Submission #1

From: Matt Brown
Received: 16 December 2024

Submission:

Please share your feedback or suggestions regarding the draft guidelines 'Introductory Provisions and About InternetNZ' section.

I am broadly supportive of these sections and their contents.

I think there is duplication which will cause potential confusion in point 17 between items e and g; where development and collaboration with Maori groups is mentioned twice in different terms. I think this would be strengthened and less confusing, if item e was removed and the content incorporated into item g to remove the duplication, for example item g could read:

Collaborating with, and coordinating across, the wider New Zealand Internet community, the general public, Māori, New Zealand government agencies, and other organisations when giving effect to the above objects. These collaborations will uphold our commitment to centering Te Tiriti o Waitangi in our work and respecting tikanga.

Please share your feedback or suggestions regarding the membership section of the draft guidelines below.

None.

Do you think the guidelines provide a clear and effective framework for the Board (Council) and its operations?

No, co-chairs is a risk and unproven model that is not sufficiently justified or proven.

I am supportive of the overall intent to increase the Board's Māori representation (subject to the further comment below regarding how this is specified) and I think the requirement for at least 3 of the board members to contribute towards this is justified and sensible, but mandating that the board must be co-chaired is not required.

Do you have any further feedback regarding the Board (Council) composition, functions, or procedures outlined in the guidelines?

While I am overall supportive of the movement towards centering Te Tiriti in the organisation and including a minimum number of members who contribute towards the board's Māori representation, I am uncomfortable with the wording that the member must "be" Māori - which, while not precisely defined, is presumably intended to be determined by blood/ancestry.

I think the same outcome and intent could be achieved by requiring 3 members of the board to be actively involved in te ao Māori without requiring a specific racial or ancestral background.

Do you have any feedback regarding "general meetings" at InternetNZ?

None

Do you have any further feedback or suggestions for the proposed dispute resolution process?

None

Do you have any feedback or suggestions regarding the Additional Process Provisions section of the drafting guidelines?

None

Do you have any other feedback or comments regarding the drafting guidelines?

None

Submission #2

From: David Farrar
Received: 3 January 2025, via Document attached in email

Key points to include in the preface:

- InternetNZ was founded in 1995 as the Internet Society of New Zealand by a small group of dedicated volunteers. It has been a charitable, open membership organisation since its inception.

Off memory it was not a charitable organisation at inception. This was a status applied for at a later date.

- In 2018 InternetNZ | Ipurangi Aotearoa committed to being a Tiriti centric organisation. We recognise tangata whenua, and understand the unique partnership between iwi, hapū and the Crown and that Te Tiriti is the basis for our collective belonging in Aotearoa.

I disagree that this part of the statement "Te Tiriti is the basis for our collective belonging in Aotearoa." should be in the constitution. It is a political argument that is hotly contested. It can be interpreted as meaning New Zealand citizens without Māori ancestry have no right to be in New Zealand without the Treaty, and this is in breach of universal human rights declarations that the right to citizenship is non-negotiable.

I have no objection to a statement that says "InternetNZ | Ipurangi Aotearoa recognises tangata whenua, and understand the unique partnership between iwi, hapū and the Crown"

- The following two statements underpin this constitution and should inform the way it is interpreted and implemented:

    a. InternetNZ administers the .nz domain name system for the collective benefit of Aotearoa New Zealand

    b. InternetNZ is committed to centering Te Tiriti o Waitangi in its work.

I opposed Part (b) being in the constitution. I have no objection to it being part of a vision statement, but putting this in the constitution is likely to mean that almost every decision that comes before Council will lead to staff saying that the views of members and the community must be ignored because staff believe not doing a proposed action will be incompatible with Te Tiriti o Waitangi.

This will almost inevitably lead to calls for InternetNZ to start using its powers as manager of .nz TLD to remove domain names that some say cause harm to Māori as refusing to do so will be seen as unconstitutional. I can imagine that various lobby

groups and political parties would end up facing losing their ,nz names as InternetNZ is forced to abandon its traditional stance of not judging content in administering the .nz TLD.

- **Safe:** refers to the Internet being a place where people's fundamental human rights are protected, and users can enjoy the Internet free from harm.

This clause has the potential to dramatically change InternetNZ from an organisation that has traditionally championed freedom of the Internet to an organisation that actively tries to censor the Internet to achieve the impossible goal of enjoying the Internet free from harm.

Everyday I have people say harmful things about me on the Internet. I would prefer they don't, but so long as they don't break the law or breach AUPs they have a right do say harmful things about me.

I support there being a principle of the Internet being safe, but think the language should be more flexible as harm and risk are also counterbalanced by choice and decisions.

- **About:** the Act permits the inclusion of tikanga Māori. A society may include a rule setting out its tikanga, kawa, culture or practice in its constitution (not a mandatory requirement). This section is an opportunity to set out the way things are done in the organisation and the culture it wants to foster. We propose there is a tikanga and kawa section in the new constitution. This is a new section not in the current constitution.

