

Constitution

Internet New Zealand

Incorporated

Proposed

Dated

[Day] [Month] 2025

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Transitional Provisions

This Constitution shall come into effect on the date of reregistration with the Registrar of Incorporated Societies. The transitional provisions provided in [Schedule 1](#) apply to facilitate transition of the Society's governance from the provisions of the previous constitution to this Constitution.

Preface

About

The Society's constitution is a foundational document that guides its work and sets out the arrangements and rules for the Society and its members. This Constitution is presented within the following contexts:

- The Society administers the .nz Domain Name Space for the collective benefit of Aotearoa New Zealand. The .nz Domain Name Space is infrastructure that is critical for the country. A secure, fully-functioning domain name space is integral to daily life in Aotearoa New Zealand.
- The Society was founded in 1995 as the Internet Society of New Zealand by a small group of dedicated volunteers. It has been an open membership organisation operating for the benefit of the community since its inception.

Background

1. The Society was registered as a charity in 2008. It is now known as Internet New Zealand Incorporated, trading as InternetNZ. In 2019 the Society registered the name Ipurangi Aotearoa as a trademark, and uses this name alongside InternetNZ in its communications.
2. The Society's founding constitution stated its primary objects were to maintain and extend the availability of the Internet and its associated technologies and applications in New Zealand.
3. Since its founding, there have been many changes to the infrastructure and use of the Internet and its place in daily life. The activities the Society carries out to meet its objects have evolved over the years to reflect these changes.

AND [Optional Addition - Include an additional statement about the Society's regard to content in its administration of the .nz Domain Name Space. The statement is: "The Society does not consider the use of domain names in its administration of the .nz Domain Name Space, except for moderated second level domains such as .govt.nz; where required by law; or to protect the integrity of the

.nz Domain Name Space against domain name space abuse.” For more details and the amendment that would be required please refer to **1. Optional Additional paragraph in the Background in the Supplementary Document]**

4. In 2018 the Society committed to being a Te Tiriti o Waitangi centric organisation.
5. This constitution was ratified in [month/year] and replaces the previous one which served the organisation for three decades.

1 Introductory Rules

1.1 Society’s name: The name of the society is Internet New Zealand Incorporated (the Society).

1.2 Charitable status: The Society may be registered as a charitable entity under the Charities Act.

1.3 DEFINITIONS

1.3.1 In this Constitution, unless the context requires otherwise, the following words and phrases have the following meanings:

Act means the Incorporated Societies Act 2022.

Annual General Meeting (AGM) means a meeting of the Members of the Society held once a year which, among other things, will receive and consider reports on the Society’s activities and finances, in accordance with clause 4.2 of this Constitution.

Appointed Board Member means a person appointed to the Board in accordance with clause 3.7 of this Constitution.

Board means the Society’s governing body (referred to as “Committee” in the Act).

Board Member means a member of the Board, including Elected Board Members and Appointed Board Members.

Chairperson means the person carrying out the role of Chairperson under clause 3.2.5 of this Constitution.

Charities Act means the Charities Act 2005.

Charities Services means the Department of Internal Affairs – Charities Services | Ngā Ratonga Kaupapa Atawhai, being the organisation responsible for administering the Charities Act.

Co-Chair means a person appointed to the role of Co-Chair under clause 3.2.5 of this Constitution.

Code of Conduct means a document issued by the Society that outlines the standards of appropriate behaviour expected of Members by the Society.

Constitution means the rules in this document.

Contact Person(s) means a person, who must be at least 18 years of age and ordinarily resident in New Zealand, who has been appointed under clause 1.7 to be a person whom the Registrar may use to contact the Society and for the purposes of [sections 112 to 116](#) of the Act.

Deputy Chairperson means the person appointed to the role of Deputy Chairperson under clause 3.2.5 of this Constitution.

Elected Board Member means a person elected to the Board in accordance with clause 3.8 of this Constitution.

Eligible Member means a Member who is able to exercise certain rights and has paid their respective Subscription Fee, as per clause 2.6.3 of this Constitution.

Fellow is a class of membership as described in clause 2.4.1 of this Constitution.

General Meeting means an Annual General Meeting or a Special General Meeting held in accordance with section 4 of this Constitution.

Individual Member(s) is a class of membership as described in clause 2.4.1 of this Constitution.

Interested Member means a Board Member or a member of a sub-committee, who is interested in a Matter for any of the reasons set out in [section 62](#) of the Act.

Interests Register means the register of interests of a Board Member or a member of a sub-committee, kept under clause 8.2 of this Constitution and as required by [section 73](#) of the Act.

Matter means—

- a) the Society's performance of its activities or exercise of its powers; or
- b) an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the Society.

Member means a person who has consented to become a Member of the Society and has been properly admitted to the Society and who has not ceased to be a Member of the Society.

.nz Domain Name Space means the space under which .nz domain names exist and this includes, but is not limited to:

- a) registry services;
- b) authoritative domain name space; and
- c) domain name policy development.

Nominations Period means the time that nominations are open for Elected Board Member positions under clause 3.8 of this Constitution.

Notice to a Member means any notice given by email, post, or courier to an address appearing for the Member in the Register of Members.

Organisational Member(s) is a class of membership as described in clause 2.4.1 of this Constitution.

Register of Incorporated Societies means the register of incorporated societies maintained by the Registrar.

Register of Members means the register of Members kept under clause 8.1 of this Constitution as required by [section 79](#) of the Act.

Registrar means the Registrar of Incorporated Societies.

Returning Officer means a person appointed by the Board to oversee the election of Elected Board Members under clause 3.8 of this Constitution.

Simple Majority means more than half of the total number of eligible votes cast.

Special General Meeting (SGM) means a meeting of the Members, other than an AGM, called for a specific purpose or purposes in accordance with clause 4.3 of this Constitution.

Subscription Fee means the annual subscription and any other fees payable by Individual Member(s) and Organisational Member(s) in the manner prescribed in clause 2.7 of this Constitution.

Terms of Reference means a document approved by the Board that sets out the purpose, roles, process and limitations of a sub-committee or panel.

Working Days means any day as defined in section 13 of the Legislation Act 2019 or that does not fall within any shutdown period of the Society.

1.3.2 In the construction of this Constitution, unless the context requires otherwise:

- a) the singular includes the plural and vice versa;
- b) a reference to any legislation is a reference to that legislation as from time to time amended, substituted, or re-enacted and, unless the context otherwise requires, includes any regulations, orders or notices made under that legislation;
- c) a reference to any document, including this Constitution, includes a reference to that document as amended or replaced from time to time; and
- d) a reference to a *person* includes natural persons, companies, firms, partnerships, state agencies, government departments, trusts, bodies corporate, unincorporated associations, authorities, and other bodies of persons, whether incorporated or unincorporated. A reference to any *person* includes the legal personal representatives, successors, and permitted assigns of that person.

