

InternetNZ's constitution

Date in force	26 July 2018 to 9 April 2025
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As at 26 July 2018

1. NAME

The Society shall be known as: INTERNET NEW ZEALAND INCORPORATED trading as InternetNZ.

2. OBJECTS

Internet New Zealand Incorporated trading as InternetNZ ("the Society") is a non-profit common interest charitable society whose principal objects are to maintain and extend the availability of the Internet and its associated technologies and applications in New Zealand, both as an end in itself and as means of enabling organisations, professionals and individuals to more effectively collaborate, cooperate, communicate and innovate in their respective fields of interest. It is intended that the Society be the principal organisation representing the interests of the Local Internet Community in New Zealand. The Society's charitable objects are:

2.1 To promote the competitive provision of Internet access, services and facilities in an open and uncaptureable environment.

2.2 To develop, maintain, evolve, and disseminate standards for the Internet and its inter-networking technologies and applications.

2.3 To develop, maintain, evolve and disseminate effective administrative processes for the operation of the Internet in New Zealand.

2.4 To promote and conduct education and research related to the Internet and inter-networking.

2.5 To coordinate activities at a national level pertaining to good management of centralised systems and resources which facilitate the development of the Internet, including but not limited to the Domain Name System.

2.6 To collect and disseminate information related to the Internet and inter-networking, including histories and archives.

2.7 To develop and maintain formal and informal relationships with the international Internet community, including the Internet Society.

2.8 To represent the common interests of the wider New Zealand Internet community both nationally and internationally.

2.9 To promote widely and generally available access to the Internet.

2.10 To liaise with other organisations, New Zealand Government authorities, and the general public for coordination, collaboration, and education in effecting the above objects.

3. MEMBERSHIP

3.1 The Society shall have three classes of Members: Individual Members (section 3.3), Organisational Members (section 3.4), and Fellows (section 3.5).

3.1.1 Each Member carries the right of one vote in General Meetings of the Society.

3.1.2 A postal address and a working e-mail address must be supplied on application for membership, the latter of which shall be the Member's formal contact address for communications from the Society, and for electronic voting. (In the case of Organisational Members, the nominee's email address will be the formal contact point for voting purposes.) It is a Member's obligation to ensure that any change in the contact e-mail address will be notified to the Society immediately. In case of e-mail failure, Council shall have the discretion and authority to use other means of communication so that a Member is not prevented from participation or voting.

3.1.3 Specific direct benefits associated with each class of membership will be made available on the Society's website.

3.2 Application for Individual or Organisational membership shall be made to the Council in writing or in such electronic form as the Council shall decide. Every application for membership shall be accompanied by payment of the appropriate subscription, and a membership becomes active upon receipt by the Society of the membership subscription.

3.3 Individual Members

3.3.1 Any natural person may apply for Individual membership under their own name.

3.3.2 There will be two categories of Individual membership:

3.3.2.1 "Ordinary"

3.3.2.2 "Professional". Professional membership shall carry additional direct benefits to those enjoyed by Ordinary members.

3.4 Organisational Members

3.4.1 Any company, incorporated society or other lawful organisation may apply to become an Organisational Member.

3.4.2 There shall be two categories of Organisational Member:

3.4.2.1 Small. Defined as having fewer than 100 employees

3.4.2.2 Large. Defined as having 100 or more employees.

3.4.3 Each Organisational Member shall nominate an Individual member to the Society.

3.4.4 Such nominated Individual member will be full Ordinary members of the Society as specified in sections 3.3 and 3.6 and will have the same rights and obligations of any other Individual member. No subscription fee will be levied from these nominated Individual members.

3.5 Fellows

From time to time Council shall elect persons, whom it considers have made an outstanding contribution to the development of the Internet in New Zealand or the Society, to Fellowship in the Society. Once elected to Fellowship a member remains a Fellow for life with the rights of a financial Professional Member. No subscription fee will be levied from Fellows.

3.6 The rights of membership (including, but not limited to, standing for elected office, voting, nominating, seconding and petitioning) accrue to a member three months after joining the Society, and are maintained until their membership ends, as set out in sections 4 and 5 of this Constitution.