I'm not opposed to the inclusion of tikanga Māori practice in the constitution, but its acceptability may come down to how well defined it is, so members understand what they are voting for.

- **Drafting instructions:** the constitution will state that in order to give effect to our commitment to Te Tiriti o Waitangi, InternetNZ respects the tikanga based rights, interests and obligations of tangata whenua in Aotearoa and will be guided by tikanga values and principles in the way in which we work. Where appropriate we will seek guidance by tikanga experts on how to do this.

Constitutions should be easy for boards to understand and comply with. If a board has to consult an expert constantly on how to comply with their own constitution, then that is unhelpful. It also opens up the organisation to judicial review. So again any references to following tikanga should be defined as specifically as possible.

- **Fellow criteria:** member survey responses on the proposal to change the criteria for Fellows was fairly evenly split (9 supporting and 10 not supporting). While this

is a small sample size we consider it does not show an overwhelming demand for change of the criteria. Further, the current criteria means that Fellows – who are often invited to contribute to discussions around a range of Internet issues – bring a broad range of Internet expertise from both inside and outside the Society, which can be of benefit to the Society more broadly.

I prefer the criteria to be solely for contribution to InternetNZ. As the number of responses was so low, one way to deal with this is to allow the members to vote at SGM/AGM on this issue, and incorporate the preferred option into the constitution.

- **Drafting instructions:** add a clause in the membership section that notes InternetNZ works for the benefit of all of Aotearoa New Zealand. To this end, the Society strives for a membership that reflects the diversity of Aotearoa New Zealand.

You may want to define diversity. Does it include geographic diversity? Political diversity?

- **Council sets the process for becoming a Fellow:** the Board (Council) must set the process, decision-making criteria, and parameters (e.g. maximum number per year) for appointing Fellows. This must be made available to all members. This provision would also formalise the current practice that the appointment of Fellows aligns with the AGM process.

I think the maximum number of Fellows the Board can appoint in a year should be specified in the constitution. With a small membership the number of fellows has been rising over time to be a significant proportion of the voting base of the members. It would be unhealthy for a future Council to appoint a large number of Fellows.

  a. **Expectations:** members shall adhere to the rules of the society, including, but not limited to a Code of Conduct and the rules set out in this Constitution.

It would be desirable for the Code of Conduct to also be in the Constitution, if failing to adhere to it could lead to loss of membership.

- **Setting subscription fee:** the Board (Council) is responsible for setting the annual subscription fees for individual and organisational members. It must set the fee for individual membership with the aim to minimise financial barriers to membership, and may choose to set this fee at $0.

I am very opposed to Council having the power to set the fee to zero without the approval of the members.

- **Changes proposed:** it is proposed that for clarity, the death of a member is added as a reason for removing that person's membership. In the case of an organisational member, it is proposed that liquidation, dissolution or otherwise ceasing to exist be added as a reason for removal. We are also proposing to change the criteria of "serious conflict with the objects of the society" to "serious conflict with the constitution of the society", and add a new criteria for removal of "bringing the society into disrepute".

This greatly widens the ability of the Council to remove members, especially if concepts such as tikanga are put into the constitution and not defined.

    a. in the opinion of the Board (Council, the Member's actions are in serious conflict with the constitution of the Society or the Member has brought the Society into disrepute. This must be done by resolution agreed by at least 75% of Board members.

I would prefer any such resolution need at least 80% of board members

    b. **Representation of Māori:** guaranteeing Māori representation in governance is a top priority

I think representation of Māori is very important but not the top priority or something that should be guaranteed, I note that three of our 11 Councillors are Māori which is 27%, roughly twice the level of the adult population. So we are achieving good representation without dedicated spots.

    c. **Diversity:** our governance should be diverse

Again we seem to be doing very well in this area already. By natural evolution InternetNZ has gone from a Council that was 95% white males to one which is highly diverse in terms of gender, ethnicity, religion, sexual orientation etc.

    d. a reduction in the number of Councillors (Board members) from a maximum of 11 to a maximum of nine. This reflects guidance received from external governance experts who consider 11 is too many for efficient and effective governance and recommended between seven and nine Board members.

As the person who got Council reduced from 20 to 12, I support a further reduction to nine as that does reflect best practice for governance size.

    e. an increase in the number of appointed members for the Board. There can already be two appointed members at InternetNZ. By extending this to four, it gives more room to ensure the Board can fill any skills or diversity gaps for the governance of the Society.

I strongly oppose this. This would mean 44% of Council would be appointed, and the ability of members to influence Council greatly reduced. If members thought Council was strongly going the wrong way, they could replace every elected Councillor at two AGMs and still not have gained a majority on Council. It would take three entire AGMs for the members to be able to gain a majority on Council.

If this aspect does proceed, I think there should be a clause allowing an SGM to no confidence the entire Council as a way to ensure Council is accountable to the members.