1.3.3 **Board interpretation:** 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.

1.4 OBJECTS

1.4.1 **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.

1.4.2 **Advancing charitable purpose:** Any income, benefit, or advantage must be used to advance the charitable objects of the Society.

1.5 CULTURE AND PRACTICE

1.5.1 **The Society's culture and practice:** This 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.

1.6 REGISTERED OFFICE

1.6.1 **Registered office:** The registered office of the Society shall be at such place in Aotearoa New Zealand as the Board from time to time determines.

1.6.2 **Changes to the registered office:** Changes to the registered office shall be notified to:

- a) the Registrar:
 - i. at least 5 Working Days before the change of address for the registered office is due to take effect; and
 - ii. in a form and as required by the Act.
- b) Charities Services in accordance with the Charities Act.

1.7 CONTACT PERSON

- 1.7.1 **Minimum Contact Person(s):** The Society shall have at least 1 but no more than 3 Contact Person(s) whom the Registrar can contact when needed.
- 1.7.2 **Contact Person appointment:** A Contact Person(s) shall be appointed by the Board.
- 1.7.3 **Contact Person's name to be provided to Registrar:** Each Contact Person's name shall be provided to the Registrar and any change in that Contact Person or their contact details shall be advised to the Registrar within 20 Working Days of that change, or the Society becoming aware of the change.

2 Membership

2.1 Purpose of membership: The purpose of membership is to support and enable the objects and rules of the Society.

2.2 Supporting diverse membership: The Society shall strive for a membership that reflects the diversity of Aotearoa New Zealand.

2.3 Minimum number of Members: The Society shall maintain the minimum number of Members required by the Act.

2.4 TYPES OF MEMBERSHIP

2.4.1 **Membership classes:** The classes of membership are as follows:

Type of membership	Details
Individual Member	Any natural person
Organisational Member	Small - Any company, incorporated society or other lawful organisation with fewer than 100 employees Large - Any company, incorporated society or other lawful organisation with 100 or more employees
Fellow	A natural person who has made an outstanding contribution to the Society or the development of the Internet in New Zealand and is awarded the fellowship

2.4.2 Organisational Member shall nominate Individual Member: Each Organisational Member must nominate an individual to represent them to the Society and vote on their behalf at Society meetings. The representative nominated must ordinarily be able to be an Individual Member of the Society, and has the rights and obligations of an Individual Member, except the requirement to pay the Subscription Fee.

2.5 HOW TO BECOME A MEMBER

2.5.1 Member Consent: Every applicant for membership must consent in writing to become a Member. Consent shall be given:

- a) for Individual Members and Organisational Members, at the time they apply to become a Member; and
- b) for Fellows, upon accepting the title of Fellow.

2.5.2 Application to become an Individual or Organisational Member: Any person who wishes to become an Individual Member or Organisational Member shall submit an application to the Society in writing or such electronic form as prescribed by the Society, and pay any applicable Subscription Fee.

2.5.3 Becoming a Fellow: A fellowship is life membership awarded to a Fellow by the Board. The Board must set the process, decision-making criteria, and parameters (including maximum number of new Fellows per year) for appointing Fellows and make this information available to Members.

2.5.4 Membership activation: A person or organisation becomes a Member when the Society receives the membership application, consent and any applicable Subscription Fee, unless clause 2.5.3 of this Constitution applies.

2.6 OBLIGATIONS AND RIGHTS

2.6.1 Member obligations: Every Member shall:

- a) only hold one type of membership to the Society;
- b) provide the Society in writing with that Member's name and contact details (namely, physical or email address and a telephone number) and promptly advise the Society in writing of any changes to those details; and
- c) adhere to the rules of the Society, including, but not limited to, a Code of Conduct and this Constitution, and do nothing to bring the Society into disrepute.

2.6.2 Membership rights: A Member is entitled to:

- a) vote in all elections and General Meetings (each Member carries the right of one vote);
- b) stand for elected office in accordance with the process and criteria set out in clause 3.8 of this Constitution;
- c) to propose a Members' Motion under this Constitution; and
- d) participate in member events and activities.

2.6.3 **Accrual of some Members' rights after three months:** A Member may only exercise the rights provided in clauses 2.6.2(a), (b) and (c) three months after joining the Society as a Member and if the Subscription Fee has been paid to the Society by the respective due date. A Member who has accrued the rights in accordance with this clause is referred to as an Eligible Member.

2.7 SUBSCRIPTION FEES

2.7.1 **Setting Subscription Fee:** The Board shall set the annual subscription and any other fees for Individual Member(s) and Organisational Member(s) (Subscription Fee). No Subscription Fee will apply to Fellows.

2.7.2 **Minimise financial barriers:** In setting the Subscription Fee in accordance with clause 2.7.1, the Board shall aim to reasonably minimise financial barriers to membership.

2.7.3 **Subscription period:** The membership year for all classes of membership is 1 April until 31 March. Members 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.

2.7.4 **Charging of Subscription Fee:** The Subscription Fee shall be charged in advance and due on or before 1 April.

2.7.5 **Failure to pay Subscription Fee:** If a Member fails to pay any applicable Subscription Fee on or before 1 April, the Member will not be able to exercise their membership rights provided in clause 2.6.2.

2.7.6 **Payment of overdue Subscription Fee on or before 30 June:** If the Member pays an overdue Subscription Fee on or before 30 June, the Member shall be deemed to have maintained continuous membership. However, membership rights provided in clause 2.6.2 shall not be retroactive for the period during which the Subscription Fee was due and unpaid.

2.7.7 Unpaid Subscription Fee after 30 June: If the Subscription Fee remains unpaid after 30 June, the membership shall be terminated in accordance with clause 2.9(e).

2.8 SUSPENSION OF MEMBERSHIP

2.8.1 Board may suspend membership: If a Member is, or may be, in breach under clause 2.6.1, and the Board believes it is in the best interests of the Society to do so, the Board may suspend the Member until final determination of the dispute resolution process applicable to the matter. Before imposing any such suspension, the Member must be given notice of the suspension.

2.8.2 Member unable to exercise their rights: Unless otherwise determined by the Board, while a Member is suspended the Member is not entitled to exercise their rights under clause 2.6.2 of this Constitution until such time as the alleged breach is resolved or determined.