3.7 Members may hold only one membership in the Society and must agree to abide by the rules of the Society.

4. TERMINATION OF MEMBERSHIP

4.1 In addition to the termination of membership by failure to pay the subscription fee as laid out in sections 5.4, 5.5 and 5.6 a member may resign their membership. A Member wishing to resign from the Society must give notice of resignation to the office in writing or in such electronic form as the Council shall decide. All membership rights will terminate on receipt by the Society of the written resignation.

4.2 Membership of the Society may be terminated by the Society. Should a member's actions be in serious conflict with the rules or objects of the Society, the Council is empowered to terminate the membership of that person.

4.3 Any termination of membership pursuant to section 4.2 must follow the process laid out in Schedule 1.

5. TERM OF MEMBERSHIP

5.1 The membership year for all classes of membership is 1 April until 31 March. Persons joining the Society after 1 January but before 1 April will be granted a full year's membership from 1 April, as well as whatever term of membership occurs before the 1 April membership anniversary.

5.2 During the period covered by the subscription the Member is a financial Member.

5.3 Members will ordinarily be invoiced for the year, in advance, with a due date of 1 April (the "due date") which is the start of the membership year.

5.4 Failure to pay a subscription by the due date will cause the Member to lose all membership rights in the Society (including, but not limited to, standing for elected office, voting, nominating, seconding and petitioning).

5.5 If the overdue subscription is paid within three months following the due date, the Member shall be deemed to have maintained continuous membership but membership rights and benefits are not retroactive covering the period during which the subscription was due but unpaid, and cannot be exercised during that period.

5.6 If the subscription remains unpaid three months after the due date, the membership terminates and a new application for membership will have to be made if the Member wishes to rejoin the Society.

6. THE COUNCIL

6.1 The Council of the Society will conduct the affairs of the Society in accordance with this Constitution, and with the resolutions of Members of the Society in General Meeting using a set of Bylaws as determined by the Council from time to time.

6.2 The Council of the Society shall consist of the following individuals (each a Council Member):

6.2.1 The President and Vice President (collectively the Officers and each an Officer);

6.2.2 Seven Elected Council Members; and

6.2.3 Up to two Appointed Council Members.

6.2.4 The application of Clause 6.2 and its sub-clauses is subject to the transition clauses set out in Schedule 2 of this Constitution. When this clause 6.2.4 and

Schedule 2 have been performed in full, they will cease to have any further effect and can be removed from this Constitution without further authorisation.

6.3 Only financial individual Members of the Society may serve as Council Members.

Should any Council Member cease to be a financial member of the Society during their term, for example by ceasing to be the nominee of an Organisational member, the Council Member can retain their position provided that the Council Member takes up Individual financial membership, and pays the applicable subscription, within 30 days of ceasing to be a financial member. Should the Council Member fail to pay such subscription within 30 days of ceasing to be a financial member, their elected position shall be deemed to be vacated with immediate effect.

6.4 No more than two employees of any company, organisation or individual may simultaneously hold positions as Council Members. Companies which are related companies (as defined by the Companies legislation in force at the time) will be treated as a single company for this purpose, except where, in the opinion of the Council, the related companies are in significantly different industries. This provision shall not be interpreted as placing any restriction on the nomination of candidates for election.

6.5 The term of office for Officers and Elected Council Members will:

6.5.1 commence:

a) where their election is held at an Annual General Meeting, at the conclusion of the General Meeting at which the Officer or Elected Council Member is elected; and

b) where their election is conducted by an electronic ballot to fill a casual vacancy, when the Society formally declares the result of the electronic ballot; and

6.5.2 expire:

a) where the Officer or Elected Council Member is elected at an Annual General Meeting, at the conclusion of the third Annual General Meeting after the Annual General Meeting at which the Officer or the Elected Council Member was so elected; and

b) where the Officer or Elected Council Member is elected to fill a casual vacancy, at the conclusion of the remainder of the original term of the elected office in respect of which the vacancy arose, calculated by reference to clause 6.5.2(a).

