed, Samane Khan, and Amina Mubarak. Each volunteer briefly introduced themselves.

EGM protocols

Bill Flavell, AAI Secretary, advised the meeting that, because of the number of delegates, the number of motions tabled, and the need to allow amendments, managing the meeting would be more complicated than previous General Meetings. The board had therefore devised protocols aimed at ensuring that discussions and voting are efficient and fair.

The key points were:

1. Affiliate members and board members are **Delegates** and may speak, vote, table motions and amendments, second motions and amendments, and use the Zoom chat.
2. Advisory Council members are **Advisors** and may only speak and use the Zoom chat.

3. Individual members and volunteers are **Observers** and may use the Zoom chat only.
[To ensure decisions are made by Affiliate Members only, Board Directors have waived their right to vote at this meeting.]
4. Motions must be seconded.
5. Contributions will be timed. Proposers may speak for 2 minutes; contributors for 1 minute.
6. Amendments are allowed but must be seconded.
7. Late motions are allowed under Any Other Business but must be seconded and must receive a super-majority vote before being discussed.

The Disclosure Document

Bill Flavell (BF), AAI Secretary, discussed the key points of the Disclosure Document. He said the Disclosure Document acknowledged nine errors, five of which were of little consequence and four of which were serious.

Five errors were less concerning because they had little or no material effect, were not infringements of the bylaws or were rectified after a short time.

The four serious errors were all infringements of the bylaws. After an extensive investigation, BF did not believe any of these errors were malicious—they were a consequence of excessive workload at a time when AAI was in crisis, lack of board directors to share the work, and lack of experience in the non-profit world. Nevertheless, they happened and Affiliate Members must decide how to put things right.

BF noted three ways to put things right:

1. To sanction individuals if their behavior can be shown to have been malicious or negligent.
2. To award compensation if any organization can show they have suffered harm due to the errors made.
3. To repair such things as bylaws, policies, organization, procedures, or anything else that may have caused errors.

BF asked Members to look at the motions tabled for the meeting and to ask if they really do put things right. If not, consider new motions that would do so and propose them under Any Other Business.

Discussion & voting on motions

Given the hours spent discussing motions, minutes reporting will not cover individual comments; rather the minutes will note the proposer, the seconder, any amendments and a summary of the votes cast. Note that votes were not counted for delegates who were offline at the time of the vote, so the total votes cast vary slightly for each motion.

Motion #1: Amend Section 8 of the Bylaws

Proposed by: Humanistische Atheisten (DV63)

Seconded by: Centre for Inquiry Canada (DV71)

Text:

Amend section 8 of the bylaws to read:

“General Meeting” means any meeting of Members, called on an annual or extraordinary basis in accordance with the procedures set out in these Bylaws, for purposes which may include: approval of the minutes of the last General Meeting, receiving information from the Board in respect of the Alliance’s operations, voting on properly received motions, adoption of the financial statement, and passing statements of Alliance policy. Members eligible to participate in General Meetings may do so in person or through any electronic means approved for that purpose by the Board.

Amendments: No amendments tabled.

Majority required: Super

Votes cast:

In Favor	Against	Abstain
34	0	5

Decision: Motion PASSED

Motion #2: Amend Section 58 of the Bylaws

Proposed by: Humanistische Atheisten (DV63)

Seconded by: Atheists for Liberty (DV70)

Initial text:

Amend section 58 of the bylaws to read:

58. At each Annual General Meeting, the Board shall prepare a report for attendees setting out the main activities of the Alliance since the last Annual General Meeting and proposed activities for the coming year. The presented documents shall be made accessible to Members.

The report shall include a report on the elections held before the General Assembly for the Board of Directors, including participants in this election, number of votes cast and votes received. The report shall also include a balance sheet of assets and liabilities and state the Alliance’s total income and the total amount spent. Income and Expenditure shall be shown separately for significant amounts (membership fees, supporters’ fees, donations, other sources, significant campaigns and significant administrative items). In addition, a balance sheet of the assets and liabilities shall be presented. The Board shall propose adoption and the General Assembly shall take a position on it.

Amendment #1

Proposed by Canadian atheists (DV92)

Seconded by Rationalist Society of Australia (DV52)

Proposed amendment:

In 3rd paragraph after first sentence ending with "votes received," remove all remaining sentences and replace them with "Financials will be provided."

Votes cast:

In Favor	Against	Abstain
24	4	10

Decision: Amendment PASSED

Amendment #2

Proposed by Atheist Union of Greece (DV51)

Not seconded

Proposed amendment:

Restore the final sentence of the original motion, "The Board shall propose adoption and the General Assembly shall take a position on it."

Votes cast: No seconder so no vote was taken.

Decision: Amendment FAILED

Substantive motion–final text:

Amend section 58 of the bylaws to read:

58. At each Annual General Meeting, the Board shall prepare a report for attendees setting out the main activities of the Alliance since the last Annual General Meeting and proposed activities for the coming year. The presented documents shall be made accessible to Members.

The report shall include a report on the elections held before the General Assembly for the Board of Directors, including participants in this election, number of votes cast and votes received. Financials will be provided.

Majority required: Super

Votes cast:

In Favor	Against	Abstain
30	0	10

Decision: Motion PASSED

Motion #3: Amend Section 59 of the Bylaws

Proposed by: Humanistische Atheisten (DV63)

Seconded by: Rationalist Society of Australia (DV52)

Initial text:

Amend Section 59 of the bylaws to read:

59. 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. Motions shall be voted on by Board Directors and Members and be passed by a Simple Majority.

The Board may use its discretion on how to act on motions that require significant human or financial resources.

Amendments: No amendments tabled.