2.9 CEASING MEMBERSHIP

2.9.1 Ceasing to be a Member: A Member of the Society ceases to be a Member:

- a) by providing a written notice of resignation to the Society with effect from the date the Society receives the written notice (unless otherwise specified); or
- b) when their membership is terminated following a dispute resolution process under section 5 of this Constitution; or
- c) on death, in the case of an Individual Member; or
- d) on an organisation being wound up, liquidated, dissolved or otherwise cease to exist, in the case of an Organisational Member; or
- e) if the Member has failed to pay an overdue Subscription Fee to the Society after 30 June (i.e. over three months after the due date for payment).

2.9.2 Obligations once membership ceased: A Member who has ceased to be a Member under this Constitution:

- a) shall be liable to pay all Subscription Fees and other amounts due up to the date of cessation and no Subscription Fee, or other amount, that has already been paid by the former Member to the Society, shall be refundable, unless the Board considers that special circumstances apply that justify otherwise in any particular case; and

- b) shall cease to hold themselves out as a Member of the Society;
- c) shall cease to be entitled to any of the rights of a Member; and
- d) shall be removed from the Register of Members.

2.9.3 **Becoming a Member again:** Any former Member may apply for re-admission in the manner prescribed for new applicants. However, if a former Member's membership was terminated following a disciplinary or dispute resolution process, the applicant may be re-admitted only by a resolution passed by the Board.

3 The Board

3.1 BOARD FUNCTIONS AND POWERS

3.1.1 **Functions of the Board:** From the end of each AGM until the end of the next AGM, the Society shall be managed by, or under the direction and supervision of the Board, in accordance with the Act, any Regulations made under the Act, and this Constitution.

3.1.2 **Powers of the Board:** The Board has all the powers necessary for directing and supervising the management, operation and affairs of the Society, subject to such modifications, exceptions, or limitations as are contained in the Act or in this Constitution.

3.1.3 **Governance charter:** The Board shall adopt a charter which sets out detailed responsibilities, expectations and processes for the Board.

3.2 BOARD COMPOSITION, SKILLS AND LEADERSHIP

3.2.1 **Board composition:** Subject to the transitional provisions in Schedule 1, the Board shall consist of 9 Board Members when possible but at no time less than 7 Board Members. The Board shall comprise:

- a) at least 5 and up to 6 Elected Board Members, who must be Eligible Members of the Society; and
- b) at least 2 and up to 3 Appointed Board Members.

OR [Alternative to proposed Board composition - this alternative provides for 11 Board Members when possible but at no time less than 9 Board Members, at least 7 and up to 8 of whom are elected. For more details and the other amendments that would be required if the alternative is selected please refer to 2. Alternative to proposed Board composition in the Supplementary Document on Alternatives in the Supplementary Document]

3.2.2 **Board Member requirements:** Every Board Member shall be registered as an officer of the Society and must meet the duties set out in clause 3.5.4 of the Constitution. A majority of Board Members must be Members of the Society.

3.2.3 **Skills requirements:** 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.

3.2.4 **Māori representation:** The Society shall endeavour to have at least 3 Māori Board Members at all times. At least 1 Appointed Board Member must be Māori.

3.2.5 **Leadership of the Board:** Subject to clause 3.2.6, the Board shall be led by two Board Members, either:

- a) Co-Chairs with joint responsibility for leading the Board, one of whom must be Māori; or
- b) a Chairperson and Deputy Chairperson.

OR [Alternative to proposed Board leadership structure - this alternative provides that the Board shall be led by a Chairperson and Deputy Chairperson only. For more details and the amendments that would be required if the alternative is selected please refer to 3. Alternative to proposed Board leadership structure in the Supplementary Document]

OR [Alternative to proposed Board leadership structure and leaders - this alternative provides that:

- the Board shall be led by a Chairperson and Deputy Chairperson only; and
- the Chairperson shall be elected by Eligible Members; and
- the Deputy Chairperson is appointed by the Board.

For more details and the amendments that would be required if the alternative is selected please refer to 4. Alternative to proposed Board leadership structure and leaders in the Supplementary Document]

3.2.6 **Co-Chairs is a preferred leadership model:** The Board shall endeavour to appoint Co-Chairs. If this is not possible, the Board may appoint a Chairperson and Deputy Chairperson.

3.2.7 **The Board to appoint leadership structure and leaders:** Annually, at the third Board meeting after each AGM, the Board shall determine its leadership

structure and appoint or reappoint leaders of the Board to hold office for a term of 12 months.

- 3.2.8 **Interim leader:** If a Board leadership position becomes vacant outside of the appointment process in clause 3.2.7, the Board may choose to appoint another Board member to hold that position for the remainder of that 12 month term.

3.3 SUB-COMMITTEES

3.3.1 **Appointment of sub-committees:** The Board may appoint sub-committees or advisory groups of such persons and for such delegated purposes as it thinks fit.

3.3.2 **Role of sub-committees:** The roles and functions of any sub-committee or advisory group shall be governed by this Constitution and a Terms of Reference set by the Board.

3.4 BOARD MEETING PROCEDURES

- 3.4.1 **Quorum:** The quorum for Board meetings is at least half the number of members of the Board.

- 3.4.2 **Board meeting venue:** A Board meeting may be held either in person, or by means of audio, or audio and visual, communication, or a combination of the above. All Board Members participating and constituting a quorum must be able to simultaneously hear each other throughout the meeting.

- 3.4.3 **Resolutions:** A Board resolution is passed at any Board meeting if a Simple Majority of the votes cast on it are in favour of the resolution. Every Board Member shall have one vote. The presiding chair of the meeting has a casting vote in the event of a tied vote on any Board resolution.

- 3.4.4 **Chairing the meeting:** Board meetings will be chaired by either:

- a) a Co-Chair of the Board, taking alternate turns when possible; or
- b) the Chairperson of the Board, who may delegate to the Deputy Chair.

In the absence of the scheduled meeting Chair, the Board may choose a Board Member to chair that meeting.

- 3.4.5 **Procedure regulation:** Other than as prescribed by the Act or the Constitution, the Board may regulate its own procedure.

- 3.4.6 **Frequency:** The Board shall meet at least 4 times a year at a time and place the Board determines.

3.5 QUALIFICATIONS, DISQUALIFICATIONS AND DUTIES OF BOARD MEMBERS

- 3.5.1 **Qualifications:** Every Board Member must be a natural person who:
- a) has consented in writing to be an officer of the Society; and
 - b) has certified that they are not disqualified from being elected or appointed or otherwise holding office as an officer of the Society.
- 3.5.2 **Consent & certificate to be held by Society:** Each such consent and certificate referred to in clause 3.5.1 must be retained by the Society.
- 3.5.3 **Disqualifications:** Board Members must not be disqualified from being appointed or holding office as an officer of the Society under [section 47\(3\)](#) of the Act or [section 36B](#) of the Charities Act.
- 3.5.4 **Duties:** At all times each Board Member must carry out the duties required of them under [sections 54 to 60](#) of the Act and the governance charter adopted under 3.1.3 of this Constitution.

