MINUTES OF THE 2026 ANNUAL GENERAL MEETING

Status: Draft to be ratified

Date: Thursday 13 August 2026

Venue: Online event with Zoom Meeting.

Meeting preliminaries

The Chairperson and Chair of the meeting, Stephen Judd, confirmed a quorum of members is present.

Whitiaua Ropitini opened the meeting with karakia at 5:30pm.

Apologies

Apologies were received from:

- David Bromell
- Mee Moi Edgar
- Ellen Blake
- Bronwyn Scott
- Jo Toon
- Anna Stevens
- Ruth Renner
- Daniela Bagozzi

AGM 01/26 That the apologies be received.

(Chairperson Judd / Deputy Chairperson Rahman)
CARRIED

Results

	Votes Received
FOR	715
AGAINST	20
ABSTAIN	19

Motion exceeded the required simple majority of votes FOR (97.3%).

Minutes of last AGM

The minutes of the 2025 AGM were accepted.

AGM 02/26 That the minutes of the 31 July 2025 AGM be confirmed and adopted as presented.

(Deputy Chairperson Rahman / Chairperson Judd)
CARRIED

Results

	Votes Received
FOR	575
AGAINST	21
ABSTAIN	170

Motion exceeded the required simple majority of votes FOR (96.5%).

Chairperson's Report

Chairperson Stephen Judd, presented his annual report, marking his second year in the role. He highlighted a significant year for the InternetNZ group, proudly serving New Zealanders and New Zealand by keeping the .nz registry and Domain Name System (DNS) running by upholding the integrity of the .nz top-level domain and supporting our Internet community with knowledge and funding.

In review, Chairperson Judd noted the celebration of the society's 30th anniversary and the value of connections between our kaimahi (co-workers), our communities and our stakeholders. He noted the launch of the new five-year InternetNZ Group strategy (2026–2031) focused on a trusted and thriving .nz that is financially sustainable, drives growth, maintains an open, global, and interoperable Internet, and emphasised the importance of growing the skills and expertise of InternetNZ to keep ahead of an ever-changing operating environment.

The Strategy acknowledges DNS as critical national infrastructure and InternetNZ's role in an environment where cybersecurity risks and DNS abuse are escalating. The New Zealand Government's public engagement on critical infrastructure included queries about the governance and organisational stability of infrastructure providers. In response to questions received from members, Chairperson Judd clarified that the Board has taken no action regarding membership criteria at this time.

Chairperson Judd emphasised the organisation's commitment to Te Tiriti o Waitangi through Te Korowai ō Ipurangi Aotearoa, that guides future work including

support for Māori participation in Internet governance, strengthens cultural capability and advances equitable digital outcomes.

The Chairperson acknowledged the vital contributions of board members and staff, noting the substantial subcommittee work carried out over the year. He thanked outgoing board and subcommittee members Kate Pearce, Potaua Biasiny-Tule, Whetū Fala, Anthony Bow, Daniel Spector, and Sarah Lee for their service, and extended a warm welcome to new appointed board members Dr. Darryn Russell and Dr. Keri Milne-Ihimaera.

His personal reflection included the highlight of attending ICANN 85 in Mumbai, where he observed the high international regard for InternetNZ's role in preserving the multi-stakeholder Internet governance model.

AGM 03/26 That the Chairperson's report be received.

(Deputy Chairperson Rahman / Board Member Pearce)
CARRIED

Results

	Votes Received
FOR	716
AGAINST	34
ABSTAIN	72

Motion exceeded the required simple majority of votes FOR (95.5%).

2025/26 Annual Report and Audited Annual Accounts

Annual Report

Chief Executive (CE) Vivien Maidaborn presented the annual report for the 2025–2026 financial year. The CE emphasised that all operational activities align with the objects of the InternetNZ Constitution, which serves as the foundation of the society's culture, and acknowledged the collective effort of staff, board members, partners, and registrars in keeping .nz on 24 x 7 for 30 years.

The CE highlighted the new five-year strategy and Te Korowai document, which integrates the commitment to Te Tiriti o Waitangi into the organisation's core operations.

The CE further noted significant milestones, including managing 765,000 domain names, and continuing to achieve 100% DNS availability.

Progress was made on technical infrastructure, specifically the upcoming release of the "Domain Lock" security feature and ongoing research to inform future DNS platform requirements for 2027 and beyond.

Internationally, the Chief Executive reaffirmed the organisation's dedication to an open, interoperable Internet, citing participation in ICANN and leadership roles within the Technical Community Coalition for Multi-Stakeholderism (TCCM) and negotiations surrounding the 20-year review of the World Summit on the Information Society (WSIS).

Addressing member queries regarding community funding, the Chief Executive clarified that InternetNZ distributes approximately $1 million annually to support the Internet community, a practice consistent with international not-for-profit domain managers such as Canada's CIRA, Australia's auDA, and the UK's Nominet. In 2025/26 InternetNZ achieved its target of directing 40% of this funding to Māori entities and individuals. The CE detailed a disbursement model that supports strategic partnerships with organisations like the Digital Equity Coalition Aotearoa and Te Hapuri Matihiko, referring members to the community funding update on the website for detailed information.