> f. the introduction of skills requirements for elected members. At present there are only disqualifying factors set out in section 7.6 of the current constitution.

> g. a move from a President to a Chair chosen by Board members, reflecting current conventions for boards, and that boards are well-placed to choose who will be Chair. Regional Councils are an example of another type of entity that takes this approach.

I support the Chair being chosen by the Board.

> h. the introduction of co-Chairs to lead the Board, one of whom must be Māori. There will be transitional provisions to allow for a Chair and Deputy Chair if co-leadership is not feasible in the short term. A proposal to require co-Chairs of the Board was tested with members and stakeholders, however, we consider that having transitional provisions gives some flexibility for situations where the co-leadership model is not feasible.

I oppose a co-chair model. Putting aside the issue of requiring one to be Māori which I oppose, a co-chair model weakens the board and strengthens the role of staff. A sole leader of the board can provide direction and leadership, especially in the intervals between board meetings. A co-chair means that this is reduced.

> i. introduction of minimum representation requirements for Māori, as part of our commitment to centering Te Tiriti o Waitangi.

I regard this as unnecessary and believe one can achieve good representation through elections and the appointed members process where knowledge of Te Ao Māori would be one of the factors.

> j. all Board members should have knowledge of Te Tiriti and support our goal to be a Te Tiriti centric organisation. How they achieve this will be guided by the Appointments and Nominations Committee and the Board Charter.

This means that no one who disagrees with this approach would be eligible to be on the board. It effectively applies a political litmus test to the board. By doing so InternetNZ would no longer be open to all, and I believe would no longer be suitable to be the manager of the .nz TLD.

- **Composition:** The Board (Council) will be comprised of:

    a. five Board members elected by InternetNZ membership. These people must all be members of InternetNZ, and

    b. up to four appointed board members, who may or may not be members of InternetNZ at the time of appointment.

This massively depowers the membership. At an absolute minimum it should be 6/3 elected/appointed but preferably 7/2.

- **Representation:** the Society shall endeavour to ensure that at least 3 members of the Board as a whole must be Māori, to ensure a baseline of Māori representation. At least one appointed Board member must be Māori (and this counts towards the minimum 3 Māori members). In the case where the number of Māori board members is fewer than three due to a change in elected members, this should be addressed during the next available appointment opportunity for Board members.

If there is to be guaranteed representation it should be proportional to the share of the adult population which would be either 1/9 or 2/9.

The proposed rule would means the guaranteed representation would be between 33% and 43%, depending on the overall size of the board. This guarantees over-representation.

I am aware that some have a view that the Treaty guarantees equal partnership and this means equal numbers. I disagree with that interpretation but if that is the view then the principled proposal should be for 50/50.

- **Skills:** appointments will be made to ensure the right skills and capability mix for good governance and to fill any skills gaps. The appointments process should also give consideration to gender balance and diversity of lived experience on the Board (but all members must meet skills requirements). Two members of the Board must have specific expertise in Te Tiriti o Waitangi, te ao Māori and/or Māori governance. All Board members should have knowledge of Te Tiriti and support our goal to be a Te Tiriti centric organisation.

I am comfortable with expertise in Te Tiriti o Waitangi and te ao Māori being parts of the skills matrix, which would likely still lead to significant Māori representation (which is good).

Again I am very much against a requirement for board members to share the same political view on the Treaty of Waitangi. A political litmus test like this will change InternetNZ from an organisation that all New Zealanders can contribute to, to one that only some are welcome in.

- **Term length:** the term for all elected and appointed Board members will be three years from the date of the AGM. The change in term length for appointed members makes it consistent with elected members and is in line with external governance advice we received. If someone is being elected/appointed for a partial term due to a Board member vacating their seat, they will be elected/appointed for the remainder of the term. Board members can serve up to a total of three terms. The co-Chairs or Chair and Deputy Chair are appointed for a two-year period, with the Board reaffirming the Chair/co-Chairs annually.

It is unclear what this means in practice. What if a Chair is not reaffirmed? I would have the Board simply elect the Chair and Deputy after each AGM. This ensures they always have the confidence of the Board.

- **Replacing a Board member:** if an elected Board member steps down or is removed during their term, their role may remain vacant until the next election, at which time a new elected member will fill the remainder of the 3-year term. If an appointed member steps down or is removed, their role may be filled by appointment at any time. If the Board composition is not in accordance with the Act or the Constitution (e.g. there will be fewer than 7 members or there will be more appointed than elected members), then a byelection may be held to fill an elected position for the remainder of the term.

If the board is reduced to nine, I think any vacancies of elected members should always be filled with a by-election.

- **Changes proposed:** it is proposed that an Officer can be removed by resolution of either the Council or Society, but only under specific circumstances. While this lowers the bar from two thirds of voting members at a General Meeting, it adds in clear rationale for removal. It also adds a process around the removal of an Officer due to missing meetings. The situations for ceasing to hold office will all be stated in one place in the constitution (even if expanded on elsewhere).