3.6 BOARD APPOINTMENTS PANEL

- 3.6.1 **Appointments Panel:** Subject to clause 8.1 of Schedule 1, the Board shall establish and maintain an Appointments Panel to:
- a) make recommendations to the Board about the appointment (including reappointment) of Appointed Board Members; and
 - b) undertake tasks related to the skills, diversity and performance of the Board as set out in the Appointments Panel's Terms of Reference set by the Board.
- 3.6.2 **Composition:** The Appointments Panel shall comprise at least one Eligible Member (who is not also a Board Member or staff member), one Board Member, and one external governance recruitment expert.

3.7 APPOINTMENT OF BOARD MEMBERS

- 3.7.1 **Appointment of Board Members:** 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.

- 3.7.2 **Eligibility:** Subject to clause 3.2.2, any natural person, whether a Member of the Society or not, may be appointed as an Appointed Board Member.

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 **Eligibility:** Any Eligible Member of the Society may stand for election, subject to meeting the qualification requirements in clause 3.5 and maximum term requirements in clause 3.9.2.
- 3.8.3 **Nominations:** Eligible Members of the Society may nominate themselves or another Eligible Member to stand as a candidate for election.
- 3.8.4 **Returning Officer:** The Board will appoint a Returning Officer prior to each election of Board Members.
- 3.8.5 **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.
- 3.8.6 **Election provisions:** Prior to the election of Board Members the following steps shall be carried out by the Society:
- a) **Confirm Nominations Period:** Voting for Elected Board Members shall take place prior to the AGM and results shall be announced at the AGM. The Nominations Period shall start at least 2 months prior to the AGM.
 - b) **Identify skills gaps and needs:** The Returning Officer shall communicate to Members about the current knowledge, skills and experience needs for the Board.
 - c) **Society to give Notice for nominations:** When the Nominations Period opens, the Society shall give Notice to all Eligible Members calling for nominations for Board positions required to be filled. Such Notice shall:
 - i) include a nomination form and request for candidate information; and

- ii) specify the date such nominations, along with the consent and certification referred to in clause 3.5 and any other details, must be returned to the Returning Officer. This date shall be no later than 15 Working Days prior to the AGM.
- d) **Notice of nominations:** Prior to voting opening, the Returning Officer shall give Notice to all Eligible Members of the nominations received for Elected Board Member positions. The failure for any reason of an Eligible Member to receive such Notice shall not invalidate the election.
- e) **Insufficient nominations:** If there are insufficient valid nominations received under this clause, but not otherwise, further nominations may be received from the floor at the AGM.

3.9 TERM

3.9.1 **Board Member term:** Unless otherwise provided for in this Constitution, the term of office for all Board Members shall be 3 years. The Board may choose to appoint an Appointed Board Member for a shorter period in the case of temporary skills, knowledge or experience gaps.

3.9.2 **Term limits:** No Board Member shall serve for more than 9 years.

3.9.3 **Replacing an Appointed Board Member:** If an Appointed Board Member steps down or is removed during their term, the Board may at any time, by resolution, fill their position for the remainder of the term.

3.9.4 **Replacing an Elected Board Member:** If an Elected Board Member steps down or is removed during their term, their position will remain vacant until the next election, at which time a new Elected Board Member will be elected for the remainder of the 3-year term. If the resignation or removal of an Elected Board Member results in a Board composition that is inconsistent with the Act or clauses 3.2.1 and 3.2.2 of this Constitution, a by-election may be held to fill the elected position for the remainder of the 3-year term.

3.10 REMOVAL OF BOARD MEMBERS

3.10.1 **Removal of Board Members by the Board:** The Board may, by resolution, remove a Board Member, if the Board Member:

- a) no longer meets the qualification requirements to be a Board Member under clause 3.5; or
- b) fails to attend three consecutive meetings of the Board (while not on a leave of absence); or

- c) is acting in serious conflict with this Constitution; or
 - d) has been deemed to have brought the Society into disrepute.
- 3.10.2 **Resolutions by the Board:** Resolutions made for reasons provided in 3.10.1(c) and (d) must be agreed by 75% of Board Members.
- 3.10.3 **Removal of Board Members by the Society:** The Society may, by resolution (brought in accordance with clause 4.3.2(a) of this Constitution), remove a Board Member, if the Board Member has brought the Society into disrepute or is acting in serious conflict with this Constitution.
- 3.10.4 **Motion to remove (prior to any resolution):** Unless the resolution is made following a dispute resolution process, before considering any motion for removal brought under 3.10.1(c) and (d) and 3.10.3, the Board Member subject to the removal must be given notice of any meeting being held to discuss the motion for removal, adequate time to respond and the opportunity to provide a written or oral response at the meeting.
- 3.10.5 **Date of removal:** The removal of a Board Member takes effect from the date specified in the resolution of the Board or Society.

3.11 CEASING TO HOLD OFFICE

- 3.11.1 **Board Member ceases to hold office:** A Board Member ceases to hold office when they resign, are removed under clause 3.10 of this Constitution, die, are disqualified from being a Board Member, or are an Elected Board Member and do not renew their membership.

3.12 CONFLICTS OF INTEREST

- 3.12.1 **Must disclose conflict of interest:** A Board Member or any member of a sub-committee who is an Interested Member in respect of any Matter being considered by the Society must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):
 - a) to the Board and or sub-committee; and
 - b) in an Interests Register kept by the Board.
- 3.12.2 **Meaning of conflict of interest:** The situations in which a Board Member is interested in a Matter is set out in [section 62](#) of the Act.
- 3.12.3 **Disclosure:** Disclosure must be made as soon as practicable after the Board Member or member of a sub-committee becomes aware that they are an

Interested Member regarding the Matter.

- 3.12.4 **Approach:** A Board Member or member of a sub-committee who is an Interested Member regarding a Matter:
- a) must not vote or take part in the decision of the Board and/or sub-committee relating to the Matter unless all members of the Board who are not interested in the Matter consent; and
 - b) must not sign any document relating to the entry into a transaction or the initiation of the Matter unless all members of the Board who are not interested in the Matter consent; but
 - c) may take part in any discussion of the Board and/or sub-committee relating to the Matter and be present at the time of the decision of the Board and/or sub-committee unless the Board and/or sub-committee decides otherwise.
- 3.12.5 **Inability to vote does not alter quorum:** A Board Member or member of a sub-committee who is prevented from voting on a Matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered.
- 3.12.6 **50 percent or more Board Members unable to vote:** Where 50 per cent or more of Board Members are prevented from voting on a Matter because they are interested in that Matter, a SGM must be called to consider and determine the Matter.