AGM 04/26 That the 2025/26 Annual Report be received.

(Board Member Pearce / Deputy Chairperson Rahman)
CARRIED

Results

	Votes Received
FOR	670
AGAINST	75
ABSTAIN	91

Motion exceeded the required simple majority of votes FOR (89.9%).

Audited Annual Accounts

Deputy Chairperson Anjum Rahman, as Chair of the Audit and Risk Committee, presented the audited annual reports, highlighting key financial outcomes for the year:

- For the year ended 31 March 2026, the InternetNZ group had a deficit of $789,000 (compared to $178,000 last year), with a budget returning to surplus in the current year.
- Balance sheet is strong and additional income is expected from the price increase to flow through in coming years.
- The $1,000,000 increase in expenditure as planned was directed toward long-term organisational health across two strategic areas:

    - Resourcing and talent: ~$600,000 including filling critical vacant roles.
    - Product position: ~$400,000 to promote .nz during a transition from organic to targeted domain name growth.
- Maintained the charitable mandate by distributing $1,000,000 in community funding during the financial year.
- Shifted investment strategy from short-term to long-term investments.
- Experienced a short-term drop in managed fund returns due to the Middle East war effect on market volatility in Q4 2025/26, followed by a value rebound in Q1 2026/27.
- Added Note 23 to financial accounts for transparency on general reserves and capital reserve governance policy to hold ~$10.9 million in accumulated funds to ensure financial resilience and support strategic initiatives like the Product Infrastructure Roadmap.

AGM 05/26 That the Annual Audited Financial Statements for 2025/26 be received.

(Deputy Chairperson Rahman / Board Member Kate Pearce)
CARRIED

Results

	Votes Received
FOR	735
AGAINST	48
ABSTAIN	79

Motion exceeded the required simple majority of votes FOR (93.9%).

AGM 06/26 That Grant Thronton be appointed auditor for the 2026/27 audit.

(Deputy Chairperson Rahman / Board Member Kate Pearce)
CARRIED

Results

	Votes Received
FOR	718
AGAINST	37
ABSTAIN	75

Motion exceeded the required simple majority of votes FOR (95.1%).

2026/27 Annual Goals and Budget

Tumu Whakarae, Chief Executive, Vivien Maidaborn presented the organisation's 5 year Strategic goals and the first year 2026/27 annual goals.

5 year Strategic Goals

There are four strategic pillars:

Service Excellence

- Enhance .nz infrastructure and technical offerings.
- Disrupt abuse and malicious use in the .nz domain space.
- Increase retention in quality .nz registrations.
- Regulate .nz space so it is trusted and safe.

Capability

- The workforce strategy supports current and future capacity to deliver on the 2026–2031 Strategy.
- Build a Te Tiriti o Waitangi intelligent culture throughout InternetNZ Group.

Growth

- Reach 1,000,000 domain names under management by 2031.
- Grow registries run by InternetNZ by 3 by 2031.
- Collaborate closely with Registrars to grow the market.
- Achieve 85% shopper preference for .nz sites.

Social Impact

- Collaborate locally and globally to champion multistakeholder Internet governance.
- Provide independent digital policy expertise to uplift communities and civil society.

Strategic Goals 2026/27

1. An open, interoperable Internet for all.
2. Financial sustainability and growth.
3. Revenue/business growth.
4. InternetNZ is highly trusted and known.
5. Excellence in .nz operations.
6. The InternetNZ Group Workforce strategy is in place to enable implementation of the business strategy.

2026/27 Annual Budget ($000s)

Total revenue	$19,029
Total costs	$18,362
Funding distribution	$1,020
Interest/Investment income	$852
Surplus	$499

The CE highlighted a return to surplus in 2026/27.

AGM 07/26 That the 2026/27 Annual Plan and Budget be received.

(Chairperson Judd / Deputy Chairperson Rahman)
CARRIED

Results

	Votes Received
FOR	652
AGAINST	137
ABSTAIN	107

Motion exceeded the required simple majority of votes FOR (82.6%).

Domain Name Commission Update

Domain Name Commissioner, Barbara Pearse presented an update of the Domain Name Commission.

Key projects completed this year:

- Jointly with INZ developed
    - InternetNZ Group 2026-31 Strategy
    - .nz Domain Name Abuse Strategy
- Developed and published our first .nz Regulatory and Compliance Approach
- Developed and published our first proactive monitoring plan
- Gifted our new ingoa Māori for DNC - Te Kōmihana Taumatarau
- Updated and rolled out a new Registrar Authorisation Agreement
- Four Registrar Advisory Group Meetings
- Annual Registrar Summit

Annual Report statistics:

- 1,905 Data validation & Identity verification audits completed (up 136%)
- 1,154 Suspensions for failed audit (up 87%)
- 1,997 Inbound calls (up 43%)
- 17 Expert .nz DRS decisions (up 143%)
- 2,847 Enquiries (up 8%)

AGM 08/25 That the DNC 2025/26 Annual Report be received.