I oppose the board being able to sack an elected member of the board. Only the membership should be able to do so, and the 2/3rds majority should remain as the threshold for removal should be hard to achieve.

I also support the ability of the members to remove the entire Board if they believe it is not operating in the best interests of InternetNZ.

      a. by agreement of the co-Chairs or by the Chair of the Board (Council), on

request of 20 or more eligible members. The request must state the motions which will be moved at the meeting. This section will provide the number of days notice required, which will be consistent with other General Meeting timing provisions in the constitution.

This suggests the Chair can refuse an SGM request made by 20 or more members. I think their only role should be to facilitate it and set timing, if the request for the SGM does not specify it.

Submission #3

From: Paul Brislen
Received: 17 January 2025, via Google Form Submission

Submission:

Please share your feedback or suggestions regarding the draft guidelines 'Introductory Provisions and About InternetNZ' section.

The introductory sections are fine as presented. I would recommend revisiting the wording used in the original 1995 constitution to ensure consistency where possible, particularly around the organisations aims and status (eg charity/membership-based org etc).

I would like to see the Objects of the Society section prefaced with a clear statement about the organisation's intent before getting into the detailed explanation. Distilling down what the organisation's intentions are into a simple statement is useful prior to getting into the explanations about how/what/why the organisation does.

The findings of the Review make it clear that InternetNZ should fully commit to being a Te Tiriti centred organisation. How that is interpreted is no doubt contentious but should be reflected in the introductory sections. The suggested approach makes sense and I support it.

Please share your feedback or suggestions regarding the membership section of the draft guidelines below.

I support the approach suggested. Eligible Member is a better name than Financial Member for those in good standing.

Something to consider - under 69: Drafting instructions, a member ceases to be a member if they resign in writing. Does that include an "I quit" text message/post on Slack or should it be a more formal resignation?

Do you think the guidelines provide a clear and effective framework for the Board (Council) and its operations?

Reducing the overall number of board members and increasing the potential number of appointed members poses a reputational risk. While having a large board can be unwieldily it does provide for a broader, more diverse governance group and while the board remains largely a representative board that is important.

At the same time, having the right skills for a board is vitally important and I would encourage any board to develop a skills matrix (legal, finance, reputational, technical and so on) and ensure any gaps are covered. This is usually done by coopting or appointing board members.

As a half-way measure I would suggest INZ increases the number of appointed board members but retains the 11-person board size as a balance. That way you can retain the representative nature of the board while also ensuring the right skills are available for the governance of INZ.

The quorum figure could be reset accordingly - perhaps five board members at a minimum rather than "at least half".

I am not a fan of boards of this type appointing their own chair, however. The role of chair should be a member-voted position - doubly so in a co-chair environment. How members vote for a Māori representative is clearly going to be a contentious issue worthy of further thought. Perhaps Members need to be separated into Māori and pakeha for voting purposes? I'm not sure the scale of the voting pool is large enough to make that practical.

Do you have any further feedback regarding the Board (Council) composition, functions, or procedures outlined in the guidelines?

I would update the rules around self-nomination for board elections, given the returning officer will nominate anyone who doesn't have a nominator. I would also make it clear that online voting will take place before the AGM and successful nominations be announced at the AGM. It's done in practice, we should ensure that practice is reflected in the Constitution.

Do you have any feedback regarding "general meetings" at InternetNZ?

No views. It all seems reasonable enough.

Do you have any further feedback or suggestions for the proposed dispute resolution process?

I support the proposed process.

Do you have any feedback or suggestions regarding the Additional Process Provisions section of the drafting guidelines?

That all appears appropriate. No feedback.

Do you have any other feedback or comments regarding the drafting guidelines?

Submission #4

From: Jeff Montgomery
Received: 29 January 2025, via attachment to email

Submission:

This is a personal submission by Jeff Montgomery, INZ member. I am also a INZ Councillor. As INZ Council we agreed that the Drafting Guidelines "were ready for release for member engagement" but did not form a view on the content which was proposed by the Co-Design Group. This submission focuses on the few items in the Drafting Guidelines where I personally disagree or have suggestions for improvement.

Part 1

I do not agree that the words "... Te Tiriti is the basis for our collective belonging in Aotearoa" should be in the constitution. It is a controversial and highly charged political statement, at this time. It either needs to be explained in more detail (eg define "our") or is better included in other documents.

Similarly, I am troubled by the statement "InternetNZ is committed to centering Te Tiriti o Waitangi in its work" being part of the constitution. Concerns have been raised by others that this may mean that INZ is forced to abandon its traditional stance of not judging content in administering the .nz TLD, especially where domain name owners have a different view of the Tiriti's interpretation or application in Aotearoa today. This cuts across other principles such as freedom of expression.

It is important that the Constitution is clear and not open to different interpretations (although this is not always possible), especially in areas which may not be commonly understood or are potentially divisive. "Centering on Tiriti" and "Tikanga based rights" are a couple of areas where clear definition would be useful.