6.6 Subject to Clause 7.4, Council Members may hold office for consecutive terms.

6.7 Any Council Member having missed three consecutive ordinary meetings of Council shall be deemed to have vacated their position at the conclusion of third meeting, unless the Council votes to reinstate the Council Member in their position. Council may grant a Council Member leave of absence in advance (for

example, for overseas travel, health or family circumstances), in which case the Council Member is not subject to this requirement for the duration of their leave. The Returning Officer will notify any Council Member who misses two consecutive meetings that their position will be forfeited if they fail to turn up to the subsequent ordinary meeting of Council.

6.8 The Appointed Council Members can be appointed by the Council from time to time as the Council thinks fit. In making any such appointment, the Council will seek to achieve an appropriate mix of knowledge, skills and experience on the Council to better conduct the governance of the Society.

6.8.1 Appointed Council Members will serve for a two-year term.

6.8.2 The appointment (and removal, as the case may be) of Appointed Council Members requires six of the Officers and Elected Council Members to vote in favour of the appointment (or the removal as the case may be).

6.8.3 During their term in office, Appointed Council Members have all the same rights and obligations as all the other Council Members, except that they may not vote on the appointment of other Council Members.

6.9 Any vacancy arising among Elected Council Members or Officers shall be filled by the membership voting through an electronic ballot conducted as soon as the Council determines is reasonably practical after the vacancy occurs, provided that if the vacancy occurs during the period between the end of the Society's financial year and the Society's next Annual General Meeting, the Council can defer the election of the new Officer or Elected Council Member until that Annual General Meeting. The replacement shall serve the remainder of the elected term for that position. Any time served as an Officer for part of a term created by a vacancy does not count towards the term limit established for Officers in clause 7.4.

6.10 Any Council Member can be dismissed by resolution of a General Meeting of the Society, provided that such resolution is passed by at least a two-thirds majority of those voting.

6.11 The business of the Council may be carried out using electronic communication.

6.12 Council Member Indemnity

6.12.1 Council Members shall not be liable to the Society or any of its members for:

- (a) any losses or liabilities;
- (b) any act or acts or attempted act done in exercise of or pursuant to any power or discretion vested in them by this Constitution or any bylaws; or
- (c) any omission or omissions or non-exercise in respect of any obligation under this Constitution, bylaws or any other obligation imposed on them by virtue of their role, except losses or liabilities arising from their own dishonesty, wilful

default or wilful breach of trust or negligence in the carrying out of their legal responsibilities.

6.12.2 Council Members, and every other person acting on behalf of the Council, shall be indemnified out of the Society's assets against all proper liabilities and expenses incurred by them in the exercise or attempted exercise of the powers and discretions vested in them and in respect of any matter or thing done or omitted to be done in any way relating to their responsibilities.

6.12.3 The liability of Council Members in connection with this constitution or at law, in equity, or on any other basis shall at all times be limited to the assets of the Society.

7. OFFICERS OF THE SOCIETY

7.1 The President shall chair Council meetings and General Meetings, and oversee the business of the Society.

7.2. The Vice-President shall assist the President in their duties and deputise for the President as required.

7.3 No person shall hold concurrently more than one Office of the Society.

7.4 Subject to clause 6.9, no person shall be eligible to be elected as President or Vice President (as the case may be) for more than two consecutive terms.

7.5 Any Elected Council Member elected as an Officer shall be deemed to have automatically resigned as an Elected Council Member.

7.6 The following persons are ineligible to be Council Members of the Society, and a Council Member will be deemed to have vacated their office as a Council Member with immediate effect if, at any time during their term as a Council Member, the Council Member:

7.6.1 is an undischarged bankrupt.

7.6.2 is under the age of 16 years.

7.6.3 has been convicted of a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961) and has been sentenced for that crime within the last 7 years.

7.6.4 is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Securities Act 1978, the Securities Markets Act 1988, or the Takeovers Act 1993.

7.6.5 is disqualified from being an officer of a charitable entity under section 31(4) of the Charities Act 2005.

7.6.6 is subject to a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act.

7.7 The Council shall from time to time appoint a Returning Officer, whose main role is to conduct Society elections and to perform the duties set out in this Constitution, as well as related duties established by the Council. The Returning Officer will ordinarily be a member of staff, but can be a member of the Society. The Council can replace the Returning Officer at any time at the Council's discretion.

