MINUTES OF THE 2025 ANNUAL GENERAL MEETING

Status: FINAL

Date: Thursday 31 July 2025

Venue: Online event with Zoom Meeting.

Resources: Full AGM Slide deck

1- 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.

1.1 Apologies

Apologies were received from:

- Victoria Quaid
- Elisabeth Vaneveld
- Joy Liddicoat
- Mihirawhiti Searancke
- Andrea Johnston

AGM 01/25 That the apologies be received.

(Chairperson Judd / Board Member Montgomery)
CARRIED

Results

	Votes Received
FOR	922
AGAINST	12
ABSTAIN	32

Motion exceeded the required simple majority of votes FOR (98.7%).

1.2 Minutes of last AGM and any SGM(s)

The minutes of the 2024 AGM were accepted.

AGM 02/25 That the minutes of the 25 July 2024 AGM be confirmed and adopted as presented

(Chairperson Judd / Board Member Pearce)
CARRIED

Results

	Votes Received
FOR	653
AGAINST	12
ABSTAIN	260

Motion exceeded the required simple majority of votes FOR (98.2%).

AGM 03/25 That the minutes of the 31 March 2025 SGM be confirmed and adopted as presented.

(Chairperson Judd / Board Member Pearce)
CARRIED

Results

	Votes Received
FOR	642
AGAINST	17
ABSTAIN	231

Motion exceeded the required simple majority of votes FOR (97.40%).

2 - Chairperson's Report

Chairperson Stephen Judd delivered his first report as Chairperson.

InternetNZ finished the 2024/25 financial year strong, ready for future growth and community impact.

The 18-month Constitutional Review was a significant achievement, modernising governance, strengthening Te Tiriti o Waitangi commitment, and adopting best practices for a contemporary membership organisation through extensive planning, reflection and engagement.

The Constitutional review saw a surge in membership from 372 to 4,699. Over 80% of eligible members voted for the new Constitution, formalising InternetNZ's direction and renewing its mandate for inclusive, future-focused governance. The Board and staff were commended for managing this growth while maintaining operations. New members were welcomed.

Centering Te Tiriti o Waitangi in InternetNZ's work was a strategic and personal priority this year for the Chairperson, with the new Constitution reinforcing this commitment. In the coming year, InternetNZ will develop a clearer vision of Te Tiriti's role and outline practical steps for implementation, understanding that meaningful change takes time.

InternetNZ focused on its mission to maintain a thriving .nz domain space. The three-year product strategy ensured the .nz domain remained reliable, resilient, and secure, with continued policy development, conflict resolution, and rule updates for a fair and future-ready environment.

The distribution of just under a million dollars to support strategic partners in the digital equity ecosystem and digital equity initiatives across Aotearoa.

Chairperson Judd thanked former President Liddicoat, InternetNZ and Domain Name Commission Board Members, Chief Executive and staff for their contributions. Acknowledged members, partners, and stakeholders for their engagement, trust and support, affirming the honour in chairing Ipurangi Aotearoa Board as InternetNZ moves forward with optimism.

AGM 04/25 That the Chairperson's report be received.

(Deputy Chairperson Rahman / Returning Officer Chandra)
CARRIED

Results

	Votes Received
FOR	833

AGAINST	38
ABSTAIN	84

Motion exceeded the required simple majority of votes FOR (95.6%).

3 - 2024/25 Annual Report and Audited Annual Accounts

3.1 Annual Report

Tumu Whakarae, Chief Executive, Vivien Maidaborn presented the highlights of the 2024/25 Annual Report. The CE noted it's the final year of the five-year strategy, explained the Niho Taniwha symbol and Te Tiriti o Waitangi-centric focus.

Highlights:

- Membership growth to 4,699 was highlighted, alongside a 5% staff turnover rate.
- 750,909 .nz domain names under management with .co.nz the strongest.
- Domain name services were available 100% of the time.
- Maintained a thriving and resilient .nz. Key rollovers managed during the period occurred on schedule without incident.
- Completed the .nz rules review for 2024, an annual work programme of changes or updates to the .nz rules. Rules (version 3) were amended and came into force in November 2024.
- Finalised the pathway for resolving conflicted names, approved by the Board in 2025. Supported parties through the final resolution process including government and iwi.
- New administration and updated rules for the disputes resolution scheme.
- Actively participated in global Internet forums across Asia, the Pacific, and South America, including attendance at ICANN.
- Hosted two international events: the Pacific Internet Governance Forum (Pacific IGF 2024) and Asia Pacific Network Information Centre (APNIC 58).
- Maintaining regular engagement with the New Zealand Government, including MBIE, MFAT and DPMC.
- This financial year, $999,500 was distributed to communities as part of a three-year initiative to expand networks and provide financial support to Māori communities and organizations.
- 17% of funding allocated to accessibility, reflecting our commitment to equitable partnerships and impactful contributions across Aotearoa.