Part 2

Despite the survey results (small sample), the panel who nominated Fellows for 2024, and Council at the time, were of the view that change was needed to the criteria for Fellows to make it clearer. I think the criteria should solely be contribution to INZ as a current or past member.

I agree that INZ must have a diverse membership, as this would be an expectation of ICAAN and the NZ government. It may be useful to be clear what we mean by diversity – gender, race, religion, lived experience, world view and political allegiance.

I am concerned about the growing proportion of members who are current INZ staff. This could potentially in the future place considerable power with this group relative to other members or with the Chief Executive as these members are most likely to be active and attend AGMs etc. I suggest a new category of membership "non-voting

staff" or something similar be considered – at least until such time that membership reaches a higher overall number.

The membership fee should be set by the AGM as part of approving the annual budget, especially if it is to be set at zero.

I think the representation proposals are overly complex and unnecessary. I agree that as a minimum 3 Board members should be Māori. If necessary, any shortfall resulting from the election process can be addressed through the appointment process.

I agree two members of the Board must have specific expertise in Te Tiriti o Waitangi, te ao Māori and/or Māori governance. I also think it is desirable that all Board members have knowledge of Te Tiriti – however this should not be an absolute requirement for election candidacy or appointment.

I think any vacancies of elected members should be filled by the highest polling unsuccessful candidate within 6 months of an election, and if there are no unsuccessful candidates then a by-election should be held, or if the resignation is within 6 months of an AGM then the vacancy be filled through the next election process.

I am opposed to the Appointment and Nomination Committee. I think it over complicates processes, risks political capture or interference, and adds no real value. I suggest the committee be a sub- committee of the Board, supplemented by specialists (eg executive recruitment) if needed. It should be very clear that any committee does not assess candidates for election or make any statements that may influence voters.

Submission #5

From: Elle Archer
Received: 31 January 2025, via Google Form submission

Submission:

Please share your feedback or suggestions regarding the draft guidelines 'Introductory Provisions and About InternetNZ' section.

The introductory provisions should clearly articulate InternetNZ's commitment to inclusivity, diversity, and digital equity within Aotearoa. A strong opening statement should reflect InternetNZ's role as a bridge between the digital economy, Māori aspirations, and community-focused outcomes.

We recommend including:

- A clear statement incorporating Te Tiriti o Waitangi as foundational to its governance, operations, and strategic planning.
- A commitment to supporting underserved communities through equity-first digital initiatives that aim to close the digital divide.
- The adoption of omni-culturalism, recognising the diversity within Māori, Pasifika, and broader communities, to guide organisational purpose and member engagement.

These provisions should reflect the organisation's evolving role as an inclusive body that ensures equitable digital participation for all. After all, this is the make-up of our current and future society within Aotearoa New Zealand.

Please share your feedback or suggestions regarding the membership section of the draft guidelines below.

To ensure membership is inclusive, flexible, and reflects the needs of Māori communities and the wider ecosystem, we recommend:

- Providing flexible membership categories (e.g., individual, organisational, student) to ensure accessibility for all.
- Reducing financial barriers through tiered or subsidised membership options for underrepresented groups.
- Creating regional hubs and culturally safe spaces where members, particularly those from rural areas or underserved communities, can participate meaningfully.
- Integrating culturally responsive practices, such as wānanga (discussion forums) and pūwānanga methodologies, into member engagement strategies.

Including Māori and Pacific-led member committees to ensure diverse voices guide membership growth and policies.

Do you think the guidelines provide a clear and effective framework for the Board (Council) and its operations?

Implementing a co-Chair model with one seat for a Māori representative to reflect bicultural leadership.

Ensuring a diverse board composition, with at least 50% representation of Māori, Pasifika, and underrepresented voices.

Embedding tikanga-based decision-making processes to balance collective governance and equity-driven outcomes.

Establishing a dedicated Te Tiriti Advisory Group or Committee to monitor progress on Te Tiriti principles.

Regular governance reviews to evaluate the effectiveness of inclusive governance and ensure ongoing alignment with organisational goals.

Do you have any further feedback regarding the Board (Council) composition, functions, or procedures outlined in the guidelines?

Do you have any feedback regarding "general meetings" at InternetNZ?

Do you have any further feedback or suggestions for the proposed dispute resolution process?

Clarity of Process:

The dispute resolution process outlined in the guidelines is clear in its intent to provide a fair and structured approach to resolving conflicts. However, there is room to further simplify and make the language accessible, especially for members who may not have legal expertise. Including visual flowcharts or step-by-step diagrams could enhance comprehension.

Effectiveness of the Process:

The effectiveness of the process could be strengthened by explicitly integrating te ao Māori perspectives on dispute resolution. For example, applying principles such as hohou rongo (restoring peace and balance) can promote a culturally appropriate process, particularly when disputes involve Māori members or organisations. Allowing flexibility in approaches to suit the specific nature of the dispute, while maintaining consistency, will enhance trust and engagement in the process.