8. COMMUNICATION WITH MEMBERS

Every communication with a Member shall generally be by electronic message in clear ASCII text, directed to the email address of the Member as recorded in the records of the Society. Communications may also be sent by post, facsimile, courier or hand delivery as the Council sees fit. Such messages will be acceptable for the conduct of the business of the Society unless the Returning Officer shall advise that any specific business or meeting shall be conducted at a meeting at which Members are required to be physically present.

9. MEETING OPTIONS

All meetings of the Society may be held using interactive Internet Technologies. The Technical Guidelines for the implementation of such meetings will be detailed under the Electronic Meeting Guidelines of the Society.

10. GENERAL MEETINGS

10.1 A General Meeting of the Society is a meeting of the members that may be a meeting at which those taking part are physically present or in attendance via the Internet, or a Teleconference Meeting, or an electronic meeting as laid out in section

10.2 Annual General Meetings

10.2.1 The Annual General Meeting of the Society shall be held within the four months following the end of the financial year of the Society each year, on a date to be decided by the Council.

10.2.2 If the AGM has been notified as incorporating attendance via the Internet, members must be issued in advance with a secure means to identify their entitlement to vote. Such electronic attendance may take place during the fourteen days prior to the actual date of the AGM with regard to pre-notified elections and constitutional amendments.

10.2.3 The business to be conducted at the Annual General Meeting will be:

10.2.3.1 To receive from the Council an annual report, the financial statements for the immediately preceding financial year, and the auditor's report on those statements.

10.2.3.2 To approve a business plan and budget of income and expenditure for the current financial year and receive from the Council recommendations for levels of subscription for the membership classes of the Society. The meeting may by resolution alter subscription levels.

10.2.3.3 To elect Officers and Members of Council. No person may be elected to Council if their election would cause a breach of the terms of section 6.4 of this Constitution. For the purposes of this requirement only, candidates are deemed to be elected in sequence from the candidate receiving the highest number of votes to the candidate receiving the lowest number of votes.

10.2.3.4 Nominations for Officers and Council Members shall open eight weeks prior to the AGM and close 21 days prior to the AGM. These nominations will be forwarded to the membership not less than 14 days prior to the AGM. Each nomination must be proposed by a financial Individual Member of the Society and agreed to by the nominee, who must be a financial Individual Member of the Society. No member may propose their own nomination.

10.2.3.5 Nominations for elected positions will not be permitted from the floor of the AGM unless there is a shortfall of nominations for a position.

10.2.3.6 The elections for Officers shall be conducted at the AGM prior to the election for ordinary Council Members

10.2.3.7 To elect an auditor. The auditor must be a member of the Institute of Chartered Accountants of New Zealand (ICANZ).

10.2.3.8 To consider such other business as any Member properly brings before the meeting. Matters of substance requiring a Member vote to be brought before the meeting must be notified to the Returning Officer not less than 30 days prior to the meeting and must include properly formed resolutions to be put to the meeting. A properly formed resolution is one that names the mover of the motion and names the seconder, both of whom must be financial Members of the Society, and contains the precise wording making up the substance of the motion. No amendments to such motions can be raised from the floor of the AGM. Matters cannot be raised from the floor of the meeting that require resolutions being put to Member vote.

10.2.4 A copy of the annual report and financial statements must be forwarded to each Member at least fourteen days prior to the Annual General Meeting.

10.2.5 At least thirty days notice of the Annual General Meeting must be given to each Member. The notice of AGM must indicate whether attendance via the Internet as allowed in Section 9 will be permitted.

10.2.6 New Members who join the society in the three month period before an AGM will not be permitted to vote at that AGM, consistent with section 3.6.

10.3 Special General Meetings

10.3.1 A Special General Meeting may be called at any time:

10.3.1.1 By the President or by resolution of the Council.

10.3.1.2 On the request of twenty or more financial Members, in which case the request must state the motions which will be moved at the meeting.

10.3.2 A Special General Meeting shall be called by the Council or the President on a date not earlier than fourteen days and not later than forty days following the receipt of a request for such a meeting under 10.3.1.2.

10.3.3 The motions to be moved at the Special General Meeting must be notified to every Member of the Society at least fourteen days before the date of the meeting. The notice of SGM must indicate whether attendance via the Internet as allowed in Section 9 will be permitted.