AGM 05/25 That the 2024/25 Annual Report be received.

(Chairperson Judd / Board Member Spector)
CARRIED

Results

	Votes Received

FOR	804
AGAINST	61
ABSTAIN	110

Motion exceeded the required simple majority of votes FOR (92.97%).

3.2 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:

- A deficit of $179,000.
- Static revenue levels.
- An overall increase in spending of $1 million, attributed to an approximate $400,000 investment in the .nz product market position and a $600,000 investment in resourcing within .nz, including filling vacant positions from the previous year.
- Investment income was lower than anticipated due to the effect of international events.

The organisation maintains significant cash reserves and equity due to deferred revenue. Customers pre-pay domain services for up to 10 years which creates a liability that we need to offset by holding cash reserves to prevent insolvency. As a technology company the organisation also needs to reserve cash to cover the regular replacement and update of hardware and software.

In 2024 $11m was ringfenced in investments for funding public impact grants and sponsorship, and we aim to maintain disbursement of at least $1.0m per annum.

AGM 06/25 That the Annual Audited Financial Statements for 2024/25 be received.

(Deputy Chairperson Rahman / Member Wallace)
CARRIED

Results

	Votes Received
FOR	838
AGAINST	51
ABSTAIN	97

Motion exceeded the required simple majority of votes FOR (94.3%).

AGM 07/25 That Grant Thronton be appointed auditor for the 2025/26 audit.

(Deputy Chairperson Rahman / Board Member Fala)
CARRIED

Results

	Votes Received
FOR	820
AGAINST	28
ABSTAIN	109

Motion exceeded the required simple majority of votes FOR (96.7%).

4 - 2025/26 Annual Goals and Budget

Tumu Whakarae, Chief Executive, Vivien Maidaborn presented the organisation's 2025/26 annual strategic goals, developed with the engagement of staff, Board, and members.

4.1 Strategic Goals 2025/26

1. A thriving and trusted .nz domain, actively influencing good global Internet governance.
2. We increase the resilience of our business model in a rapidly changing environment.
3. Centering Te Tiriti o Waitangi throughout all that we do.
4. InterneNZ Group has clear purpose and values that drive our long term strategy.
5. Community, partnership, collaboration and investment. Supporting shared community outcomes and value for an Internet that benefits all of Aotearoa.

4.2 2025/26 Annual Budget

Total revenue	$15,018,520
Total costs (including Funding)	$16,328,977
Interest	$896,392
Deficit (post interest)	($414,066)

Operational

Total Revenue	$15,018,520
Total Costs	$15,328.98
Total Investment Income	$352,526
Surplus (post interest)	$42,069

Funding

Total Investment Income	$543,866
Total Funding Distribution	$1,000,000
Deficit	($456,134)
Note: INZ contribution retained earnings to the fund is $250,000 in 2025/2026	

The CE highlighted a deficit in funding, noting that InternetNZ is absorbing this to maintain consistent community funding, especially for digital equity groups. It is projected that increased domain name revenue will rebalance this in the next financial year's budget.

AGM 07/25 That the 2025/26 Annual Plan and Budget be received.

(Chairperson Judd / Board Member Fala)
CARRIED

Results

	Votes Received
FOR	708
AGAINST	235
ABSTAIN	62

Motion exceeded the required simple majority of votes FOR (75.1%).