Suggestions for Improvement:

Cultural Sensitivity: Include optional culturally guided dispute resolution mechanisms, such as inviting kaumātua or mediators with tikanga knowledge, to ensure that all parties feel heard and respected. This aligns with broader efforts to embed Te Tiriti principles.

Timeframes and Accountability: Clarify timeframes for each step of the process to ensure disputes do not drag on unnecessarily. Include reporting requirements on resolved disputes to improve transparency and continuous improvement.

Access and Support: Ensure members have access to neutral support, such as legal advice or peer mediation, so that the process is not biased toward parties with greater resources or experience.

Preventative Measures: Propose the introduction of informal, early intervention options to address disputes before they escalate. This could include informal facilitated discussions or peer panels before formal escalation.

Do you have any feedback or suggestions regarding the Additional Process Provisions section of the drafting guidelines?

Clarity of Financial Guidelines

The financial guidelines are relatively clear but could benefit from further simplification, particularly for non-financially literate members. For example, including a glossary of financial terms or providing high-level summaries would enhance accessibility. Additionally, including examples of typical financial processes, such as budget approvals or grant distributions, would be useful.

Key Recommendation: Ensure that Māori-specific funding streams, initiatives, and resource allocations are visible and explicitly linked to Te Tiriti obligations. This reinforces the organisation's commitment to equity and accountability.

Additional Process Provisions

Practicality and Clarity:

The additional provisions, such as those covering auditing processes, risk management, and financial reporting, are practical. However, further clarity could be provided on how these processes tie into strategic decision-making and member oversight. For example, ensuring that financial reports are not only reviewed by the board but also summarised and shared with members in an accessible manner could promote transparency.

Cultural Integration:

One potential improvement is to embed tikanga-based financial governance practices where relevant. For example, concepts like manaakitanga (ensuring financial decisions serve collective well-being) and kaitiakitanga (stewardship and sustainability of resources) could be woven into the financial decision-making framework.

Areas for Improvement

Member Involvement:

Introduce mechanisms for members to have input or oversight into major financial decisions, such as large expenditures or investments. This could be done through consultation periods, regular updates, or member-voting options.

Risk and Resilience:

Expand on the guidelines to include explicit risk mitigation and resilience strategies, particularly in scenarios of financial downturns or sector disruptions. This would help ensure the long-term sustainability of InternetNZ's initiatives and protect core funding streams.

Monitoring and Feedback Mechanisms:

Consider adding a provision for regular reviews of the financial guidelines and processes, incorporating member feedback and external auditing to continuously improve efficiency and compliance.

Do you have any other feedback or comments regarding the drafting guidelines?

E mihi ana ki a koutou

Thank you for the opportunity to provide feedback on the Drafting Guidelines for InternetNZ's Constitution Review. As a Māori technologist and advocate for digital equity, moving towards digital excellence, I acknowledge the effort to create a governance structure that is inclusive, modern, and reflective of our shared commitment to Te Tiriti o Waitangi. The evolving digital world requires us to work together - bringing diverse perspectives into a collective vision that benefits everyone.

Below are key recommendations that support an inclusive, fair, and cooperative environment, where all members - regardless of background - are empowered to contribute meaningfully while embracing Te Tiriti values.

1. Strengthening Te Tiriti in Practical and Inclusive Ways

Te Tiriti is not about exclusion; it's about partnership, shared responsibilities, and mutual benefits. The guidelines propose important steps, but they could be strengthened to ensure every member - regardless of cultural or political background - understands how embracing Te Tiriti creates a more equitable and innovative environment for everyone:

Developing a 'Te Tiriti in Practice' resource: Introduce a short, easy-to-understand induction or guide that explains Te Tiriti principles and how they enhance organisational collaboration. This should emphasise that Te Tiriti is about partnership and respect, not division, and that its integration benefits all members.

Offering facilitated learning for all members: Provide workshops that help demystify Te Tiriti and demonstrate its practical application in governance and innovation. Emphasise real-world examples, including cases where non-Māori have benefited from its implementation.

2. Creating a Safe and Respectful Environment for All Members

To ensure members from across the political spectrum feel heard and included, we suggest embedding provisions in the guidelines that:

Promote balanced dialogue: Create a mechanism for open discussions where all voices - whether aligned with traditional, progressive, or neutral perspectives - are heard, while keeping conversations respectful and focused on constructive outcomes.

Encourage collective responsibility: Frame the importance of shared contributions to the digital future as a collective obligation, highlighting that cooperation under Te Tiriti strengthens outcomes for Māori, non-Māori, industry, and the wider community.

3. Enhancing Membership Inclusivity and Accessibility

The guidelines rightly focus on reducing barriers to participation. To extend this further:

Create a flexible membership fee structure: Offer waivers or reductions for groups with financial

barriers, including rangatahi and underserved communities, while maintaining pathways for high-value contributions from industry leaders and innovators.