10.3.4 Voting procedures at an SGM are the same as those at an AGM.

10.4 Electronic General meetings (e-GM)

10.4.1 An e-GM can be called by the President, the Council, or 5% or 20 financial Members whichever is the larger supporting a motion to that effect.

10.4.2 The Returning Officer shall issue the notice of the e-GM as noted in section 10.4.5 below, and the e-GM shall be conducted in accordance with the Electronic Meeting Guidelines, as adopted by Council.

10.4.3 An e-GM consisting purely of online discussion and voting can be held to discuss and vote on proposals put forward by the Council or Members.

10.4.4 An e-GM will only vote on the proposed resolutions which form part of the meeting notice.

10.4.5 The Returning Officer shall be charged with confirming that the motion requesting an e-GM has been correctly put and approved. The proposed resolutions forming the subject of the e-GM shall be e-mailed to all members and be open to discussion for a period of seven days, closing at 11:59:59 on the seventh day following the posting of the official notice of announcement, on the member's mailing list and other fora as appropriate. After seven days members will have a ballot made available with votes being open for three working days. A resolution passed at an e-GM shall be as valid as one passed at a physical General Meeting.

10.5 Quorum

10.5.1 A quorum for every Annual or Special General Meeting is 20 financial Members or one third of financial Members present and voting, whichever is the fewer.

10.5.2 For an Electronic General Meeting the quorum requirement is 50 financial Members or one quarter of financial Members whichever is fewer present and voting on a resolution to be quorate. In the event that a quorum is not reached at an e-GM, the resolutions forming the call for an e-GM will be deemed to have failed.

10.5.3 If for a non-Electronic General Meeting a quorum is not present within thirty minutes of the appointed time, the person chairing the meeting shall adjourn the meeting. Unless those present at the meeting shall determine a date for the adjourned meeting (not earlier than five days from the date of the meeting) the adjournment shall be for a meeting at the same time and place, providing that the venue will be available, one week from that day.

10.5.4 Notice of the adjourned meeting shall be given to all Members. At such an adjourned meeting the number of persons attending shall constitute a valid quorum.

10.6 Chairing of General Meetings

10.6.1 The President of the Society or the Vice-President in the absence of the President will chair every Annual, Special, or electronic General Meeting.

10.6.2 If the President and Vice-President are absent then a person elected by a majority vote of those present shall chair the meeting.

11. VOTING

11.1 At every General Meeting each individual Member shall have one vote, except that the person chairing the General Meeting shall have a deliberative vote as well as a casting vote.

11.2 Voting at physical General Meetings or a meeting of the Council of the Society shall be by voice, show of hands or ballot at the discretion of the person chairing the meeting. At duly authorised meetings voting may take place via the Internet by the use of a secure means of identification. Voting by proxy shall be allowed at General Meetings only.

11.3 In the event of an equality of votes for or against a motion or amendment at a General Meeting or a meeting of the Council of the Society, the person chairing the meeting shall exercise a casting vote.

11.4 In all elections a preferential and proportional voting system will be used.

11.4.1 In the event of an equality of votes in an election for candidates for the same position, there shall be a second ballot and then if still tied the person chairing the meeting shall determine the winner by a random means.

11.5 There are no proxies available for any Society activities, as all substantive questions are decided by electronic means that allow all members to participate.

12. FINANCE

12.1 Annual Subscription;

Each Member's annual subscription shall be payable in full on joining the Society, and at yearly intervals thereafter. A change to subscription levels made by resolution of an Annual General Meeting shall have effect for all membership renewals until a further such resolution is passed by a subsequent Annual General Meeting. Such a resolution shall have no effect upon the amount payable by members whose subscriptions fell due prior to the Annual General Meeting at which the resolution was passed.

12.2 Financial Year;

The financial year of the Society shall be from 1 April to 31 March.

12.3 Power to Borrow Money;

The Society may borrow money only in accordance with a resolution of the members in General Meeting.

12.4 Audit;

The annual financial statements of the Society must be audited at the end of each financial year and before the Annual General Meeting by a member ICANZ. The Council shall determine the remuneration of the auditor, and shall have authority to fill any casual vacancy of the position of auditor.