(Vivien Maidaborn, Chair DNC Board / Board Member Reeve)
CARRIED

(The DNC Annual report was accepted at the DNC AGM 31 July 2026 and is available on the DNC website at dnc.org.nz)

Results

	Votes Received
FOR	740
AGAINST	69
ABSTAIN	95

Motion exceeded the required simple majority of votes FOR (91.5%).

2026 Membership Survey

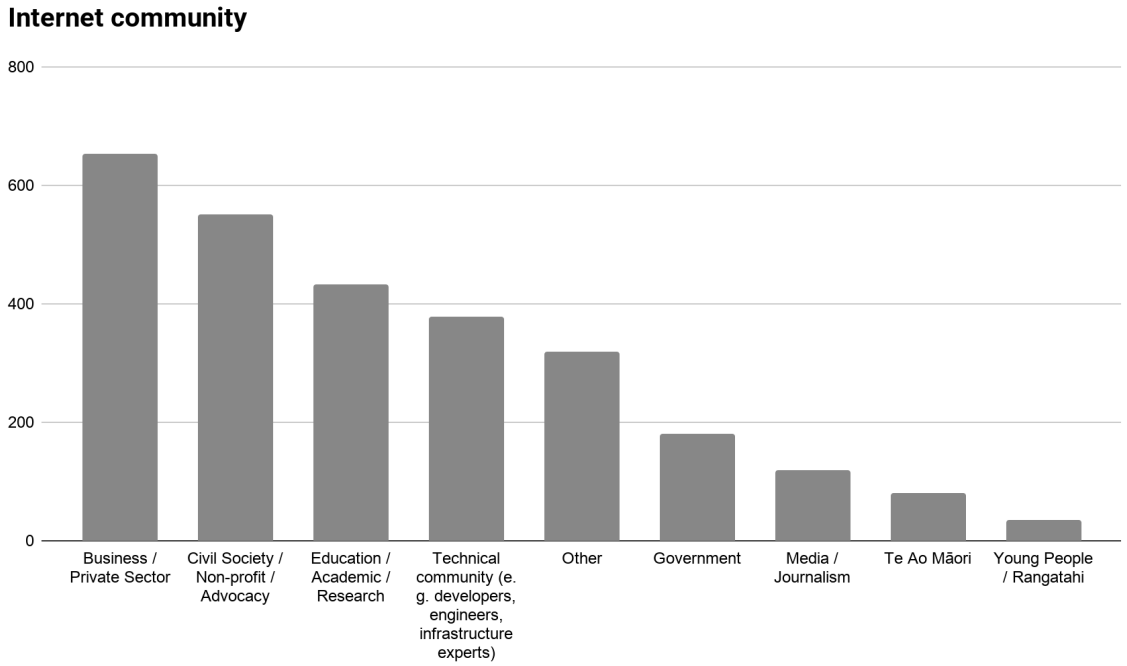
Tumu Whakarae, Chief Executive, Vivien Maidaborn presented the annual membership survey results.

- 2026 membership survey
  - 1405 responses out of 4592 members (30.6% response rate)
- Compared to 2025 membership survey:
  - 1563 responses out of 4510 members (34.7% response rate)

Key demographics of respondents

- Nearly two-thirds aged 56+
- More than 6 out of 10 identify as men
- Over half live in either Auckland or Wellington
- NZ European 65.9%, Māori 6.8%, All other 27.3%

