

At a glance: key aspects of the Proposed Constitution

About this document

This paper provides an overview of key components of the Proposed Constitution so InternetNZ Members and other readers can understand the proposals at a glance. It focuses specifically on the objects, membership and governance provisions which are areas that have been focused on throughout the process. Where alternative options are included alongside a clause in the Proposed Constitution, this indicates an area where members' feedback was split.

This overview document is not a full explanation of all aspects of the constitution and does not always use the specific clauses/language of the Proposed Constitution. It provides an overview of three key areas:

- [Objects, culture and practice](#)
- [Membership](#)
- [The Board](#)

Objects, Culture and Practice

The Society's charitable objects as per the Proposed Constitution

Charitable objects: The Society administers the .nz Domain Name Space for the collective benefit of Aotearoa New Zealand. It operates exclusively for charitable purposes, (including any purposes ancillary to those charitable purposes) namely benefiting the community by:

- a) Promoting and contributing to an open, global, resilient and secure Internet for current and future generations.

- b) Maintaining the .nz Domain Name Space to meet local and international standards and obligations.
- c) Promoting and supporting an Internet that users experience as fair, inclusive and accessible.
- d) Promoting and actively participating in multistakeholder Internet governance processes locally and internationally.
- e) Promoting and conducting research related to the development of the Internet.
- f) Collaborating with, and coordinating across, the wider Aotearoa New Zealand Internet community, the general public, Māori, New Zealand government agencies, and other organisations when giving effect to the above objects.

The culture and practice statement as per the Proposed Constitution

The Society's culture and practice: The Constitution must be interpreted having regard to the culture, dignity and rights of all people in Aotearoa New Zealand and the Society's commitment to centring Te Tiriti o Waitangi.

Membership

Key aspects of the membership section in the Proposed Constitution are:

- a statement that the purpose of membership is to support and enable the objects and rules of the Society.
- a statement that the Society shall strive for a membership that reflects the diversity of Aotearoa New Zealand.
- there are three types of membership: Individual, Organisational, Fellow.
- to become a Member, an applicant must consent to becoming a Member, fill in an application form and pay the applicable Subscription Fee. Fellows are a life member and do not pay a Subscription Fee.
- the Board has responsibility for setting the Subscription Fee, with a requirement to aim to reasonably minimise financial barriers to membership while doing so.
- Members have rights to vote at General Meetings and in elections for Elected Board Members; propose Members' motions at General Meetings; stand for election for Elected Board Member positions; and to participate in member

activities and events. All these rights, except for member participation, start 3 months after membership is activated.

- Members have an obligation to adhere to the rules of the Society, including, but not limited to a Code of Conduct and the Constitution, and do nothing to bring the Society into disrepute.
- in specific situations, the Board may suspend a Membership pending the outcome of a disputes resolution process relevant to the Matter.
- Membership ends on resignation, death (in the case of individual members), an organisation ceasing to exist (in the case of an organisational member), failure to pay subscription fee, or when their membership is terminated following a dispute resolution process.

In addition, there are a range of technical provisions around timing, subscription fee payment and application process for membership.

The Board

Key aspects of the Board section of the Proposed Constitution are set out below.

Terminology note: The Proposed Constitution refers to the governing body as the Board (currently the Council).

Role and composition of the Board

The proposed constitution states the Society shall be managed under the direction and supervision of the Board, in accordance with the Incorporated Societies Act 2022, any Regulations made under the Act, and this Constitution.

In the Proposed Constitution, the Board will have 9 Board Members when possible, with no fewer than 7 Board members at any time. Of these:

- 5 or 6 are Elected Board Members, who must be Eligible Members of the Society
- 2 or 3 are Appointed Board Members.

Alternative Board composition option: The Board has 11 members when possible, but not fewer than 9 Board Members at all times. Of these:

- 7 or 8 are Elected Board Members, who must be Eligible Members of the Society
- 2 or 3 are Appointed Board Members.

Skills and representation

Skills: The Proposed Constitution notes that the Board shall comprise people with the knowledge, skills and experience required for effective governance of the Society. It specifies that at least two Board Members shall have expertise in Te Tiriti o Waitangi, te ao Māori, and/or Māori governance.

Representation: The Proposed Constitution notes that the Society shall endeavour to have at least 3 Māori Board Members at all times. At least 1 Appointed Board Member must be Māori.

Leadership of the Board

There are two leaders of the Board under the Proposed Constitution. They are appointed (or reappointed annually) by the Board. The Board shall first endeavour to appoint Co-Chair, one of whom must be Maori. If this is not possible, the Board may appoint a Chairperson and Deputy Chairperson.

In addition, there are two alternative options about leadership of the Board for further discussion with Members who are eligible to vote at the SGM:

- **Alternative Option 1:** The Board is led by a Chairperson and Deputy Chairperson (removing the possibility of having Co-Chairs). In this option, the Board will continue to appoint the Chairperson annually.
- **Alternative Option 2:** The Board is led by a Chairperson and Deputy Chairperson (removing the possibility of having Co-Chairs). In this option, Eligible Members will elect the Chairperson. The Deputy Chairperson will be appointed by the Board.

Board Member Requirements

There are some requirements in the Proposed Constitution for Board Members:

- all Board Members are officers of the Society and have the duties (and qualification requirements) as set out in the Incorporated Societies Act 2022
- Elected Board Members must be Eligible Members of the Society
- collectively, the Board shall comprise people with the knowledge, skills and experience required for effective governance of the Society. At least two Board Members shall have expertise in Te Tiriti o Waitangi, te ao Māori, and/or Māori governance

Representation: The Proposed Constitution also states the Society shall endeavour to have at least 3 Māori Board Members at all times. At least 1 Appointed Board Member must be Māori.

Term: In general, all Elected and Appointed Board Members will have a 3 year term. The Board may appoint an Appointed Board Member for a shorter period in the case of temporary skills, knowledge or experience gaps. The maximum term for any Board Member is 9 years.

Elections for Elected Board Members

The election provisions include:

- 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;
- any Eligible Member of the Society may stand for election, subject to meeting the qualification requirements and maximum term requirements of the constitution;
- Eligible Members of the Society may nominate themselves or another Eligible Member to stand as a candidate for election;
- a preferential and proportional voting system will be used in all elections

Appointed Board Members

The Proposed Constitution states that Appointed Board Members will be appointed by the Board on recommendation of the Appointments Panel. In making any such appointment, the Board shall seek to achieve an appropriate mix of knowledge, skills and experience on the Board to better conduct the governance of the Society, and adhere to the requirements of the Act and this Constitution.

Appointments Panel: The Proposed Constitution requires the Board to establish an Appointments Panel. The roles of the Panel will be to:

- a) make recommendations to the Board about the appointment (including reappointment) of Appointed Board Members;
- b) undertake any additional tasks related to the skills, diversity and performance of the Board as set out in the Appointments Panel's Terms of Reference.