13. THE COMMON SEAL

The Common Seal of the Society shall be in the custody of the President. The Common Seal shall be affixed to any instrument only pursuant to a resolution of the Council and witnessed by two Council Members one of whom shall be the President or Vice-President.

14. RULES

14.1 These Articles are the Constitution of the Society under the terms of the Incorporated Societies Act 1908 (as amended).

14.2 These Articles may be altered, added to or rescinded only in accordance with the following procedure:

14.3 Any proposal to amend the pecuniary profit section (section 15) or winding up section (section 16) must include a note that any amendment may effect the status of the Society in terms of its ability to obtain or retain charitable status.

14.4 A proposal to amend this Constitution may be submitted by any member to the Returning Officer of the Society who must, within seven days after receipt of the proposal, forward it to all members.

14.5 No motion proposing any amendment to this Constitution at a general meeting shall be deemed to have been passed unless two-thirds of the votes cast on the motion were in favour.

14.6 Any such motion shall be put to the next General Meeting, which shall be held not earlier than fourteen or later than forty days from the forwarding of the proposal to members.

14.7 The Returning Officer shall notify the Registrar of Incorporated Societies and the Charities Commission of all alterations, additions or revocations of these rules. This notification shall take such form as the Registrar and Charities Commission may require.

15. PECUNIARY PROFIT

No Member or Associated Person shall derive any income, benefit, or advantage from the Society where that person can materially influence the payment of the income, benefit or advantage except where the income, benefit or advantage is derived from:

15.1 Professional services to the Society rendered in the course of business charged at no greater rate than current market rates; or

15.2 Interest on money lent at no greater rate than current market rates.

For the purposes of this section, 'Associated Person' means:

- a) Any director of a company or other entity owned or controlled by the Society; or
- b) Any spouse, civil union partner, common law or de facto partner, of the Member (Member's Partner); or
- c) Any person connected to the member by blood relationship within the second degree of relationship; or
- d) Any adopted child of the Member or of the Member's first degree relative; or
- e) Any company, partnership, trust or other entity in which a Member, or Member's Partner, or person in c) or d) above, is financially interested whether as a shareholder, partner, director, beneficiary or otherwise.

16. WINDING UP

16.1 The Society may be wound up only under the terms of section 24 of the Incorporated Societies Act 1908 (as amended).

16.2 The Society may be wound up voluntarily if, at a general meeting of its members, it passes a resolution requiring it to be wound up, and the resolution is confirmed at a subsequent general meeting called for that purpose and held not earlier than thirty days after the date on which the resolution so to be confirmed was passed.

16.3 A resolution requiring the Society to be wound up, and the confirmation of such a resolution, shall have been passed by a general meeting if a majority of votes cast on the resolution are in favour.

16.4 If the confirming resolutions are passed the Members shall appoint one or more liquidators to wind up the affairs of the Society. Upon a winding up of the Society, its assets, after payment of its debts and liabilities, will be donated to a charitable organisation with similar objectives.

SCHEDULE 1

1. A member may make a complaint to the President of the Society asking for expulsion of a Member.
2. The formal complaint must be made within 30 days of the offending action.
3. The President will by e-mail to the last known e-mail address notify the Member against whom the complaint has been made within 72 hours of receiving the complaint.
4. Any Council Member who may have a conflict of interest with the case must recuse themselves from any involvement with the following process.
5. The Officers of the Society shall confer within 14 days to consider whether there is sufficient substance to the complaint to warrant a further hearing.
6. If the Officers find insufficient substance to the complaint the matter will not be taken further and both the Member who is the subject of the complaint and the Member that made the complaint will be notified accordingly.
7. If the complaint is upheld by the Officers they will prepare a formal complaint notice.
8. On receipt of a formal complaint notice the Council shall, within 7 days, appoint a panel of 5 Council Members to hear the complaint.
9. The panel shall convene within 7 to 14 days in a face-to-face meeting to hear submissions.
10. The Member subject to the complaint shall have a right to make a submission to the panel. The hearing shall be confidential.
11. On completion of their deliberations the panel shall make recommendation to Council which shall include a summary of the facts of the case and the hearing.

12. The Council shall consider the panel's recommendation and within four weeks of receipt of the recommendation shall either vote to accept the recommendation or send it back to the panel for further consideration.