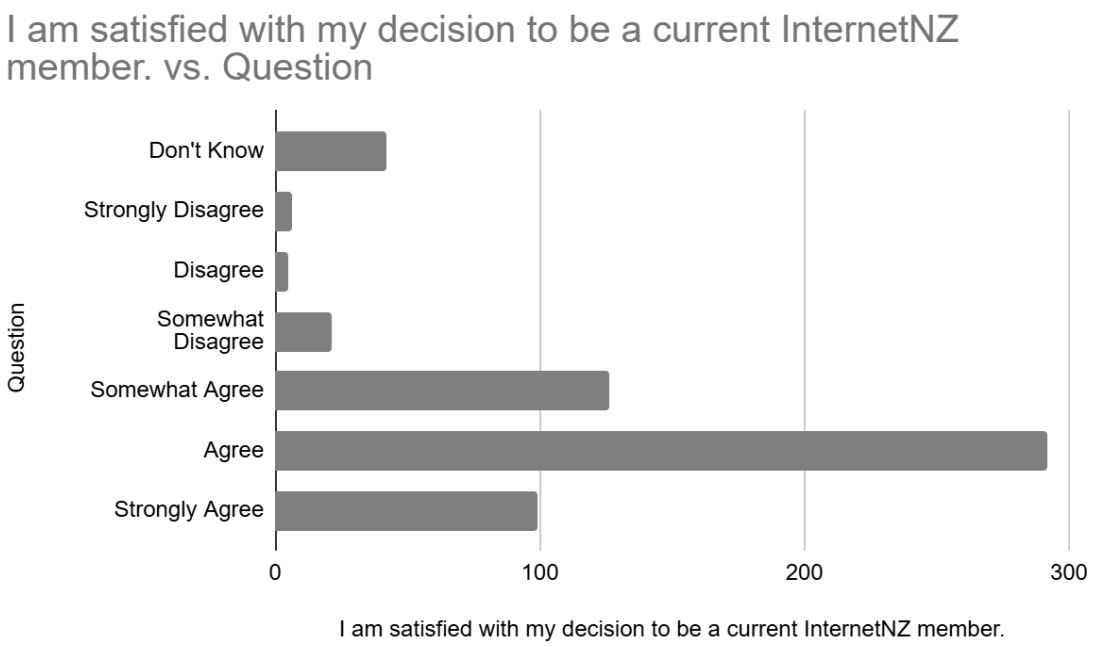
Internet communities of respondents



Key membership characteristics of respondents

- 58% had been a member for more than a year
- Two key reasons for joining:
    - upholding equity and diversity in relation to the Internet in New Zealand
    - concern for a neutral political or ideological focus for InternetNZ
- Ways respondents thought InternetNZ could add value to the membership
    - stricter focus on technical functionality and connectivity
    - share info on emerging policy topics eg digital inclusion, online safety, and AI regulation
    - clear, transparent updates in accessible language, along with opportunities for professional development and learning

Satisfaction of respondents with their membership



Current engagement of respondents with InternetNZ

- Primary touchpoints
    - 80% of respondents engaged via the Members-Announce emails
    - 42% of respondents read the dotNews newsletter
- Governance visibility
    - 27% of respondents actively read the Board minutes
    - 19% of respondents attended the AGM in 2025/26
- Live channels
    - 12% of respondents participate in Nethub
    - 2% of respondents attended quarterly CE hui

Respondents preferred ways to engage with InternetNZ

Top engagement channels

- 23.7% public policy discussions
- 23.6% online webinars
- 17.3% contributing to .nz reviews

Least preferred channels

- Personal & professional commitments make it difficult to attend real-time events.

Respondents view of priorities, role & constitutional commitments.

- 72% of respondents reported being either unfamiliar or only broadly aware of the InternetNZ 5-year strategy.
- Respondents strongly supported our primary function - ensuring the technical stability, security and resilience of .nz.
- Respondents were unsure about our role or engagement in public policy.
- 69% of members were clear on our commitment to Te Tiriti o Waitangi, 19% of respondents were not clear, and 11% were unsure.

Board Motions

Chairperson Judd introduced members' motions, noting that constitutional motions require two-thirds of Eligible Members present and voting at the AGM as per clause 10.1.3 of the Constitution to pass.

Board motion 1
AGM 09/26 That the InternetNZ Constitution be amended to allow the Board to appoint Appointed Board Members for an alternative term other than the standard 3-year term, being not less than 2 years and not more than 4 years.

(Chairperson Judd / Deputy Chairperson Rahman)
NOT CARRIED

Results

	Votes Received
FOR	461
AGAINST	528
ABSTAIN	1

Motion failed to reach required two-thirds majority of votes FOR (46.6%).

Members' Motions

Chairperson Judd introduced members' motions, noting that constitutional motions require two-thirds of Eligible Members present and voting at the AGM as per clause 10.1.3 of the Constitution to pass.

Member motion 2
AGM 10/26 That, within two months of each Annual General Meeting, Internet New Zealand Incorporated publish on its website a complete and unedited record of all questions asked by members at the meeting, together with full written answers to each question.

(David Ward / The Domain Name Company Limited (represented by Peter Fowell))
CARRIED

Results

	Votes Received
FOR	576
AGAINST	439
ABSTAIN	10

Motion exceeded the required simple majority of votes FOR (56.7%).

Member motion 3

AGM 11/26 That Internet New Zealand Incorporated publish annually, on its website, an itemised record of every disbursement it makes — including grants, donations, sponsorships, and payments of any other kind — showing for each disbursement:

a) the recipient;
b) the amount;
c) the date and purpose;
d) how the recipient was selected and by whom;
e) how the amount was determined and by whom; and
f) a signed declaration from each person involved in the decision, disclosing any direct or indirect personal, professional, or financial interest or relationship with the recipient, or confirming that none exists.

(David Ward / The Domain Name Company Limited (represented by Peter Fowell))

CARRIED

Results

	Votes Received
FOR	539
AGAINST	468
ABSTAIN	12

Motion exceeded the required simple majority of votes FOR (53.5%).

Member motion 4

AGM 12/26 That Internet New Zealand Incorporated publish annually, on its website, a report of its legal expenses for the preceding financial year, including:

a) total legal expenditure, broken down by category (regulatory, employment, commercial, dispute, and other);
b) the proportion of that expenditure funded, directly or indirectly, from Internet New Zealand Incorporated's funds;
c) the number of active or threatened disputes to which Internet New Zealand Incorporated or any of its subsidiaries is or was a party during the year, and the number resolved during the year;
d) the total amount set aside as a reserve or provision in respect of legal matters at the start and end of the financial year, together with the proportion of that reserve funded, directly or indirectly, from Internet New Zealand Incorporated's funds; and
e) a description, in general terms, of the nature of each matter for which a reserve or provision is held, to the extent that description does not disclose privileged, confidential, or sub judice material.

