

Changes from the Drafting Guidelines

Purpose

This document provides readers with an overview of key areas where the Proposed Constitution differs from the InternetNZ Constitution Review Drafting Guidelines.

Background

In December 2024, InternetNZ released constitution Drafting Guidelines for a two month consultation period, seeking input from members and the public. Work has been underway during 2025 to draft the Proposed Constitution document.

The Proposed Constitution in large part reflects the Drafting Guidelines. However, in some places the Proposed Constitution is refined from the original proposals.

Changes were made:

- to address feedback from member submissions, and input from the wider public;
- to introduce options for further member discussion around areas where there were differing views expressed;
- to remove provisions which better sit in other documents; and
- following further external legal advice to ensure the Proposed Constitution aligns with the Incorporated Societies Act 2022 and other legal requirements.

The submissions received on the Drafting Guidelines are available for download on the [Constitution Review page of the InternetNZ website](#)

Summary of changes

Section	Changes made from Drafting Guidelines
Overarching style provisions	
Working Days	The Drafting Guidelines used a combination of Working Days and Days. This has now been made consistent, only using Working Days (with amendments made as required to reflect this)
Level of detail	<p>In some places we have provided links to specific sections of the legislation rather than replicate detail in the Proposed Constitution.</p> <p>In addition, some provisions proved to sit more appropriately at an operational level and have not been brought from the Drafting Guidelines to the Proposed Constitution.</p>
Introductory sections	
Preface	<p>When writing the key points into content for the Proposed Constitution, changes have been made to:</p> <ul style="list-style-type: none"> ● split the preface in two parts ● increase the visibility of the role InternetNZ has in regards to running the .nz Domain Name System (DNS) ● ensure the framing is precise and correct, and ● to reflect feedback on the framing of our role in regards to Te Tiriti o Waitangi. [Note: see Culture and Practice section for a statement relating to Te Tiriti.]
Board Interpretation	Based on legal advice we have included the following statement: The decisions of the Board on the interpretation of this Constitution and all matters dealt with by it in accordance with this Constitution and on matters not provided for in this Constitution shall be final and binding on all Members unless and until set aside by a resolution of a General Meeting.
Charitable Status	Statement has been amended from “the Society is registered as a charitable entity” to “may be registered”, to reflect that if InternetNZ ever loses its charitable status, the former wording would mean it would immediately be in breach of its constitution.

Act and Regulations	This short section has been removed.
Objects of the Society	<p>The objects are broadly in line with the Drafting Guidelines. Changes have been made to:</p> <ul style="list-style-type: none"> ● the order ● remove statements that explain how the Society does its work or gives effect to an object. This includes removing from the objects: <ul style="list-style-type: none"> ○ a statement about upholding standards related to the harm people experience online; and ○ the object about upholding our commitment to centring Te Tiriti o Waitangi [Note: this concept has not been removed from the Proposed Constitution – see Culture and Practice section for a statement relating to Te Tiriti.] ● the word “safe” has been amended to “inclusive”.
Tikanga, Kawa, Culture and Practice	<p>This section has been renamed to “Culture and Practice” and the wording in the Drafting Guidelines has not been brought over to the Proposed Constitution.</p> <p>This section is now a short statement that notes 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.</p>
Membership	
Organisational Member	There has been additional wording to confirm that the representative individual member must meet the requirements of being a member (e.g. if they have been removed previously, they are not eligible to be the organisational representative).
Becoming a member – consent	The provision about reconfirming consent has been removed as consent remains in place until they choose not to be a member (e.g. do not renew). This reflects legal advice.
Subscription Fee	The Proposed Constitution does not include the provision that the Board may set the fee at \$0. It does provide that the Board shall aim to reasonably minimise barriers to membership.

Ceasing to be a member	Provision has been removed allowing the Board to remove a member (with 75% vote) if, in its opinion the Member's actions are in serious conflict with the constitution of the Society or the Member has brought the Society into disrepute.
The Board	
Composition of the Board	<p>Changed in the Proposed Constitution from 5 Elected/ 4 Appointed to 5 or 6 Elected and 2 or 3 Appointed.</p> <p>Alternative Option: provides for 11 members overall with 6 or 7 Elected and 2 or 3 Appointed</p>
Co-Leadership	<p>The Proposed Constitution allows for either Co-Chairs (one of whom must be Māori) or a Chair and Deputy Chair. There is no mention that the provisions for a Chair and Deputy Chair are transitional. The Board will choose each year which model will be used when appointing leaders, with preference given to the Co-Chair model when possible.</p> <p>Term length changed to one year (rather than 2 years with annual re-confirmation).</p> <p>Alternative Option 1: Only Chairperson and Deputy Person, both appointed by the Board</p> <p>Alternative Option 2: Only Chairperson and Deputy Person; Chairperson elected by Membership</p>
Skills	The Proposed Constitution does not include the requirement that all Board members have knowledge of Te Tiriti and support our goal to be a Te Tiriti centric organisation. It does require at least two Board Members to have expertise in Te Tiriti o Waitangi, te ao Māori, and/or Māori governance.
Removal of Board Members [by Board or Society]	<p>This clause has been amended to reflect the requirements of the Act, natural justice and fairness. To be registered under the new Act the Society must have procedures to resolve disputes that are consistent with the rules of natural justice.</p> <p>An additional reason for removal is: "acting in serious conflict with this Constitution".</p>
Elected Members	There is no requirement in the Proposed Constitution about the assessment of candidates by

	a Nominations Committee.
Term Length	An additional statement that the Board can appoint an Appointed Board Member to fill a skills/ experience gap for a shorter period of time (standard term length is 3 years)
Qualifications of Officers	<p>There is no requirement for nominees for election to be approved prior to becoming a candidate.</p> <p>This section and the Duties of Officers section links out to legislative requirements rather than stating them in the text.</p>
Appointments and Nominations Committee	This has now been reframed to an Appointments Panel, and the information in the Proposed Constitution is less detailed. The Panel does not have a constitutional role in regards to elected board members.
General Meetings	
Calling a Special General Meeting	The Proposed Constitution has been amended so that the Co-Chairs or Chairperson does not have the ability to disagree to a motion brought by 20 or more members, or 5% of members – whichever is the greater.
Feedback that was considered and not incorporated	
Staff as members	We received feedback about the ability for staff who are members to vote. Changes were not made as a result as this would impact the rights of some members. The separation of governance and operations also limits the powers of staff.
Operational suggestions	We received a range of suggestions about how the Society could go about its work. This includes provisions for a members' email list, and ways to centre Te Tiriti in InternetNZ's work. We consider these would be most appropriate to consider at an operational level, and the feedback has been passed on for consideration.

