

Supplementary Paper to Proposed Constitution - Alternatives

The following document provides the details of the alternative clauses as referred to in the Proposed Constitution and the necessary amendments that are required to give effect to the alternatives.

Please note all other terms of the Proposed Constitution shall remain. Minor or technical amendments may be made to give effect to any of the alternatives selected in accordance with clause 10.1.2 of this Constitution.

Alternatives will be voted on at the SGM and once voted shall form part of the ratified constitution which shall be used for re-registration of the Society under the Incorporated Society Act 2022.

1. Optional additional paragraph in the Background

- 1.1 **Additional statement in the background section:** The option is to include an additional statement about the Society's regard to content in its administration of the .nz Domain Name Space.
- 1.2 **Amendments to the Proposed Constitution:** If the option provided above at 1.1 is selected the following amendments shall be made to the Proposed Constitution.
 - 1.2.1 **An additional paragraph shall be added:**
 - 4. 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.

2. Alternative to proposed Board composition

- 2.1 **11 Board Members (no less than 9):** The alternative option to the Board composition provision in the Proposed Constitution is that the Board shall consist of 11 Board Members where possible, and no less than 9 Board Members (as per current Constitution) where:
 - a) at least 7 and up to 8 are Elected Board Members; and

b) 2 and up to 3 are Appointed Board Members.

2.2 **Amendments to the Proposed Constitution:** If the alternative provided above at 2.1 is selected the following amendments shall be made to the Proposed Constitution.

2.2.1 **Clause 3.2.1 shall be deleted and replaced with:**

3.2.1 **Board composition:** Subject to the transitional provisions in schedule 1, the Board shall consist of 11 Board Members when possible but at no time less than 9 Board Members. The Board shall comprise:

- a) at least 7 and up to 8 Elected Board Members, who must be Eligible Members of the Society; and
- b) at least 2 and up to 3 Appointed Board Members.

2.2.2 **Clause 1.1 of Schedule 1 shall be deleted and replaced with:**

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 2025 AGM (in accordance with clause 3.2 of this Schedule) unless otherwise altered by the Society in accordance with section 10 of this Constitution (End Date) (Transition Period).

2.2.3 **Clause 3 of Schedule 1 shall be deleted and replaced with:**

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 **Appointment of Board Members following the 2025 AGM:** In accordance with clause 3.7 of this Constitution, 1 new Appointed Board Members shall be appointed for a 3 year term, ending at the 2028 AGM.

3.3 **Board Members following the 2025 AGM:** Following the 2025 AGM there shall therefore be a total of 11 Board Members consisting of:

- a) 8 Elected Board Members; and

- b) 3 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 1 new Appointed Board Member until the 2028 AGM
Total	8 elected Board Members		3 Appointed Board Members
Total Board Members	11 Board Members		

2.2.4 **Clause 4 and 5 of Schedule 1 shall be deleted.**

3. Alternative to proposed Board leadership structure

3.1 **Chairperson and Deputy Chairperson based structure only:** The alternative option to the Board leadership provisions is that the Board will be led by two Board Members, being the Chairperson and Deputy Chairperson. The option for co-chairs will not exist.

3.2 **Amendments to the Proposed Constitution:** If the alternative provided above at 3.1 is selected the following amendments shall be made to the Proposed Constitution.

3.2.1 **Definition of Co-chair:** The definition of Co-chair under clause 1.3.1 shall be deleted.

3.2.2 **Clause 3.2.5 shall be deleted and replaced with:**

3.2.5 **Leadership of the Board:** The Board shall be led by two Board Members, a Chairperson and Deputy Chairperson.

3.2.3 **Clause 3.2.6 shall be deleted.**

3.2.4 **Clause 3.2.7 shall be deleted and replaced with:**

3.2.7 **The Board to appoint leaders:** Annually, at the third Board meeting after each AGM, the Board shall appoint or reappoint leaders of the Board to hold office for a term of 12 months.