(David Ward / The Domain Name Company Limited (represented by Peter Fowell))

CARRIED

Results

	Votes Received
FOR	505
AGAINST	484
ABSTAIN	28

Motion exceeded the required simple majority of votes FOR (51.1%).

Member motion 5

AGM 13/26 That Internet New Zealand Incorporated publish annually, on its website, a report of all investigations, inquiries, complaints, and reviews commenced, ongoing, or concluded during the preceding financial year by any government department, regulatory agency, statutory office, or industry oversight body concerning Internet New Zealand Incorporated or any of its subsidiaries, including:

a) the identity of the investigating body;
b) the general subject matter of the investigation, inquiry, complaint, or review, to the extent disclosure does not prejudice a live matter or breach a statutory confidentiality obligation;
c) the date on which Internet New Zealand Incorporated or the subsidiary became aware of the matter;
d) the current status of the matter and, if concluded, the outcome; and
e) any findings adverse to Internet New Zealand Incorporated or a subsidiary, and the response taken.

(David Ward / The Domain Name Company Limited (represented by Peter Fowell))
CARRIED

Results

	Votes Received
FOR	516
AGAINST	476
ABSTAIN	17

Motion exceeded the required simple majority of votes FOR (52.0%).

Member motion 6

AGM 14/26 That this AGM requests the Board, consistent with InternetNZ's objects to promote an open, global, resilient and secure Internet and to conduct research related to its development, to publish at least annually an assessment of IPv6 availability and adoption in Aotearoa New Zealand, drawing on information sought directly from retail providers serving residential and small business customers, across fixed, fixed wireless, satellite and mobile technologies and including rural and regional providers, covering whether dual-stack service is available, recording

non-disclosure where a provider declines to answer, and reporting to members on steps taken to encourage adoption.

(Julia Clement / Nabil Sabio Azadi)
CARRIED

Results

	Votes Received
FOR	638
AGAINST	290
ABSTAIN	74

Motion exceeded the required simple majority of votes FOR (68.8%).

Member motion 7

AGM 15/26 That this Annual General Meeting notes that the InternetNZ Group Strategy 2026–2031, approved by the Board on 13 March 2026, commits to using market research and evidence-based targeted marketing to grow domain names under management, and further commits to achieving significant retention in quality .nz domain name registrations; notes that the Board has adopted a goal of 1,000,000 domain names under management by 2031; requests that the Board report, in the Annual Report for the 2026–27 financial year and in each Annual Report thereafter, on what InternetNZ has learned through its own research, directly from .nz domain name holders and former holders, about why .nz domain names are chosen, kept and given up; and requests that the Board include in the Statement of Service Performance, in respect of the 2027–28 financial year and each subsequent financial year, a measure of .nz domain name retention and a separate measure of the research undertaken to understand it.

(Nabil Sabio Azadi / Simon Lyall)
CARRIED

Results

	Votes Received
FOR	543
AGAINST	401
ABSTAIN	67

Motion exceeded the required simple majority of votes FOR (57.5%).

Member motion 8

AGM 16/26 That the Constitution be amended to establish a nomination and appointments committee (NomCom) in accordance with the specific proposed amendments. (See Appendix)

(Jonathan Brewer / Karaitiana Taiuru)

NOT CARRIED

Results

	Votes Received
FOR	224
AGAINST	773
ABSTAIN	22

Motion failed to reach required two-thirds majority of votes FOR (22.5%).

Member motion 9

AGM 17/26 That Internet New Zealand Incorporated establish an independent appeals body to review decisions of the Society and its subsidiaries. Any person whose rights, interests or obligations are directly affected by such a decision may appeal to that body. The appeals body shall comprise persons with relevant industry, legal or governance experience who are independent of the Society and its subsidiaries. A person is not independent if, within the preceding seven years, they have:

a) held any office, employment, board position, or committee role with the Society or any of its subsidiaries;
b) received remuneration from the Society or any of its subsidiaries, whether as a contractor, adviser or otherwise;
c) had a close personal relationship, or a material financial or business relationship, with any current or former officer, director, employee or committee member of the Society or its subsidiaries; or
d) had any other interest that a reasonable person would regard as giving rise to a conflict of interest.

The Board shall report to Members on the establishment and operation of the appeals body at the next Annual General Meeting.

(David Ward / The Domain Name Company Limited (represented by Peter Fowell))

NOT CARRIED

Results

	Votes Received
FOR	381
AGAINST	585
ABSTAIN	35

Motion failed to reach required simple majority of votes FOR (39.4%).

General Business

There was no general business.

Appointed members

Chairperson Judd welcomed two new appointed Board members commencing a 3 year term from this AGM to the AGM in 2029.

- Dr Keri Milne-Ihimaera.
- Dr Darryn John Russell.

Fellowship Announcement

Chairperson Judd announced the award of InternetNZ Fellowship:

- Sarah Lee for contribution to the society.
- Brenda Wallace for contribution to the society.
- Keoni Mahelona for contribution to the development of the Internet in New Zealand.