13. The Member subject to the complaint shall have no action taken against them until the completion of the process, except in an extreme case when Council may suspend a membership until the process is completed.

14. If a Member is terminated under these procedures any period of membership remaining in the year will be calculated and a pro-rata of subscription dues will be paid back to the person by the Society.

15. Any person subject to these procedures and having their membership terminated will normally not be permitted to re-apply for membership of the Society for a minimum of one year following the notice of termination.

SCHEDULE 2

1. This Schedule governs the transition from the Constitution in force from August 2012 to the current text as adopted by the Members at a General Meeting held in 12-22 March 2018.

2. As at the 2018 Annual General Meeting the following provisions apply:

2.1 The retiring Council Members at this Annual General Meeting are the President and Vice President, and the two Council Members elected at the 2015 Annual General Meeting (or their replacements, if the Council Members originally elected in 2015 have left the Council and been replaced by other Council Members in by-elections).

2.2 Members will elect a President and a Vice President, and one Council Member, each for a three year term.

2.3 The Council will have the right to appoint one Appointed Council Member at the first Council meeting following the 2018 Annual General Meeting.

2.4 The intention is that following the 2018 Annual General Meeting, the size of the Council will be eleven or twelve Council Members – four Council Members elected in 2016, four Council Members elected in 2017, the two Officers and the Council Member elected at the 2018 AGM and up to one Appointed Council Member.

3. As at the 2019 Annual General Meeting the following provisions apply:

3.1 The retiring Council Members at the 2019 Annual General Meeting are the four Council Members elected at the 2016 Annual General Meeting (or their replacements, if the Council Members originally elected in 2016 have left the Council and been replaced by other Council Members in by-elections).

3.2 Members will elect two Council Members at this meeting, each for a three year term.

3.3 The Council will have the right to appoint either: one additional Appointed Council Member, if the Council has previously appointed one Appointed Council Member after the 2018 Annual General Meeting; or up to two Appointed Council Members if no Appointed Council Members were appointed in 2018, at the first Council meeting following the 2019 Annual General Meeting.

3.4 The intention is that following the 2019 Annual General Meeting, the size of the Council therefore will be between nine and eleven Council Members – four Council Members elected in 2017, the Officers and the Council Member elected in 2018, the two Council Members elected at the 2019 AGM and up to two Appointed Council Members.

4. At the 2020 Annual General Meeting the following provisions apply:

4.1 The retiring Council Members at this Annual General Meeting are the four Council Members elected at the 2017 Annual General Meeting.

4.2 Members will elect four Council Members at this meeting.

4.3 The three highest polling candidates for Council will each be elected for a three year term (until the 2023 AGM).

4.4 The next highest polling candidate for Council will be elected for a two year term (until the 2022 AGM).

4.5 The effect of this is that it is intended that following the 2020 Annual General Meeting, the size of the Council will be between nine and eleven Council Members: the two Officers and one Council Member elected in 2018, the two Council Members elected in 2019, the four Council Members elected at the 2020 AGM and up to two Appointed Council Members.

5. The overall intention is that by this stage the transition from the August 2012 Constitution is complete. Future Annual General Meetings continue to elect either two Officers and one Council Member (2021, 2024, 2027 etc), or three Council Members. Council size is stable at nine elected members and up to two appointed members.

Document Revision History

July 2018

Amendments arising from the 2018 AGM:

1. Clause 11.4 amended by adding the words "and proportional" to the statement.

March 2018

Amendments arising from the 2018 EGM (Election General Meeting):

1. Change to Council composition - number of elected Council Members decrease from 12 to 9 as per the transition clauses in Schedule 2 of the proposed constitution, and that Council will have the option to appoint up to 2 Appointed Council Members as per clause 6.8 of the proposed constitution
2. Officer term limits - Officer of InternetNZ may serve two full 3 year consecutive terms and that if an Officer is elected for a part term (through a by-election caused by a resignation) this does not count towards the two terms as noted in clauses 6.9 and 7.4 of the proposed constitution
3. Representing the Local Internet Community - changes to the preamble of the Objects in the constitution, that emphasise InternetNZ's charitable nature and that InternetNZ represents the local Internet Community.
4. Tidy ups - changes not included above that provide clarity in such areas as Council Members, terms of Council Members, financial membership and eligibility of Council Members.