5 - Domain Name Commission Update

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

Key projects completed this year:

- .nz Disputes Resolution Scheme outsourced to NZDRC
    - New Scheme Rules = mediation OR expert determinations PLUS tikanga-based Māori cultural support.
- New registration check tool for proactive monitoring of .nz domain names developed and rolled out.
- Registrar Authorisation Framework developed
- Appointed and on-boarded new .iwi.nz moderator Tū Ātea

The year that was:

- 675 Data validation audits completed. 601 failed and domain names suspended.
- 131 Identity verification audits completed. 37 failed and domain names suspended.
- 25% reduction in suspensions from last FY (638 vs 856).
- 3 .nz DRS Mediations and 20 .nz DRS claims for Expert.

AGM 08/25 That the DNC 2024/25 Annual Report be received.

(Chairperson Judd / Board Member Spector)
CARRIED

(The DNC Annual report was accepted at the DNC AGM 31 July 2025 and is available on the DNC website.)

Results

	Votes Received
FOR	865
AGAINST	45
ABSTAIN	81

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

6 - 2025 Membership Survey

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

- 2025 membership survey
    - 1563 responses out of 4510 members (34.7% response rate)
- Compared to 2024 membership survey:
    - 69 responses out of 386 members (17.9% response rate)

Membership at a glance
- 89% who participated identified as new members
- 22.8% are from the technical community

Why did members join InternetNZ?
- The overall common theme was the desire to protect InternetNZ's mission and uphold its values of fairness, inclusivity, and public good.
- Members who recently joined said:
    - Countering perceived threats from right-wing groups and supporting the organisation's commitment to diversity, inclusion, and Te Tiriti o Waitangi.

    - Concerns about ideological influences seeking to shift InternetNZ's values and direction, expressing a clear desire to safeguard the organisation's independence and neutrality.
    - Interest in InternetNZ's advocacy work and its role in Internet governance.
- 88% of members expressed satisfaction with their decision to join InternetNZ.

What do members think of our communications channels?

- 79% of respondents reported reading emails received through the members-announce list, significantly higher than dotNews at 41%. But only 47% said members-announcement met their expectations.
- 75% of respondents said they would not want to reinstate a member-to-member mailing list. Key concerns were information overload, potential for spam, privacy and security including not wanting to share their personal email address.
- NetHu (Slack channel) had low visibility and those who used it felt it had ineffective moderation. Others viewed these channels as outdated and suggested adopting more contemporary platforms - such as Discord - to better connect with younger members.

Other feedback included:

- Modernising our engagement methods.
- Enhancing transparency especially in decision-making.
- Issues members want to focus on include addressing disinformation and misinformation particularly in politics, freedom of speech, advocating for Internet neutrality and opposing censorship.
- Digital equity, with respondents urging InternetNZ to help ensure fairer and affordable access to the Internet for everybody.
- Maintaining diversity and inclusion, with calls to support marginalised communities and uphold commitments to Te Tiriti o Waitangi.
- Calls for unbiased governance, equal voting rights, and concerns about political influence and constitutional changes.

Planned membership engagement opportunities for 2025-26

- Consider feedback from the survey.
- Regional NetHui.
- 30th anniversary/end of year stakeholder event.
- .nz rules consultations.
- International multistakeholderism - invitations to participate in global discussions to promote a collaborative and inclusive approach to Internet governance.
- Quarterly CE online hui.

7 - 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 1

AGM 09/25 That clause 2.8.1 of the Constitution be amended by replacing the final sentence with: "Before imposing any such suspension, the Member must be given notice of the proposed suspension and should be given an opportunity to be heard before a decision is made to suspend the Member."

(Member David Farrar / Member David Harvey)
NOT CARRIED

Results

	Votes Received
FOR	367
AGAINST	675
ABSTAIN	8

Motion failed to reach required two-thirds majority of votes FOR (35.2%).

Member motion 2

AGM 10/25 That clause 11 of the Constitution be amended by adding the following words at the end: "provided that any Code of conduct must be approved by an Annual General Meeting before coming into effect."

(Member David Farrar / Member David Harvey)
NOT CARRIED

Results

	Votes Received
FOR	364
AGAINST	667
ABSTAIN	14

Motion failed to reach required two-thirds majority of votes FOR (35.3%).

Member motion 3

AGM 11/25 That clause 3.10.1 be amended by:

- Deleting subclause (d), and
- Adding after the words “by resolution” the words “confirmed at a General Meeting.”

(Member David Farrar / Member David Harvey)
NOT CARRIED

Results

	Votes Received
FOR	348
AGAINST	676
ABSTAIN	9

Motion failed to reach required two-thirds majority of votes FOR (34.0%).