Election Results

The Returning Officer, Michele Day from electionz.com, declared the final election results of the InternetNZ 2026 election. The election closed on 10th August 2024 at 12:00pm.

There were nine candidates for the two available Board positions for a 3 year term ending at the 2029 AGM. (Refer Constitution Schedule 1 - Transitional Provisions clause 4.1b).

Election of Board Members
Total Valid Votes 3104 / Total Invalid Votes 0
Winning Threshold / Quota: 1035 votes

The successful candidates to serve a three-year term 2026-2029:

- **Bianca Grizhar**
- **Douglas Brown**

The unsuccessful candidates for Board Member were:

- Nabil Sabio Azadi
- David Chisholm
- Annette Culpan
- Jillaine Heather
- Keoni Mahelona
- Jan Rivers
- Daniel Spector

Return percentage 71.6% (3,104 votes received from 4,335 members)

Chairperson Judd thanked all candidates and congratulated the new board members.

Recognition

Chairperson Judd acknowledged and thanked departing Board members for their valuable contributions to both the Board and its committees.

- Kate Pearce elected on 27 July 2017 for 9 years service.
- Anthony Bow appointed on 20 July 2020 for 6 years service.
- Potaua Biasiny-Tule elected on 9 September 2021 for 5 years service.
- Whetū Fala appointed on 1 August 2022 for 4 years service.
- Daniel Spector elected on 5 September 2024 for 2 years service.

Closing

Chairperson Judd thanked members who joined the AGM and InternetNZ staff for the preparation and support for the AGM.

Whitiaua Ropitini closed with karakia.

Meeting closed: The 2026 Annual General Meeting closed at 8:26pm.

Signed as a true and correct record:

....

Stephen Judd, Chairperson Date

Appendix

Additional text to Motion 8 Proposed amendments establishing the Appointments and Nominations Committee

1. Amendments to clause 1.3.1 — Definitions

Delete the definition of Nominations Period.

Insert the following definitions:

Candidate Application Period means the period during which Eligible Members may apply, or accept an invitation from the NomCom, to be assessed and nominated for election under clause 3.8 of this Constitution.

NomCom means the Appointments and Nominations Committee established and maintained under clause 3.6 of this Constitution.

2. Replace section 3.6 with the following

3.6 APPOINTMENTS AND NOMINATIONS COMMITTEE

3.6.1 Functions of the NomCom

Subject to clause 8.1 of Schedule 1, the Board shall establish and maintain an Appointments and Nominations Committee, known as the NomCom, to:

a. make recommendations to the Board about the appointment, including reappointment, of Appointed Board Members;

b. receive and consider an assessment of the collective knowledge, skills, experience and diversity needs of the Board;

c. identify and invite Eligible Members to apply to stand for election as Elected Board Members;

d. assess applicants for election who have been confirmed as eligible by the Returning Officer against the published minimum criteria established under clause 3.6.3;

e. undertake proportionate due diligence concerning applicants for election and applicants for appointment;

f. certify and nominate for election every applicant who satisfies the applicable published criteria;

g. ensure that timely, consistent and comparable information about every certified candidate is provided to Eligible Members; and

h. undertake any other tasks relating to the collective knowledge, skills, experience and diversity needs of the Board that are provided for in the NomCom's Terms of Reference and are consistent with this Constitution.

3.6.2 Composition

The NomCom shall comprise:

a. one independent external governance recruitment expert, who shall chair the NomCom and shall vote;

b. six Eligible Members selected from a pool of eligible volunteers through a publicly verifiable, fair and unbiased random-selection process, who shall vote; and

c. one Board Member, who may provide information and participate in the NomCom's deliberations but shall not vote.

A member of the NomCom must not be an applicant or candidate in any appointment or election process being conducted by the NomCom.

3.6.3 Terms of Reference and procedure

a. The Board shall adopt and publish Terms of Reference for the NomCom.

b. Before adopting or materially amending the Terms of Reference, the Board shall provide Members with a reasonable opportunity to comment on the proposed Terms of Reference or amendment.

c. The Terms of Reference must be consistent with this Constitution and must address:

i. objective eligibility requirements for member volunteers, including any minimum membership period, term limits, affiliation limits and circumstances in which a person is ineligible to volunteer;

ii. the publicly verifiable random-selection process, including the publication of the volunteer pool, sources of randomness, selection results and an ordered list of alternate members;

iii. the appointment, term, resignation, removal and replacement of NomCom members;

iv. quorum, voting, decision-making and the keeping of appropriate records;

v. declarations and management of actual, potential and perceived conflicts of interest;

vi. confidentiality obligations and restrictions on access to confidential information;

vii. the minimum governance and suitability criteria applicable to applicants, the evidence that may be considered, and the due diligence that may be undertaken;

viii. procedures for giving an applicant notice of material concerns and a reasonable opportunity to respond before an adverse decision is made;

ix. the form and content of reasons for a decision not to certify an applicant;

x. the independent review process required by clause 3.8.6;

xi. the collection, use, access, retention and secure destruction of personal and confidential information;

xii. the timetable for appointments, applications, assessment, review, nomination and publication of candidate information;

xiii. the preparation and publication of reports about the NomCom's work, provided that no report may disclose confidential personal information; and

xiv. procedures for ensuring that applicants and candidates are treated fairly, consistently and impartially.

d. The random-selection process must use the method described in RFC 3797, Publicly Verifiable Nominations Committee (NomCom) Random Selection, or another method that provides equivalent fairness and public verifiability.

e. The minimum criteria and due diligence requirements applicable to an election must be published before the Candidate Application Period opens and must not be altered during that election.

f. The Terms of Reference must not be materially amended after the Candidate Application Period opens until the election has been completed, unless:

i. the amendment is required by law; or

ii. the Independent Reviewer determines in writing that the amendment is necessary to preserve the fairness or integrity of the election.