Culturally responsive member hubs: Develop member hubs that cater to diverse communities and perspectives, creating dedicated spaces for Māori, Pasifika, and rural members while keeping all conversations accessible to everyone.

4. Governance Leadership - Promoting Diversity of Thought and Experience

A diverse and representative Board ensures balanced decision-making. I support the proposed co-Chair model and Māori representation on the Board but recommend:

Ensuring intergenerational perspectives: Include rangatahi voices on governance bodies and committees to ensure long-term, forward-thinking leadership.

Transparency in Board composition and processes: Regularly report on the Board's diversity, including cultural representation, gender balance, and skill sets, to show alignment with organisational values.

5. Practical Application of Tikanga and Cultural Safety

Tikanga-based dispute resolution and culturally appropriate practices are essential for creating an environment where every member feels safe. Suggestions to refine this include:

Provide examples of tikanga-based processes: Offer simple, practical examples of how tikanga (cultural protocols) will be applied in governance, decision-making, and dispute resolution. This will demystify the process and increase member confidence.

Ensure fairness for all: Clearly articulate that tikanga-based approaches seek fairness, respect, and restoration, not exclusion, and that they benefit all members by promoting accountability and collaborative problem-solving.

Shared Vision, Shared Future

InternetNZ's efforts to update its constitution represent a significant opportunity to create an inclusive organisation that leads with integrity and innovation. By further integrating Te Tiriti and tikanga Māori in ways that are accessible, practical, and supportive of diverse perspectives, InternetNZ can set an example for governance in Aotearoa's digital age.

Thank you for considering this submission. I am available to discuss any points raised further and look forward to supporting the continued evolution of this vital organisation.

We applaud you INZ for endeavouring to evolve your practice to tomorrows society - future focus is key.

Ngā mihi nui

Elle Archer

Chair, Te Ao Matihiko, Te Hapori Matihiko, Te Matarau

Submission #6

From: David Harvey
Received: 3 February 2025, via attachment to email

The Constitutional Review

The InternetNZ Constitutional Review had two key priorities driving it. These are stated as:

Upholding Te Tiriti o Waitangi and ensuring the constitution is centred on *Te Tiriti o Waitangi*. This was recommended by the Independent Review of Systemic Racism in 2022.

Meeting new legal requirements: Aligning with the new legal requirements of the Incorporated Societies Act 2023 – in other words adopting a Constitution that complied with the legal requirements of the 2023 legislation.

I would have thought that for an incorporated society that was registered as a Charity, strict compliance with legal requirements set out in a statute – along with legal compliance attaching to the organisation's legal status would have been the first priority. This does not seem to be the case.

What is somewhat confusing is the driver of upholding the Treaty and ensuring that the Constitution is centered upon it.

This seems to have overlooked the nature of the Treaty and the parties to the compact. Although many organisations state that they are Treaty-focussed this is really a form of virtue signalling at a time when such activity is not really necessary.

The Treaty was a compact between the Crown on the one hand and the Chiefs of the various tribes on the other. A more generalised description would be that it is a compact between the Crown (represented by the Government) and Maori.

It contained three main clauses – the yielding of sovereignty over New Zealand by Maori to the Crown; the retention rangatiratanga by Maori over their property, fisheries, forests and other treasures (with associated pre-emptive rights to the Crown to purchase land) and the guarantee by the Crown of the protection of the law enjoyed by British subjects to Maori.

Nothing in these clauses has anything to do with the actions of private citizens or private organisations. Neither are party to the Treaty. Neither are bound by it.

If InternetNZ is concerned about treatment of Maori given a suggestion that within the organisation there may be systemic racism I would have thought that a simple statement prohibiting discriminatory treatment of Maori should suffice, or alternatively a statement requiring respectful treatment of all people irrespective of race, creed, colour or origin.

The impossibility, impracticality and interpretative difficulties in incorporating the Treaty which is not binding upon the organisation or its members provides ample reason for adopting meaningless and unenforceable language into a Constitutional document.

I shall now proceed to do an analysis of aspects of the proposed content of the Constitution. This is not an analysis of the totality of the proposals.

It should be noted that there is an extensive document that discusses the drafting guidelines that were adopted. Where necessary, reference will be made to this document.

The full Constitution may be found here.

I shall set out the current provisions followed by the proposal with my commentary in italics. The language of the provisions (present or proposed) is that of InternetNZ.

Constitutional Objects

The present objects are stated as follows:

- To promote the competitive provision of Internet access, services and facilities in an open and uncaptureable environment.
- To develop, maintain, evolve, and disseminate standards for the Internet and its inter-networking technologies and applications.
- To develop, maintain, evolve and disseminate effective administrative processes for the operation of the Internet in New Zealand.
- To promote and conduct education and research related to the Internet and internetworking.
- To coordinate activities at a national level pertaining to good management of centralised systems and resources which facilitate the development of the Internet, including but not limited to the Domain Name System.
- To collect and disseminate information related to the Internet and internetworking, including histories and archives.
- To develop and maintain formal and informal relationships with the international Internet community, including the Internet Society.
- To represent the common interests of the wider New Zealand Internet community both nationally and internationally.
- To promote widely and generally available access to the Internet.
- To liaise with other organisations, New Zealand Government authorities, and the general public for coordination, collaboration, and education in effecting the above objects.