4. General Meetings

4.1 GENERAL MEETINGS PROCEDURES

- 4.1.1 **How General Meetings can take place:** General Meetings may be held at one or more venues with Members present in person and/or using any real-time audio, audio and visual, or electronic communication that gives each Member a reasonable opportunity to participate. The Board shall determine the date, time and location of a General Meeting.
- 4.1.2 **Notice of General Meeting:** The Board shall give all Members at least 20 Working Days written Notice of any General Meeting and the business to be conducted at that General Meeting.
- 4.1.3 **Providing Notice of General Meeting to Members:** The Notice will be addressed to the Member at the email addresses notified to the Society and recorded in the Register of Members. The General Meeting and its business will not be

invalidated simply because of any accidental omission to give notice of a meeting to, or failure to receive notice of a meeting by, a Member.

- 4.1.4 **Members at General Meetings:** Only Eligible Members may attend, vote and speak at General Meetings.
- 4.1.5 **Quorum:** No General Meeting may be held unless at least 20 Eligible Members attend, in person or online, throughout the meeting and this will constitute a quorum. Any decisions made when a quorum is not present are not valid.
- 4.1.6 **No quorum for a General Meeting convened on request of Members:** If there is no quorum within half an hour of the meeting starting, the meeting will be dissolved.
- 4.1.7 **No quorum for all other General Meetings:** If there is no quorum within half an hour of the meeting starting, it shall stand adjourned to a day, time and place determined by the Chairperson or Co-Chairs of the Society. Notice of the adjourned meeting shall be given to all Members. If quorum is not met at the adjourned meeting, those Members present in person or online shall be deemed to constitute a sufficient quorum.
- 4.1.8 **Voting at General Meetings:** An Eligible Member in attendance at a General Meeting, in person or online, is entitled to exercise one vote on any motion. Voting shall be by voices, show of hands, electronic voting, or a combination of the above, as determined by the meeting Chair. Proxy votes are not accepted. Unless otherwise required by this Constitution, all motions shall be decided by a Simple Majority of Eligible Members in attendance at the General Meeting.
- 4.1.9 **Casting vote:** In the event of an equality of votes for or against a motion or amendment at a General Meeting, the person chairing the meeting shall exercise a casting vote.
- 4.1.10 **Written resolutions:** Written resolutions may not be passed in lieu of a General Meeting.
- 4.1.11 **Chair:** All General Meetings shall be chaired by one of the Co-Chairs or the Chairperson of the Society (as applicable). If the Chairperson is absent, the Deputy Chairperson shall chair the meeting. If the Co-Chairs or Chairperson and Deputy Chairperson are absent then a Board Member elected by a majority vote of those present, in person or online, and entitled to vote shall chair the meeting.
- 4.1.12 **Chairing the meeting:** Any person chairing a General Meeting may:
 - a) adjourn the General Meeting to a future time with the consent of a Simple Majority of present Eligible Members. No business shall be

transacted at any adjourned General Meeting other than the business left unfinished at the meeting from which the adjournment took place;

- b) direct any person not entitled to be present at the General Meeting, or obstructing the business of the General Meeting, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the person chairing the meeting, be removed from the General Meeting; and
- c) in the absence of a quorum or in the case of emergency, adjourn the General Meeting or declare it closed.

4.1.13 **Board motions:** The Board may propose motions for the Society to vote on (Board Motions), which shall be notified to Members with the notice of the General Meeting.

4.1.14 **Minutes:** The Society must keep minutes from each General Meeting.

4.2 ANNUAL GENERAL MEETING (AGM)

4.2.1 **When they will be held:** The Society must call an AGM to be held once each calendar year, no later than six months following the end of the financial year of the Society and no later than 15 months after the previous AGM, on a date to be decided by the Board. The Society must hold the meeting on the date on which it is called to be held.

4.2.2 **AGM business:** The business to be conducted at the AGM will be:

- a) to confirm the minutes of the last AGM and any SGM(s) held since the last AGM;
- b) to receive from the Board:
 - i) the annual report on the operation and affairs of the Society during the most recently completed accounting period;
 - ii) the annual financial statements for that period;
 - iii) the auditor's report on the annual financial statements (if applicable and where a qualified auditor has been appointed); and
 - iv) any notice of any disclosures, or types of disclosures, of Conflicts of Interest made by Board Members or a member of a sub-committee during that period (including a summary of the matters, or types of matters, to which those disclosures relate).

- c) to announce the results of elections for Board Members;
- d) to elect an auditor (if required). The auditor must be a qualified auditor as defined in section 35 of the Financial Reporting Act 2013;
- e) to consider any motions that Members were advised of when they received the notice of the Meeting; and
- f) to consider any general business, including any business any Member properly brings before the Meeting in accordance with clause 4.2.3.

4.2.3 Members' motions: Any Eligible Member may request that a motion be voted on at an AGM (Members' Motions), by giving notice to the Board at least 10 Working Days before the AGM. The Member's Motion must:

- a) name the mover (who must be an Eligible Member) of the Members' Motion;
- b) name the seconder (who must be an Eligible Member);
- c) contain the precise wording making up the substance of the Members' Motion; and
- d) not be amended by motions from the floor of the AGM; and
- e) include any other information in support of the motion (if applicable).

4.2.4 Notification of Members' Motion: Subject to clause 4.2.3 above, the Board shall notify Members of any Members' Motions received as soon as practicable.

4.3 SPECIAL GENERAL MEETING (SGM)

4.3.1 Calling a SGM: The Board may call a SGM at any time:

- a) by agreement of the Co-Chairs or by the Chair; or
- b) by resolution of the Board.

4.3.2 SGM on request by Eligible Members: The Board must call a SGM:

- a) on request of, on the greater of, 20 or more Eligible Members, or 5% of Eligible Members and the request must be accompanied by a motion which is signed by all the Eligible Members requesting the motion and provides details the motions which shall be moved at the SGM; or
- b) if clause 3.12.6 applies.

- 4.3.3 **SGM for Members' motion:** A SGM shall be held by the Board at least 20 Working Days and no later than 40 Working Days following the receipt of a request made under the 4.3.2(a).
- 4.3.4 **SGM procedure:** Unless otherwise provided, a SGM shall be conducted in line with the process in clause 4.1. A SGM shall only be held for the purposes it is called for.

5. Dispute Resolution

5.1 TIKANGA PRINCIPLES

5.1.1 **Guiding tikanga principles:** The following tikanga shall guide the dispute resolution process:

- a) **Utua kia ea:** The dispute resolution process must be undertaken to achieve a state of restoration and balance;
- b) **Mahia kia tika:** All parties shall act in a manner that is fair, equitable, honest, impartial, timely and transparent;
- c) **Manaaki tangata:** All parties shall engage in a respectful way that allows all voices to be heard and upholds the mana of those involved; and
- d) **Ngākau pono:** All parties shall seek to get to the core of the matter and act in a manner that aligns with natural justice and accords with tikanga.