3.6.4 Independence

a. In exercising its functions relating to an individual applicant or candidate, the NomCom shall act independently and impartially and in the best interests of the Society.

b. The Board may:

i. provide the NomCom with an assessment of the collective knowledge, skills, experience and diversity needs of the Board;

ii. approve the NomCom's Terms of Reference in accordance with clause 3.6.3; and

iii. provide administrative resources and relevant factual information to the NomCom.

c. Neither the Board, a Board Member, an employee of the Society nor any other person acting on behalf of the Society may direct or attempt to influence:

i. the assessment of an individual applicant;

ii. whether an individual applicant is certified or nominated;

iii. the findings of any due diligence concerning an individual applicant; or

iv. the outcome of an independent review under clause 3.8.6.

d. A member of the NomCom must not be removed, replaced or disadvantaged because of a view expressed, vote cast or decision made in good faith in the performance of their NomCom duties.

e. The criteria applied by the NomCom must be reasonable, proportionate and directly relevant to the responsibilities and duties of a Board Member.

f. The NomCom must not prefer or exclude an applicant because of the applicant's lawful political, philosophical or policy views. This does not prevent the NomCom from considering whether an applicant is willing and able to comply with:

i. the Act and any other applicable law;

ii. this Constitution;

iii. the duties of an officer;

iv. the Society's charitable objects; and

v. the governance obligations applicable to Board Members.

g. The NomCom must not rank, recommend or endorse one certified election candidate over another.

h. The NomCom must not conduct or receive an assessment of the performance of an individual Board Member, except for information reasonably necessary to consider the possible reappointment of an Appointed Board Member.

i. Clause 3.12 applies to every member of the NomCom as if that person were a member of a sub-committee of the Board.

3. Amend clause 3.7.1

Replace “Appointments Panel” with “NomCom”.

Clause 3.7.1 would therefore begin:

3.7.1 Appointment of Board Members: Appointed Board Members will be appointed by the Board on recommendation of the NomCom.

4. Replace section 3.8 with the following

3.8 ELECTIONS OF ELECTED BOARD MEMBERS

3.8.1 Elections will take place annually

An election shall take place annually to fill any Elected Board Member positions which expire at the next AGM of the Society. The outcome of the election shall be announced at the AGM.

3.8.2 Returning Officer

a. The Board shall appoint a Returning Officer before the Candidate Application Period opens.

b. The Returning Officer must be independent of the candidates and must not be:

i. a Board Member;

ii. a member of the NomCom;

iii. an applicant or candidate; or

iv. a person with an actual, potential or perceived conflict of interest that could reasonably call their independence into question.

c. The Returning Officer shall oversee the election and perform the eligibility, notification and other functions assigned to the Returning Officer under this Constitution.

3.8.3 Applications and invitations

a. An Eligible Member may apply to the NomCom to stand for election during the Candidate Application Period.

b. The NomCom may identify and invite an Eligible Member to apply to stand for election.

c. A person invited by the NomCom shall not become an applicant or candidate unless that person:

i. accepts the invitation;

ii. consents in writing to stand for election and to serve as an officer if elected; and

iii. provides all information and certifications required under this Constitution and the published application process.

d. An invitation from the NomCom does not constitute certification, nomination or endorsement and does not create an entitlement to appear on the ballot.

3.8.4 Eligibility determination

a. The Returning Officer shall determine whether each applicant:

i. is an Eligible Member;

ii. meets the qualification requirements in clause 3.5;

iii. is not prevented from standing by the maximum term requirements in clause 3.9.2; and

iv. meets all other statutory and constitutional requirements for election and appointment as an officer of the Society.

b. The Returning Officer may require an applicant to provide consents, certifications and other information reasonably necessary to make this determination.

c. The NomCom shall not assess an applicant under clause 3.8.5 unless the Returning Officer has confirmed that the applicant meets the requirements of this clause.

d. If the NomCom becomes aware of information that may affect an applicant's statutory or constitutional eligibility, it shall refer that information to the Returning Officer for determination.