Majority required: Super

Votes cast:

In Favor	Against	Abstain
28	1	10

Decision: Motion PASSED

Motion #4: Add new Section 69 to the Bylaws

Proposed by: Humanistische Atheisten (DV63)

Seconded by: Alliance of Former Muslims (Ireland) (DV82)

Initial text:

Add a new Section 60 of the May 22, 2022 bylaws as follows:

60. Minutes will be taken at every General Assembly and will include:

1. The list of invited member organizations;
2. The list of participants (representatives of organizations and members of the Board);
3. Decision on the minutes;
4. The report on the elections held before the General Assembly for the Board of Directors;
5. Decision concerning the financial statement;
6. Decisions on motions proposed;
7. Passing statements of Alliance policy.

[Note: The numbering of the Sections following this will change accordingly.]

Revised text:

Humanistische Atheisten requested the motion be considered with point (5) deleted as follows:

60. Minutes will be taken at every General Assembly and will include:

1. The list of invited member organizations;
2. The list of participants (representatives of organizations and members of the Board);
3. Decision on the minutes;
4. The report on the elections held before the General Assembly for the Board of Directors;
5. Decisions on motions proposed;
6. Passing statements of Alliance policy.

[Note: The numbering of the Sections following this will change accordingly.]

Majority required: Super

Votes cast:

In Favor	Against	Abstain
11	13	15

Decision: Motion FAILED

Motions transferred to the next AGM

The meeting agreed to transfer nine motions to the next Annual General Meeting:

#	TITLE	PROPOSER
5	Business As Usual	Kasese Humanist Primary School
6	Affiliate Background Checks	Kasese Humanist Primary School
7	Join Us and Help!	Kasese Humanist Primary School
8	Campaign Against Blasphemy Laws	Non Religious Citizens, India
9	Campaign Against Male Circumcision	Non Religious Citizens, India
12	New Ways to Finance AAI	Portal Do Ateísmo
13	Change How Members are Emailed	Portal Do Ateísmo
14	Interpreter for Online Events	Portal Do Ateísmo
15	Joint Events For Women in Iran	Zentralrat der Ex-Muslime e. V

Motion #10: Create an AAI Strategic Plan

Proposed by: Brian Kernick (DN01)

Seconded by: Canadian atheists (DV92)

Text:

Create a team of affiliate members and board members, led by an affiliate member, to formulate an AAI strategic plan covering the next three years. The plan should be as fact-based as possible and deal with how AAI can achieve substantial improvements in: membership, support for atheists at risk, global support for secularism and advocacy, support for affiliate members, high impact campaigns, PR and reputation.

Amendments: No amendments tabled.

Majority required: Simple

Votes cast:

In Favor	Against	Abstain
31	1	7

Decision: Motion PASSED

Motion #11: Governance Course for AAI Board

Proposed by: Bill Flavell (DN02)

Seconded by: Centre for Inquiry Canada (DV71)

Initial text:

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.

Revised text:

Bill Flavell requested the motion be considered with additional words inserted, as follows:

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 at no cost to the board member.

Amendments: No amendments tabled.

Majority required: Simple

Votes cast:

In Favor	Against	Abstain
24	6	9

Decision: Motion PASSED

Voting adjustment

Votes for Portal Do Ateísmo (DV76) were not counted for most of the meeting. This was because the delegate was not an English speaker and did not respond to calls to vote. The delegate complained in the Zoom chat about this. Bill Flavell said he had received a Proxy form from this delegate but, after an email discussion, concluded that the delegate would be present at the meeting and would cast his own votes—the proxy form was an insurance in case it was needed. But during the EGM it became clear that the proxy form was needed.

Bill apologised if there was a misunderstanding. He suggested that DV76's voting record should be adjusted to reflect the preferences on his proxy voting form. No delegate objected to this solution. Accordingly, his voting record in these minutes has been so amended. This does not affect the outcome of any voting but it is a fair way to deal with the situation.

Any other business

Motion #16: Answer Preston Jensen's questions

Proposed by: Alliance of Former Muslims (Ireland) (DV82)

Seconded by: Atheist Free Thinkers (DV56)

Initial text:

The board will continue to provide answers to the questions posed by individual member Preston Jensen in his email to the Secretary on December 12, 2022. These responses will be made available to all current AAI members and supporters and supplemented with relevant documentation.

Amendment #1

Proposed by Ex-Hindu Atheists (DV57)

Not seconded

Proposed amendment:

Append to the motion the words:

Questions can be answered for each of the Affiliate Members but redundant and repeat ones will be ignored and will not be answered.

Votes cast: No seconder so no vote was taken.

Decision: Amendment FAILED

Amendment #2

Proposed by Atheist Union of Greece (DV51)
Not seconded

Proposed amendment:

Delete the last sentence of the motion and add the following sentence:

There will be a Zoom session open to all critics and affiliates at which questions would be asked and answered and the issues can be done with.

Votes cast: No seconder so no vote was taken.

Decision: Amendment FAILED

Revised text:

Alliance of Former Muslims requested the motion be considered with revised wording, as follows:

The board will provide answers to a distilled list of questions posed by individual member Preston Jensen taken from his email to the Secretary on December 12, 2022. These responses will be made available to all current AAI members and supporters and supplemented with relevant documentation.

Amendments: No amendments seconded.

Majority required: Simple

Votes cast:

In Favor	Against	Abstain
5	17	8

Decision: Motion FAILED

Closing remarks

Brian Kernick said he would keep his closing remarks brief as the meeting had continued for over four and a half hours. He thanked everyone for their contribution to the EGM. The EGM satisfied the main objective of dealing with the past. Let’s now look towards the future and advocate for atheism and reason around the world.

Minutes Reporter: Bill Flavell–AAI Secretary