Member motion 4 (amended)

Chairperson Judd noted that as Motion 3 failed Motion 4 needs to be amended so it is still valid and coherent as follows:

- By inserting the words “regularly scheduled” after the word “three” and before the words “consecutive meetings”.
- That clause 3.10.3 be amended by deleting the words “has brought the Society into disrepute or”

AGM 12/25

- That clause 3.10.1(b) be amended by inserting the words “regularly scheduled” after the work “three” and before the words “consecutive meetings.”
- That clause 3.10.3 be amended by deleting the words “has brought the Society into disrepute or”.

(Member David Farrar / Member David Harvey)
NOT CARRIED

Results

	Votes Received
FOR	327
AGAINST	689
ABSTAIN	19

Motion failed to reach required two-thirds majority of votes FOR (32.2%).

Member motion 5
AGM 13/25 That Clause 2.6.1(c) be amended by deleting the words: “and do nothing to bring the Society into disrepute.”

(Member David Farrar / Member David Harvey)
NOT CARRIED

Results

	Votes Received
FOR	328
AGAINST	683
ABSTAIN	10

Motion failed to reach required two-thirds majority of votes FOR (32.4%).

Member motion 6
AGM 14/25 That Clause 3.2.1 be amended to substitute 11 for 9 and 9 for 7 and subclause (a) should be consequentially amended to substitute 7 for 5 and 9 for 6.

(Member David Farrar / Member David Harvey)
NOT CARRIED

Results

	Votes Received
FOR	345
AGAINST	704
ABSTAIN	6

Motion failed to reach required two-thirds majority of votes FOR (32.9%).

Member motion 7
AGM 15/25 That Clause 1.5.1 of the Constitution be amended by deleting the words “and the Society’s commitment to centring Te Tiriti o Waitangi”.

(Member David Farrar / Member David Harvey)
NOT CARRIED

Results

	Votes Received
FOR	355
AGAINST	695

ABSTAIN	4

Motion failed to reach required two-thirds majority of votes FOR (33.8%).

Member motion 8
AGM 15/25 That Clause 3.2.3 be amended by deleting the words “At least two Board Members shall have expertise in Te Tiriti o Waitangi, te ao Māori, and/or Māori governance” and substituting with “The Board should, as far as practicable, include members with expertise or experience in areas such as accounting, legal matters, internet technologies, te ao Māori, and membership engagement, and should reflect a demographically diverse mix.”

(Member David Farrar / Member David Harvey)
NOT CARRIED

Results

	Votes Received
FOR	366
AGAINST	682
ABSTAIN	4

Motion failed to reach required two-thirds majority of votes FOR (34.9%).

Member motion 9
AGM 16/25 That clause 3.2.4. be deleted.

(Member David Farrar / Member David Harvey)
NOT CARRIED

Results

	Votes Received
FOR	353
AGAINST	679
ABSTAIN	12

Motion failed to reach required two-thirds majority of votes FOR (34.2%).

Member motion 10
AGM 17/25 That Clause 3.2.5 be amended by:

- Deleting the words “Subject to clause 3.2.5” and “either a) Co-Chairs with joint responsibility for leading the Board, one of whom must be Māori; or”;

- Inserting the words “namely, a Chairperson and Deputy Chairperson appointed by the Board" after “two Board members”; and
- Clause 3.2.6 be deleted.

(Member David Farrar / Member David Harvey)
NOT CARRIED

Results

	Votes Received
FOR	359
AGAINST	659
ABSTAIN	11

Motion failed to reach required two-thirds majority of votes FOR (35.3%).

Member motion 11
AGM 18/25

- That Clause 5.1 be amended by deleting the word “tikanaga” and substituting the words “Dispute Resolution”.
- That Clause 5.1.1 be amended by deleting the word “tikanga” where it appears and substituting the words “Dispute Resolution”.

(Member David Farrar / Member David Harvey)
NOT CARRIED

Results

	Votes Received
FOR	344
AGAINST	684
ABSTAIN	7

Motion failed to reach required two-thirds majority of votes FOR (33.5%).

Member motion 12
AGM 19/25 That the words “Māori mediator” in Clause 5.7.1(b) be deleted and replaced with the words “nominated mediator”.