3.8.5 Certification and nomination

a. The NomCom shall assess each eligible applicant against the minimum criteria and due diligence requirements published under clause 3.6.3.

b. The NomCom shall certify every applicant whom it determines satisfies those requirements.

c. Upon certifying an applicant, the NomCom shall formally nominate that applicant to stand for election.

d. The NomCom shall be the sole formal nominator of candidates for election as Elected Board Members.

e. A person may appear on the ballot only if:

i. the Returning Officer has confirmed that the person is eligible under clause 3.8.4;

ii. the NomCom has certified and nominated the person under this clause; or

iii. the person has been certified following an independent review under clause 3.8.6.

f. Certification means that a candidate meets the published minimum requirements. It must not be represented as a ranking, recommendation or comparative endorsement by the NomCom.

3.8.6 Independent review

a. Before deciding not to certify an applicant, the NomCom shall:

i. notify the applicant of any material concern or adverse information on which it proposes to rely; and

ii. give the applicant a reasonable opportunity to respond.

b. If the NomCom decides not to certify an applicant, it shall promptly give the applicant written notice of:

i. its decision;

ii. the material reasons for its decision;

iii. the applicant's right to request an independent review; and

iv. the time and manner in which a review must be requested.

c. Before the Candidate Application Period opens, the Returning Officer shall appoint a suitably qualified Independent Reviewer after consulting the independent external governance recruitment expert who chairs the NomCom.

d. The Independent Reviewer must not be:

i. a Board Member;

ii. an employee of the Society;

iii. a member of the NomCom;

iv. an applicant or candidate;

v. a person who participated in the original decision; or

vi. a person with an actual, potential or perceived conflict of interest that could reasonably call their independence into question.

e. An applicant may request a review within 3 Working Days after receiving notice of the NomCom's decision.

f. The Independent Reviewer shall consider whether:

i. the correct criteria and procedures were applied;

ii. the applicant was treated fairly and consistently;

iii. the decision was based on accurate and relevant information;

iv. the applicant was given a reasonable opportunity to respond to adverse information; and

v. the decision was one that was reasonably available on the evidence.

g. The Independent Reviewer may:

i. confirm the NomCom's decision;

ii. set aside the decision and direct that the applicant be certified; or

iii. return the matter to the NomCom for reconsideration with directions.

h. The Independent Reviewer shall give the applicant, the NomCom and the Returning Officer a written decision with reasons within 5 Working Days after receiving the review request, unless exceptional circumstances make that impracticable.

i. An applicant certified as a result of a review shall be deemed to have been nominated by the NomCom.

j. Despite clause 1.3.3, the Independent Reviewer's decision shall be final and binding for the purposes of that election.

3.8.7 Voting

In all elections for Board Members, a preferential and proportional voting system will be used. In the event of an equality of votes in an election for candidates for the same position, there shall be a second ballot. If still tied, the person chairing the meeting shall determine the winner by a random means.

3.8.8 Election provisions

Before the election of Board Members, the following steps shall be carried out:

a. Election timetable: Voting for Elected Board Members shall take place prior to the AGM and the results shall be announced at the AGM. The Candidate Application Period shall start at least 2 months prior to the AGM.

b. Collective Board needs: Before the Candidate Application Period opens, the Board shall provide the NomCom and the Returning Officer with a statement of the current collective knowledge, skills, experience and diversity needs of the Board. The NomCom and Returning Officer shall communicate that statement to Members. The statement shall not identify or assess the performance of individual Board Members.

c. Notice calling for applications: When the Candidate Application Period opens, the Society shall give Notice to all Eligible Members inviting applications for the Board positions required to be filled. The Notice shall include or provide access to:

i. the application form;

ii. the number and term of the positions to be filled;

iii. the minimum criteria and due diligence requirements;

iv. the current collective needs of the Board;

v. the assessment and independent review processes;

vi. the information required from applicants; and

vii. all material dates in the election timetable.

d. Application deadline: The Notice shall specify the date by which applications, consents, certifications and supporting information must be received. That date shall be no later than 25 Working Days before voting opens.

e. Publication of candidate information: No fewer than 10 Working Days before voting opens, the Returning Officer shall:

i. give Notice to all Eligible Members of every candidate certified and nominated under this section; and

ii. publish consistent and comparable candidate information in the same format and subject to the same reasonable limits for every candidate.

f. Nominators and endorsements: Official election material published or distributed by the Society, the NomCom or the Returning Officer must not identify any individual or organisation as having nominated, seconded, supported, recommended or endorsed a particular candidate.

The Society may state, as general information about the election process, that every candidate has been certified and formally nominated by the NomCom. That statement must not be presented as a comparative endorsement of any candidate.

This clause does not prevent a candidate or another person from publishing independent campaign material or endorsements that are not published or presented as official material of the Society.

g. Insufficient certified candidates: If fewer candidates have been certified than there are positions to be filled:

i. the NomCom may invite further Eligible Members to apply;

ii. the Returning Officer may extend or reopen the Candidate Application Period and adjust the election timetable, while preserving a reasonable period for assessment, review and publication of candidate information; and

iii. if there are still insufficient certified candidates, the election shall proceed for the certified candidates and any unfilled position shall remain vacant until filled by a further election conducted under this section.

No candidate may be nominated from the floor of an AGM without first completing the eligibility, assessment, certification and review processes required by this section.

h. Failure to receive Notice: The failure for any reason of an Eligible Member to receive a Notice required under this section shall not invalidate the election.