AGM 2026 | Board & Member Motions

Document updated on 12 August 2026. Motion 9 included and formatting errors in Motion 8 corrected.

Motion 1: Board motion

Proposed Constitutional Amendment: Alternative term (other than the standard 3 year term) for Appointed Board Members

The Board proposes amending the Constitution to allow them to determine an alternative term for Appointed Board Members, to provide for organisational needs.

The proposed resolution is:

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, as follows:

The second sentence of clause 3.9.1 be amended to read:

"Notwithstanding the standard 3 year term, the Board may choose to appoint an Appointed Board Member for an alternative term of not less than 2 years and not more than 4 years to provide for organisational needs, including but not limited to skills or knowledge gaps, facilitating orderly leadership succession, ensuring continuity or maintaining institutional knowledge."

Clause 5.2, Schedule 1 be amended to read:

"In accordance with clause 3.7 of this Constitution, 1 new Appointed Board Member shall be appointed for a term of between 2 and 4 years, as determined by the Board to manage any organisational needs."

"1 new Appointed Board Member until the 2030 AGM" in Table C, Schedule 1 be amended to read:

"1 new Appointed Board Member".

Voting on the motion

As this proposal amends the Constitution, it must be approved by two-thirds of Eligible Members who are present and voting at the AGM 2026.

Supporting information

Why is the Board proposing this change?

Under the current Constitution, Appointed Board Members are generally appointed for a standard term of three years. The Board may currently appoint someone for a shorter period only where there is a temporary gap in skills, knowledge, or experience.

This proposal would allow the Board to appoint a Board Member for a term of two to four years when necessary to meet organisational needs. This could include supporting leadership transitions, maintaining continuity, or ensuring important skills and knowledge are retained on the Board.

What would this change enable?

Ability to determine an alternate appointment term would help InternetNZ to:

- Maintain institutional knowledge by ensuring experienced Board Members can pass on their understanding of the organisation's history, strategic direction, and key relationships.
- Support succession planning by allowing incoming Board Members to learn alongside experienced Board Members.
- Promote orderly leadership transitions by avoiding situations where too many Board Members change in the same year.
- Reduce risk by maintaining continuity of governance capability and strategic oversight when multiple terms end.
- Retain specialist expertise on committees such as the Audit and Risk Committee, where knowledge and experience can take time to develop.

What would not change?

This proposal does not change the maximum length of service for Board Members. Clause 3.9.2 of the Constitution remains unchanged, meaning that no Board Member may serve for more than nine years in total.

Motion ends.

Motion 2: Member David Ward moves, The Domain Name Company Ltd seconds

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

Voting on the motion

If a simple majority of eligible members in attendance at the Annual General Meeting are For the motion, it will be passed.

No supporting information provided.

Motion ends.

Motion 3: Member David Ward moves, The Domain Name Company Ltd seconds

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.

Voting on the motion

If a simple majority of eligible members in attendance at the Annual General Meeting are For the motion, it will be passed.

No supporting information provided.

Motion ends.

Motion 4: Member David Ward moves, The Domain Name Company Ltd seconds

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.

Voting on the motion

If a simple majority of eligible members in attendance at the Annual General Meeting are For the motion, it will be passed.

No supporting information provided.

Motion ends.

Motion 5: Member David Ward moves, The Domain Name Company Ltd seconds

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.

Voting on the motion

If a simple majority of eligible members in attendance at the Annual General Meeting are For the motion, it will be passed.

No supporting information provided.

Motion ends.

Motion 6: Member Julia Clement moves, Nabil Sabio Azadi seconds

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.

Voting on the motion

If a simple majority of eligible members in attendance at the Annual General Meeting are For the motion, it will be passed.

Supporting information

Aotearoa New Zealand's IPv6 adoption is 26% of users, compared with an Oceania average of 30% and 37% in Australia (Internet Society Pulse, 2026). InternetNZ enabled IPv6 on its own network in 2009 and supported the New Zealand IPv6 Task Force, which is no longer active.

As IPv4 addresses run short, providers turn to carrier-grade NAT, sharing one public address among many households. This is already standard on mobile networks. It mostly works, however, it blocks unsolicited incoming connections. When one user of a shared address is blocked by a website, others sharing it are blocked too. Importantly, it also makes attributing online harm harder.

No current public source compares which New Zealand providers offer IPv6 to residential and small business customers. Members cannot compare providers and there is no baseline for measuring progress.

The core of the motion is: structured research questions put to retail providers at least once a year and a published report of the answers, including recording who declines to reply. The first report will establish a baseline that InternetNZ requires to enact its objects.

For further information, please refer to the following resources:

- Where the figures come from. Internet Society Pulse, Country Report for New Zealand. Other countries can be selected on the same page. Pulse gives a national number and nothing about which providers account for it, which is the gap this motion addresses. https://pulse.internetsociety.org/en/reports/nz/

- What the last attempt looked like. The New Zealand IPv6 Task Force site, still on line and no longer updated. Source for InternetNZ's 2009 deployment and its support of the Task Force. https://ipv6.org.nz/

- Background, from a registry like InternetNZ I Ipurangi Aotearoa. Stichting Internet Domeinregistratie Nederland (SIDN) operates .nl. Its IPv6 reference pages cover the transition, the address shortage and its economic consequences.