5.2 DISPUTE & DISPUTING PARTIES

5.2.1 **Meaning of a dispute:** A Dispute is a disagreement or conflict between Disputing Parties (as defined in clause 5.2.2) in relation to allegations that:

- a) a Member or a Board Member has engaged in misconduct; or
- b) a Member or a Board Member has breached, or is likely to breach, a duty under the Society's Constitution or bylaws or the Act; or
- c) the Society has breached, or is likely to breach, a duty under the Society's Constitution or bylaws or the Act; or
- d) a Member's rights or interests as a Member have been damaged or Member's rights or interests generally have been damaged.

5.2.2 **Disputing Parties:** Disputing Parties means either:

- a) 2 or more Members; or

- b) 1 or more Members and the Society; or
- c) 1 or more Members and 1 or more Board Members; or
- d) 2 or more Board Members; or
- e) 1 or more Board Members and the Society; or
- f) 1 or more Members or Board Members and the Society.

5.3 MAKING A COMPLAINT

- 5.3.1 **Complaint:** A Complaint is where the Member, Board Member or Society starts a procedure for resolving a Dispute.
- 5.3.2 **Complaint by Member or Board Member:** A Member or a Board Member may make a Complaint by giving to the Board a notice in writing that:
- a) states that the Member or Board Member is starting a procedure for resolving a Dispute in accordance with this Constitution; and
 - b) sets out the allegation(s) to which the Dispute relates and whom the allegation is against; and
 - c) sets out any other information reasonably required by the Society.
- 5.3.3 **Complaint by Society:** The Society may make a Complaint involving an allegation against a Member or a Board Member by giving to the Member or Board Member a notice in writing that:
- a) states that the Society is starting a procedure for resolving a dispute in accordance with this Constitution; and
 - b) sets out the allegation to which the dispute relates.
- 5.3.4 **Acknowledgement:** The Board shall acknowledge any Complaint it receives within 3 Working Days of receiving the Complaint.
- 5.3.5 **Information to be provided:** The information setting out the allegations must be sufficiently detailed to ensure that a person against whom an allegation or allegations is made is fairly advised of the allegation or allegations concerning them, with sufficient details given to enable that person to prepare a response.
- 5.3.6 **Any other reasonable manner:** A Complaint may be made in any other reasonable manner permitted by the Society's Constitution.

5.4 RIGHT TO BE HEARD

- 5.4.1 **Person who makes the Complaint:** The person who makes a Complaint has a right to be heard before the Complaint is resolved or any outcome is determined. If the Society makes a Complaint, a Board Member may exercise this right on behalf of the Society.
- 5.4.2 **Person who is subject of a complaint:** The person who is the subject of a Complaint (Respondent) has a right to be heard before the Complaint is resolved or any outcome is determined. If the Respondent is the Society, a Board Member may exercise this right on behalf of the Society. The Respondent shall have 20 Working Days from being notified of the Complaint to be heard before an outcome is determined.
- 5.4.3 **Right to be heard given:** Without limiting the manner in which a person may be given the right to be heard, they must be taken to have been given the right if:
- a) they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held);
 - b) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing;
 - c) an oral hearing (if any) is heard before the decision maker;
 - d) the person's written statement or submissions (if any) are considered by the decision maker; and
 - e) in the case the person is the Respondent, the person is fairly advised of all allegations concerning them, with sufficient details and time given to enable them to prepare a response.

5.5 INVESTIGATING AND DETERMINING DISPUTE

- 5.5.1 **As soon as reasonably practicable:** The Society must, as soon as reasonably practicable and by no later than 15 Working Days of receiving or becoming aware of a Complaint made in accordance with this Constitution, ensure that the Dispute is investigated and determined.
- 5.5.2 **Fair, efficient and effective manner:** Disputes must be dealt with in a fair, efficient, and effective manner and in accordance with this Constitution and the Act.

5.6 SOCIETY MAY DECIDE NOT TO PROCEED FURTHER

- 5.6.1 **Determining not to proceed further:** Despite the requirement to investigate and determine a Dispute as per clause 5.5, the Society may decide not to proceed

further with a Complaint for any reasons provided in [section 6 of Schedule 2](#) of the Act.

5.7 SOCIETY MAY REFER COMPLAINT

5.7.1 **Society may refer complaint:** The Society may refer a complaint to:

- a) a subcommittee or an external person to investigate and report; or
- b) a subcommittee, an arbitral tribunal, a Māori mediator or an external person to investigate and make a decision.

5.7.2 **Consensual dispute resolution:** The Society may, with the consent of all parties to a Complaint, refer the Complaint to any type of consensual dispute resolution process (for example, mediation or facilitation).

5.7.3 **Tikanga-based resolution:** The Society may, with the consent of all parties to a Complaint, refer the Complaint to a tikanga-based dispute resolution process.

5.8 DECISION MAKERS

5.8.1 **Persons who may not act as decision makers:** A person may not act as a decision maker in relation to a complaint if there are reasonable grounds to believe that the person may not be:

- a) impartial; or
- b) able to consider the matter without a predetermined view.

6. Finances

6.1 CONTROL AND MANAGEMENT

6.1.1 **Funds and property of the Society:** The funds and property of the Society shall be:

- a) controlled, invested and disposed of by the Board, subject to this Constitution; and
- b) devoted solely to the promotion of the objects of the Society.

6.1.2 **Borrowing funds:** The Society may only borrow funds in accordance with a resolution of Members in a General Meeting.

6.1.3 **Bank accounts:** The Society's bank account(s) shall be kept at such trading bank, and operated with such signatories, as may be determined from time to

time by the Board. All monies received by or on behalf of the Society shall be paid promptly to the credit of the Society's bank account.

- 6.1.4 **Accounting records:** The Board must ensure that there are kept at all times accounting records that:
- a) correctly record the transactions of the Society; and
 - b) allow the Society to produce financial statements that comply with the requirements of the Act; and
 - c) would enable the financial statements to be readily and properly audited (if required under any legislation or the Society's Constitution).
- 6.1.5 **Control:** The Board must establish and maintain a satisfactory system of control of the Society's accounting records.
- 6.1.6 **Keeping accounting records:** The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. The accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of the Society.

6.2 BALANCE DATE

- 6.2.1 **Financial year:** The Society's financial year shall commence on 1 April of each year and end on 31 March (the latter being the Society's balance date).