3.2.5 **Clause 3.4.4 shall be deleted and replaced with:**

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

3.2.6 **Clause 4.1.8 shall be deleted and replaced with:**

4.1.8 **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 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.

3.2.7 **Clause 4.1.12 shall be deleted and replaced with:**

4.1.12 **Chair:** All General Meetings shall be chaired by the Chairperson of the Society (as applicable). If the Chairperson is absent, the Deputy Chairperson shall chair the meeting. If the 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.

3.2.7 **Clause 4.3.1 shall be deleted and replaced with:**

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

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

4. Alternative to proposed Board leadership structure and leaders

4.1 **Chairperson and Deputy Chairperson based structure only, Chairperson elected and Deputy Chairperson appointed:** The alternative option to the Board leadership structure and leaders provisions is:

- a) the Board will be led by two Board Members, being the Chairperson and Deputy Chairperson. The option for co-chairs will not exist; and
- b) the Chairperson shall be elected by Eligible Members; and
- c) the Deputy Chairperson is appointed by the Board for a 1 year term.

4.2 **Amendments to the Proposed Constitution:** If the alternative provided above at 4.1 is selected the amendments provided in 3.2.1, 3.2.3, 3.2.5 to 3.2.7 and the following amendments shall be made to the Proposed Constitution.

4.2.1 **Clause 3.2.7 shall be deleted and replaced with:**

3.2.7 **Board Leadership:** The Board leaders shall be elected and appointed as per the following:

- a) **Election of Chairperson by Eligible Members:** the election of the Chairperson shall take place as required to fill any Chairperson position which expires at the next AGM in the following manner:
 - i) **Nominations:** Any Board Member at the time or Eligible Member standing for election in accordance with 3.8.2, may nominate themselves as a candidate for the Chairperson position.
 - ii) **Notice or nominations:** As part of the Notice under 3.8.6(d) the Returning Officer shall give Notice of nominations received for the Chairperson position.
 - iii) **Voting:** In the election for the Chairperson, a preferential and proportional voting system will be used.
 - iv) **Announcement of Chairperson:** The Chairperson shall be announced at the AGM following the announcement of the newly Elected Board Members and shall be the Board Member who has received the most votes for the Chairperson.

- b) **Appointment of the Deputy Chairperson by the Board:** the Deputy Chairperson shall be appointed or reappointed, at the first Board meeting after each AGM, for a 1 year term.

4.2.2 **Clause 3.2.8 shall be deleted and replaced with:**

3.2.8 **Interim leader:** If a Board leadership position becomes vacant outside of the election and appointment process in clause 3.2.7:

- a) a byelection may be held to fill the elected Board leader's position for the remainder of the term; and/or
- b) the Board may choose to appoint another Board member to hold that position for the remainder of the term.

4.2.3 **Clause 4.2.2 shall include a subclause that states:**

To announce which Board Member has been elected to fill the Chairperson position.

4.2.4 **The following clause shall be added to Schedule 1 after clause 5.2 as 5.3 (the current clause 5.3 shall become clause 5.4):**

5.3 **Election of Board Leader at the 2027 AGM:** The Chairperson shall be elected by Eligible Members in accordance with 3.2.7 at the 2027 AGM following the announcement of election results of Board Members (in accordance clause 4.2(c) of this Constitution).

4.2.5 **Clause 7.2 in Schedule 1 shall be deleted and replaced with:**

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. If either term of the Board leaders ends prior to the 2027 AGM due to resignation or removal, clause 3.2.8 of this Constitution shall apply.

4.2.6 **Clause 7.3 in Schedule 1 shall be deleted and replaced with:**

7.3 **Leadership of the Board after End Date:** The Board leaders shall be elected and appointed as in accord with clause 5.3¹ of Schedule 1 and at the end of the relevant terms clause 3.2.7 of this Constitution shall apply.

¹ This is the new clause 5.3 as provided in 3.2.4 of this document.