- Why IPv4 is now treated as legacy. SIDN's assessment that new networks should be built IPv6- first, with IPv4 supplied as an overlaid service rather than the default. https://www.sidn.nl/en/news-and-blogs/tipping-point-reached-transition-to-ipv6-enters-a-newphase

- What other countries have done. SIDN's survey of government action: the Netherlands requiring IPv6 in public tenders since 2010, India mandating IPv6 support in ISP-supplied customer equipment, China's plan to bar IPv4 on new networks, and Belgium capping CGNAT at 16 users per public address so individuals remain identifiable. Europol reported in 2017 that CGNAT was already defeating providers' legal obligation to identify account holders. https://www.sidn.nl/en/news-and-blogs/governments-everywhere-make-ipv6-mandatory

Motion ends.

Motion 7: Member Nabil Sabio Azadi moves, Simon Lyall seconds

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.

Voting on the motion

If a simple majority of eligible members in attendance at the Annual General Meeting are For the motion, it will be passed.

Supporting information

The InternetNZ Group Strategy 2026–2031, approved by the Board on 13 March 2026, describes InternetNZ in 2031 as an organisation that uses ‘market research and evidence-based targeted marketing to grow domain names under management’. Under Service excellence, it commits to achieving ‘significant retention in quality .nz domain name registrations'. This motion asks the Board to report on those commitments and on what the organisation learns in meeting them.

The Board has adopted a goal of one million domain names under management by 2031. At 31 March 2026 there were 764,987. Closing that gap needs net growth of about 47,000 a year for five years. Growth over the year to March 2026 was 14,078, which the Q4 activity report records as 1.9 per cent. The goal needs more than three times that rate, every year for five years.

The same report shows the movement behind that figure. In the January to March 2026 quarter, 27,881 .nz domains were created and 24,901 were cancelled. After 5319 reinstatements, the register grew by about 8300. That is about seven departures for every ten arrivals.

In the year to 31 March 2025, covered by the most recent audited accounts at the time of writing, registry fees were $13,384,410 of $13,584,377 total operating revenue for the Group, or 98.5 percent. The Group recorded an operating deficit of $1,096,032. The size of the domain book decides what the organisation can afford to do everywhere else.

The audited Statement of Service Performance already measures growth. For 2024–25 it set a target of 7473 new domain registrations and recorded 3653. A separate target of 15,000 stimulated domain growth was not met. The reason given was a four-month delay in launching a lead generation website, offered with the words 'We believe'. The outcome is measured and the cause is estimated. Nothing in the Statement of Service Performance asks why people leave.

InternetNZ does commission research. The .nz consumers and businesses study ran in 2022 and 2025 and looks at awareness, perceptions and use of domain names among consumers and businesses. It is good work and this motion does not ask for it to be repeated. It surveys the market as it stands. It does not ask the people who have already gone.

The gap is structural. The registry sells wholesale and registrars hold the customer relationship. Registry data records when a domain lapses. It does not record why. Other methods can suggest part of an answer, but the most direct way to find out is to ask the people who left.

This motion asks for no new spending and changes no policy. It asks the Board to report on commitments it has already approved, in the Annual Report the AGM already receives, and to do that reporting through the document where the organisation's measures are already recorded and audited. The Statement of Service Performance part starts with the 2027–28 financial year so that any new measure can be set, evidenced and audited within a normal reporting cycle rather than added mid-year.

Motion ends

Motion 8: Jonathan Brewer moves, Dr Karaitiana Taiuru seconds

That the Constitution be amended to establish a nomination and appointments committee (NomCom) in accordance with the specific proposed amendments.

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.

Voting on the motion

As this proposal amends the Constitution, it must be approved by two-thirds of Eligible Members who are present and voting at the AGM 2026.

Supporting information

This is a proposal for an amendment to the constitution of InternetNZ.

The goal of the amendment is to restore a nomination and appointment committee (NomCom) to the constitution as was put forward in the 2024 Constitution drafting guidelines. I was a member of the constitution co-design group and I believe the idea of a NomCom had broad support amongst members of that group.

Nominating Committees and Electoral Committees are a key part of many Internet Governance structures globally including ICANN, IETF, ISOC, AIRN, APNIC, RIPE

NCC, Nominet (UK), auDA (Australia), CIRA (Canada), and DENIC (Germany). I served on APNIC's Electoral Committee as Secretary in 2025 and Chair in 2026.

I note several issues with the process around recent elections and appointments:

- 13 candidates stood in the 2025 election, and it's unclear from the information provided to members whether all of them would have made for fit and appropriate directors for the society.
- In the 2026 election cycle at three days prior to the opening of voting, candidate information has still not been published on the InternetNZ website
- There was no member input into the recent appointments of Dr Darryn Russell and Dr Keri Milne-Ihimaera to the board.

My amendment would establish an eight person committee with seven votes; six votes from the membership, one from a governance expert, and a non-voting representative from InternetNZ's Board.

This committee would:

- ensure that members could be confident all candidates standing for election would be fit and appropriate directors of the society
- provide members with timely information about nominated candidates
- enable candidates to be judged by their merit, not who they were nominated by
- give members a voice when it comes to board appointees to fill skills gaps.

In carrying out its role to nominate Eligible Members for election, the NomCom will follow a Terms of Reference and be focused on ensuring nominees are able and willing to carry out duties required of them as a Board Member. The NomCom will not be permitted to prefer or exclude an applicant because of the applicant's lawful political, philosophical or policy views.

Motions ends.

Motion 9: David Ward moves, Peter Fowell on behalf of the Domain Name Company Ltd seconds

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.

Voting on the motion

If a simple majority of eligible members in attendance at the Annual General Meeting are For the motion, it will be passed.

No supporting information provided.

Motions ends.