6.3 FINANCIAL STATEMENTS

- 6.3.1 **Prepare financial statements:** The Society shall, within 6 months after each balance date, ensure that financial statements are:
- a) complete in relation to the Society and that balance date;
 - b) dated and signed on behalf of the Society by 2 Board Members.
- 6.3.2 **Annual returns:** The Board must also ensure that any annual returns are filed as required by the Act and the Charities Act.

7. Indemnity & Insurance

- 7.1 **Society to indemnify:** The Society may indemnify its employees, and Board members, in accordance with [sections 94 and 96](#) of the Act.
- 7.2 **Board to effect insurance:** The Board may effect insurance for an employee or a Board member in accordance with [sections 94 and 97](#) of the Act.

8. Records

8.1 REGISTER OF MEMBERS

- 8.1.1 **Up-to-date Register of Members:** The Society shall keep an up-to-date Register of Members, which shall record, for each Member:
- a) their name;
 - b) the date on which they became a Member (if there is no record of the date they joined, this date will be recorded as 'Unknown');
 - c) their contact details, including:
 - i) a physical address;
 - ii) a telephone number; and
 - iii) an email address;
 - d) the category of Membership to which the Member belongs;
 - e) whether the Member is an Eligible Member;
 - f) in the case of an Organisational Member, the name and contact details of the person who is that organisation's authorised representative, and entitled to vote on behalf of that organisation at General Meetings; and
 - g) any other information required by this Constitution or the Act.
- 8.1.2 **Change in details:** Every current Member shall promptly advise the Society of any change to the Member's name or contact details. The Society must update the Register of Members as soon as practicable after becoming aware of changes to the information recorded on the Register of Members.
- 8.1.3 **Former Members:** The Society shall also keep a record of former Members of the Society. For each Member who ceased to be a Member within the previous 7 years, the Society will record:
- a) the former Member's name, and
 - b) the date the former Member ceased to be a Member.

8.2 INTERESTS REGISTER

- 8.2.1 **Society to maintain Interests Register:** The Board shall at all times maintain an up-to-date register of the interests disclosed by the Board.

8.3 MEMBER'S ACCESS TO INFORMATION

8.3.1 **Member may request information held by Society:** A Member may at any time make a written request to the Society for information held by the Society. The request must specify the information sought in sufficient detail to enable the information to be identified.

8.3.2 **Society's response to request:** The Society must, within a reasonable time after receiving a request:

- a) provide the information; or
- b) agree to provide the information within a specified period; or
- c) agree to provide the information within a specified period if the Member pays a reasonable charge to the Society (which must be specified and explained) to meet the cost of providing the information; or
- d) refuse to provide the information, specifying the reasons for the refusal.

8.3.3 **Reasons for refusal:** The Society may refuse to provide the information for any reason in accordance with [section 81](#) of the Act.

8.3.4 **Society may charge for information:** If the Society requires the Member to pay a charge for the information:

- a) such charge shall not be more than the cost incurred by the Society to process the information; and
- b) the Member may withdraw their request, and must be treated as having done so unless, within 10 Working Days after receiving notification of the charge, the Member informs the Society:
 - i) that the Member will pay the charge; or
 - ii) that the Member considers the charge to be unreasonable.

8.3.5 **Privacy:** Nothing in this clause 8.3 limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

9. Liquidation and removal from the Register of Incorporated Societies

9.1 RESOLVING TO PUT SOCIETY INTO LIQUIDATION

9.1.1 **In accordance with the Act:** The Society may be liquidated in accordance with the provisions of [Part 5](#) of the Act.

9.1.2 **Written notice of proposed resolution:** The Board shall give 25 Working Days written Notice to all Members of any proposed resolution to put the Society into liquidation.

9.1.3 **Written notice of General Meeting:** The Board shall also give written Notice to all Members of the General Meeting at which any such proposed resolution is to be considered. The Notice shall include all information as required by [section 228\(4\)](#) of the Act.

9.1.4 **Voting:** Any resolution to put the Society into liquidation must be passed by two-thirds majority of all Eligible Members present and voting.

9.2 RESOLVING TO APPLY FOR REMOVAL FROM THE REGISTER OF INCORPORATED SOCIETIES

9.2.1 **In accordance with the Act:** The Society may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the Act.

9.2.2 **Written notice of proposed resolution:** The Board shall give 25 Working Days written Notice to all Members of any proposed resolution to remove the Society from the Register of Incorporated Societies.

9.2.3 **Written notice of General Meeting:** The Board shall also give written Notice to all Members of the General Meeting at which any such proposed resolution is to be considered. The Notice shall include all information as required by section 228(4) of the Act.

9.2.4 **Voting:** Any resolution to remove the Society from the Register of Incorporated Societies must be passed by two-thirds majority of all Eligible Members present and voting.

9.3 SURPLUS ASSETS

9.3.1 **Property must be given or transferred to another organisation for a similar charitable purpose:** If the Society is liquidated, or removed from the Register of Incorporated Societies, no distribution shall be made to any Member. If any property remains after the settlement of the Society's debts and liabilities, that property must be given or transferred to another organisation for a similar charitable purpose or purposes as defined in section 5(1) of the Charities Act.

10. Alterations to the Constitution

10.1 AMENDING THIS CONSTITUTION

10.1.1 **Amendments:** All amendments must be made in writing and in accordance with this Constitution. If any amendment could affect the Society's charitable status, Members must be informed as such.

- 10.1.2 **Minor or technical amendments:** Any minor or technical amendments shall be notified to Members as outlined in [section 31](#) of the Act.
- 10.1.3 **At a General Meeting:** The Society may amend this Constitution at a General Meeting by a resolution passed by two-thirds of Eligible Members present and voting.
- 10.1.4 **Notice of proposed resolution to amend:** At least 10 Working Days before the General Meeting at which any amendment is to be considered, the Board shall give to all Members notice of the proposed resolution, the reasons for the proposal, and any recommendations from the Board.
- 10.1.5 **Notification to Registrar:** When an amendment is approved by a General Meeting it shall be notified to the Registrar in the form and manner specified in the Act for registration, and shall take effect from the date of registration.
- 10.1.6 **Notification to Charities Services:** As a registered charity, the Society shall also notify Charities Services as required by section 40 of the Charities Act.

11. Bylaws

- 11.1 Board to make or amend bylaws:** The Board from time to time may make and amend bylaws, and policies for the conduct and control of Society activities and codes of conduct applicable to Members, but no such bylaws, policies or codes of conduct applicable to Members shall be inconsistent with this Constitution, the Act, regulations made under the Act, or any other legislation.