(Member David Farrar / Member David Harvey)
NOT CARRIED

Results

	Votes Received
FOR	343
AGAINST	672

ABSTAIN	8

Motion failed to reach required two-thirds majority of votes FOR (33.8%).

Member motion 13
Chairperson Judd noted this motion shall be decided by a simple majority of Eligible Members present and voting at the AGM as per clause 4.1.8 of the Constitution.

AGM 20/25 That an email survey be conducted with members, and an online survey be provided for non members, asking whether purchases of .nz domain names should be restricted to individuals and organisation with a New Zealand presence.

(Member Brynn Nielson / Member Gareth Baker)
NOT CARRIED

Results

	Votes Received
FOR	292
AGAINST	640
ABSTAIN	71

Motion failed to reach required simple majority of votes FOR (31.3%).

Member motion 14
Chairperson Judd noted that Motion 14 is an amendment to the Constitution and requires a resolution passed by two-third of Eligible Members present and voting at the AGM as per clause 10.1.3 of the Constitution and Motion 15 is not an amendment so therefore only requires a simple majority.

AGM 21/25 That

a) an additional Clause 1.5.2 be added after Clause 1.5.1 of the constitution, to read:
This constitution must be interpreted having regard to the principles of Institutional neutrality. In exercising its powers to the Board will, so far as is practicable and in keeping with the objects of the Society, maintain neutrality on contentious issues. And that

b) definitions of Contentious issues and Neutrality be added to clause 1.3 in their appropriate alphabetic locations, as follows:
Contentious issue means a political, ideological, religious, moral or cultural issue on which there are substantial differences of opinion or belief that are expressed as significant hostility between communities or groups of New Zealanders, including views on gender identities, sexual preferences, race relations and the role of Te Tiriti, but does not include:

(i) Issues of fact; or
(ii) issues directly related to the charitable objects of the Society as listed at or in clause 1.4.1.

Neutrality means the eschewing of endorsement, promotion of support of or opposition to perspectives or position on a contentious issue including avoiding the appearance of such alignment.

(Member Fiona Margaret Mackenzie / Member Lee Warwick Short)
NOT CARRIED

Results

	Votes Received
FOR	316
AGAINST	695
ABSTAIN	7

Motion failed to reach required two-thirds majority of votes FOR (31.3%).

Member motion 15

AGM 22/25 That InterneNZ and the Board in exercising its powers should recognise that it serves New Zealanders of diverse opinions and values, and so far as is practicable and in keeping with the objects of the Society, maintain neutrality on contentions issues of politics, religion or ideology, including on gender identities and the role of Te Tiriti.

(Member Fiona Margaret Mackensiz / Member Lee Warwick Short)
NOT CARRIED

Results

	Votes Received
FOR	307
AGAINST	667
ABSTAIN	4

Motion failed to reach required simple majority of votes FOR (31.5%).

Election Results

The Returning Officer, Vivian Chandra, declared the final election results of the InternetNZ 2025 Election, elections closed 29th July 2024 at 5:00pm.

There were thirteen candidates for the two available Board positions for a 3 year term ending at the 2028 AGM. (Refer Constitution Schedule 1 - Transitional Provisions clause 3.1b).

Election of Board Members
Total Valid Votes 2785 / Total Invalid Votes 0
Winning Threshold / Quota: 929 votes

The successful candidates to serve a three-year term 2025-2028:

- **Jonathan Ayling**
- **Dylan Reeve**

The unsuccessful candidates for Board Member were:

- Adam Hunt
- Bianca Grizhar
- Brynn Neilson
- Douglas Brown
- Kaye-Maree Dunn
- Maureen Hilyard
- Peter-Lucas Jones
- Roger Brown
- Seth Kenlon
- Suzie Tingley
- Toby Cunliffe-Steel

Return percentage 62.4% (2,785 votes received from 4,463 members)

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

General Business

There was no general business.

Recognition

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

- Jeff Montgomery elected in 2021 for 4 years of service.
- Alpana Roy elected in 2022 for 3 years of service.
- Kris Dempster-Rivett elected in 2024 for 10 months of service.

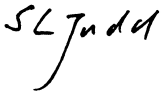
Closing

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 2025 Annual General Meeting closed at 9:09pm.

Signed as a true and correct record:



29 Sep 2026

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Stephen Judd, Chairperson Date