August 2012

Amendments arising from the 2012 AGM:

Clause 6.9 on Council Member Indemnity added.

August 2010

Amendments arising from the 2010 AGM:

1. All references to "Clause" are replaced by references to "Section" in the Constitution.
2. A new clause 3.6 is added, specifying that the rights of membership only accrue to a member after three months' membership, and a consequential clarifying amendment is made to section 5.5 and to section 10.2.6.
3. Existing clause 3.6 is renumbered to 3.7.
4. Reference to "Secretary" is replaced by "Returning Officer" globally, except in section 4.1 where it is replaced by "office".
5. The membership rules are amended – the new year of 1 April to 31 March is set out in section 5.1, the anniversary month is changed to 1 April in section 5.3, and a new section 5.3.1 is added giving all financial members at 30 September 2010 a free credit of membership to 31 March 2011.
6. The position of Returning Officer is established by adding sections 7.8–7.9.
7. The reference at the end of section 10.3.2 is corrected, to 10.3.1.2 instead of 10.3.1 (b). A similar correction is made in section 10.4.2, where a reference to 10.4 (e) is changed to 10.4.5.

8. The sections 11.5 and 11.5.1-11.5.4 are replaced by a new section 11.5 stating that there are no proxies available in the Society.

9. Schedule 2 of the Constitution is deleted as well as sections 6.2.1 and 6.5.1 (with old 6.5.2 being renumbered as 6.5.1), as the transition from the 2007 Constitution is complete. Also as part of that transition, section 7.4 is amended by changing the term of officers from two years to three years.

All changes were ratified at the Society's Annual General Meeting on 29 July 2010, after following the procedures set out in clause 14 of the Constitution.

September 2008

Amendments arising from the 2008 AGM:

1. Clause 1 amended to reflect the name change from "Internet Society of New Zealand (Incorporated)" to "Internet New Zealand Incorporated" trading as InternetNZ.

2. Clause 14.6 is amended by adding the words "a charitable" to the last sentence, deleting the word "an" before the word "organisation".

Both changes were ratified at the Society's Annual General Meeting on 31 July 2008 after following the procedure set out in Clause 14 of the Constitution.

July 2007

Extensive amendments were made at the 2007 AGM (27 July 2007) following the procedures set out in Clause 14 of the Constitution, to:

1. allow for an application for Charitable Status (amending clause 6.3; adding clause 7.7; replacing clause 14.3 with the new text in this version; amending clause 14.7; amending clause 15).

2. change the provisions governing the size and composition of Council (amending clauses 6.2 and 6.5, and adding clauses 6.2.1 and 6.5.1).

3. removing the constitutional requirement for an Executive Committee (deleting clause 6.9).

4. removing the offices of Secretary and Treasurer (deleting existing clauses 7.3 and 7.4).

5. providing for the transition to the new arrangements (adding Schedule 2).

6. renumbering the constitution taking these changes into account and fixing oddities in the existing numbering.

Given the extensive nature of the above changes the prior wording is not recorded in this history section, but is available by comparing this document with the immediately preceding version of the Constitution, dated July 2006.

July 2006

1. Clauses 3, 4 and 5 in the previous version of the constitution were deleted and replaced with the wording shown above, to modify the Society's membership criteria.

2. Clause 6.3.1 was added to the Constitution.

Both changes were ratified at the Society's Annual General Meeting on 28 July 2006 after following the procedure set out in Clause 14 of the Constitution.

July 2005

1. Annual General Meeting on 30 July 2005 amended clause 6.9 as reflected in the wording above. The previous wording was as follows:

Council shall establish an Executive Committee of Council to manage the Society between meetings of the Council and have delegated powers as Council shall see fit. The composition of the Executive Committee shall be the Officers of the Society and one other Councillor nominated by the chair. The Executive Committee shall be chaired by the President. The Executive Director shall attend all meetings of the Executive Committee but shall not be a member.

2. Annual General Meeting on 30 July 2005 amended clause 10.2.3 h) as reflected in the wording above. The previous wording was as follows:

To consider such other business as any Member properly brings before the meeting.