Schedule 1 - Transitional Provisions

1. Transition Period

- 1.1 Transition Period:** The transition period shall commence on the day this Constitution comes into effect (Commencement Date) and end on the date the Appointed Board Member has been appointed following the 2027 AGM (in accordance with clause 5.2 of this Schedule) unless otherwise altered by the Society in accordance with section 10 of this Constitution (End Date) (Transition Period).

2. Board Members

- 2.1 Board Members prior to the Commencement Date:** Prior to the Commencement Date the Society had 11 Board Members (known as council members) which includes 2 Board Leaders (known as the President and Vice President). Notwithstanding clause 3 of this Schedule, they shall continue their position as Board Members and Board Leaders for their respective terms as if they were Board Members appointed or elected under this Constitution. In particular, they shall meet the qualification requirements and carry out the duties under clause 3.5 of this Constitution.
- 2.2 Board Members at the Commencement Date:** As at the Commencement Date, the Society has a total of 11 Board Members, who shall continue as:
- a) 9 Elected Board Members (including the President and Vice President, who shall hold the positions of Chairperson & Deputy Chairperson respectively); and
 - b) 2 Appointed Board Members (appointed in 2024 for a 2 year term ending at the 2026 AGM).

3. 2025 Annual General Meeting Provisions

- 3.1 Elected Board Members at the 2025 AGM:** At the 2025 AGM the following shall take place (as shown in **Table A** below):
- a) 3 Elected Board Members shall reach the end of their term; and
 - b) In accordance with clause 3.8 of this Constitution, Eligible Members shall elect 2 Elected Board Members for a 3 year term, ending at the 2028 AGM.
- 3.2 Board Members following the 2025 AGM:** Following the 2025 AGM there shall therefore be a total of 10 Board Members consisting of:

- a) 8 Elected Board Members; and
- b) 2 Appointed Board Members.

Table A

AGM	Elected Board Members		Appointed
	Term ending	Being elected	
2025	1 Board Member elected at the 2022 AGM 1 Board Member re-elected at the 2022 AGM 1 Board Member elected at the by-election in 2024	2 Board Members until the 2028 AGM	2 Appointed Board Members remain until the 2026 AGM
Total	8 elected Board Members		2 Appointed Board Members
Total Board Members	10 Board Members		

4. 2026 Annual General Meeting Provisions

4.1 Elected Board Members at the 2026 AGM: At the 2026 AGM the following shall take place (as shown in **Table B** below):

- a) 3 Elected Board Members shall reach the end of their term; and
- b) In accordance with clause 3.8 of this Constitution, Eligible Members shall elect 2 Elected Board Members for a 3 year term, ending at the 2029 AGM.

4.2 Appointment of Board Members following the 2026 AGM: In accordance with clause 3.7 of this Constitution, 2 new Appointed Board Members shall be appointed for a 3 year term, ending at the 2029 AGM.

4.3 Board Members following the 2026 AGM: Following the 2026 AGM there shall therefore be a total of 9 Board Members consisting of:

- a) 7 Elected Board Members; and
- b) 2 Appointed Board Members.

Table B

AGM	Elected Board Members		Appointing (following the AGM)
	Term ending	Being elected	
2026	Board Members re-elected at the 2023 AGM 1 Board Member elected at the by-election in 2024	2 Board Members until the 2029 AGM	2 new Appointed Board Members until the 2029 AGM
Total	7 elected Board Members		2 Appointed Board Members
Total Board Members	9 Board Members		

5. 2027 Annual General Meeting Provisions

5.1 Elected Board Members at the 2027 AGM: At the 2027 AGM the following shall take place (as shown in **Table C** below):

- a) 3 Elected Board Members (including the Board Leaders) elected at the 2024 AGM shall reach the end of their term; and
- b) Eligible Members shall elect 2 Board Members for a 3 year term, ending at the 2030 AGM.

5.2 Appointment of Board Members following the 2027 AGM: In accordance with clause 3.7 of this Constitution, 1 new Appointed Board Member shall be appointed for a 3 year term, ending at the 2030 AGM.

5.3 Board Members following the 2027 AGM: Following the 2027 AGM there shall therefore be a total of 9 Board Members (in accordance with clause 3.2.1 of this Constitution) consisting of:

- a) 6 elected Board Members; and
- b) 2 Appointed Board Members appointed in accordance with clause 4.2 of this Schedule; and
- c) 1 Appointed Board Member appointed in accordance with clause 5.2 of this Schedule.

Table C

AGM	Elected Board Members		Appointed
	Term Ending	Being elected	
2027	3 Board Members elected at the 2024 AGM (including the Chairperson & Deputy Chair)	2 Board Members until the 2030 AGM	Appointed Board Members continue 1 new Appointed Board Member until the 2030 AGM
Total	6 elected Board Members		3 Appointed Board Members
Total Board Members	9 Board Members		

6. After the end date of the Transitional Period

- 6.1 Elected Board Members at AGMs after the End Date:** At all subsequent AGMs following the End Date the election of Elected Board Members shall continue to take place in accordance with clause 3.8 of this Constitution.
- 6.2 Appointed Board Members following subsequent AGMs after the End Date:** Following the 2029 AGM and all subsequent AGMs (when applicable) the appointment of Appointed Board Members shall continue to take place in accordance with clause 3.7 of this Constitution.
- 6.3 Total number of Board Members during Transition Period:** If at any time during the Transition Period the Society does not have the prescribed number of Board Members as referred to in the clauses above, the Society may:
- fill an Appointed Board Member(s) or Elected Board Member(s) position (in accordance with clauses 3.9.3 and 3.9.4 of this Constitution respectively); or
 - adjust the number of Board Members being elected or appointed.

7. Leadership of the Board

- 7.1 Leadership of the Board prior to Commencement Date:** Prior to Commencement Date the Board was led by the President of InternetNZ's council (President) and Vice President of InternetNZ's council (Vice President).
- 7.2 Leadership of the Board during Transition Period:** The President shall be referred to as Chairperson and the Vice President shall be referred to as Deputy

Chair. The Chairperson and Deputy Chairperson shall continue to lead the Board until the end of their current term, being the 2027 AGM, or earlier due to resignation or removal.

- 7.3 Leadership of the Board after End Date:** After the 2027 AGM (or earlier in accordance with clause 7.2 of this Schedule) the Board shall select the leadership structure (in accordance with clauses 3.2.5 and 3.2.6 of this Constitution) and appoint the Board leaders at the first Board meeting following the 2027 AGM. The Board leaders shall hold office until the third Board meeting following the 2028 AGM and thereafter clause 3.2.7 of this Constitution shall apply.

8. Appointments Panel

- 8.1 Establishment of the Appointments Panel:** The Appointments Panel shall be established after the 2025 AGM but prior to the 2026 AGM in accordance with clause 3.6 of this Constitution.