The new objects are stated as follows:

- Promote and contribute to an open, fair, resilient and safe internet.

- Develop and provide programmes of work to ensure the internet is accessible and barriers to access are removed.
- Promote, support and enable work programmes to establish and uphold certain standards in relation to online harm.
- Maintain the domain name system and have the highest possible availability.
- Maintain the domain name system to high standards to reflect a world-class ccTLD.
- Develop and provide programmes of work and relationships to promote an internet that benefits all of Aotearoa.
- Develop and maintain key relationships with Māori to inform the development of the internet to benefit all of Aotearoa New Zealand, and uphold our commitment to centring Te Tiriti o Waitangi.
- Advocate for and actively participate in multi-stakeholder Internet governance processes domestically and internationally.

The existing objects are technically oriented. The new objects are more generalised, shift away from the technical focus an encompass content and internet governance based objectives that were not previously present. Sadly the language of the updated objects descends into vague and generalised elements that probably reflect the makeup of those drafting the proposals. Words such as "fair","safe" and "online harm" are imprecise, subjective and fluid and preferably should not be present in a broad-based organisation such as InternetNZ. A more sharply focussed organisation such as Netsafe could have the prevention of online harm as an objective. It is preferable that InternetNZ leave this aspect of Internet activity to those better qualified.

The reference to the Treaty is meaningless and superfluous and all sectors of society should be involved in the development of "key relationships to inform the development of the Internet to benefit all New Zealanders. Singling out one racial group smacks of racial preference which is an element of the racism that I thought InternetNZ was wanting to counter.

Membership Options

The Themes Underpinning the Design of Membership options:

There should be a clear value proposition for members

We want a membership that reflects the diversity of Aotearoa, New Zealand, and we need to know what that looks like

There should be no financial barriers to joining InternetNZ.

Members should understand, uphold, and adhere to the Society's objects, values, and code of conduct, taking responsibility for their actions and interactions with other members.

Does this imply blind obedience or does it allow for robust discussion. What may be the position if a member belongs to another organisation whose values and code of conduct conflict with those of InternetNZ. Does this mean that membership may be withdrawn?

Purpose and Value

The co-design group proposes the following options to ensure the purpose and value of membership is clear to current and future members.

Proposed statement of membership:

Membership supports InternetNZ to give effect to its objects and the advancement of the Internet in Aotearoa, New Zealand.

Adhere to the Code of Conduct:

Members should adhere to the Society's code of conduct.

 InternetNZ is updating its Code of Conduct.

The proposed approach is a values framework and set of rules that guide all interactions between the Society, its members and the public.

This framework aims to create a safe and welcoming environment grounded in the following:

• Mō te katoa | Inclusivity

• Whakaute | Respect

• Ngākau pono | Integrity

• Haepapa | Responsibility.

Create dispute resolution pathways:

We need dispute resolution processes to ensure a safe and welcoming space for our members, staff and the public. These processes enable us to respond appropriately and effectively when issues arise.

We can achieve this through:

• creating a dispute resolution process (required by legislation)

• providing avenues to raise issues for discussion and consideration by the Society.

The idea of an open membership is an excellent one. But there should be a nominal subscription. In the past membership has been by way of subscription which has not been high. I have long been of the view that a token subscription demonstrates a commitment to the organisation and a means of providing the organisation with a level of income. Perhaps a compromise could be a one off membership payment.

The focus on the Code of Conduct gives me cause for concern. My past experience with InternetNZ leads me to conclude that a Code of Conduct can be used to stifle debate, controversy or opinion that challenges the "orthodox" view. Does adherence to the Code of Conduct "chill" robust debate. The use of the words "safe welcoming environment" tend to obstruct robust debate and an exchange of views.

As part of the Objectives (or Code of Conduct) there should be an unqualified commitment to Freedom of Expression on the part of the membership. I would imagine that the reaction of the current InternetNZ power structure will be indicative of their commitment to Freedom of Expression.

Membership Options

Introduce fees-free membership:

Becoming a member is free. Free membership will reduce barriers to access and alleviate financial hardship.

Fees set by Council: This is a constitutional arrangement in which the Council sets the fee from time to time, keeping the principle of no cost barrier in mind.

Offer tiered memberships: When a new member signs up, they choose a membership type based on the level of engagement they'd prefer.

These tiers would be full member, observer and supporter and have different fees and/or engagement requirements.

Offer engagement-based membership: We want an engaged membership that votes in elections, participates in discussions, and completes the annual member survey.

Encourage diverse membership and enable measurement of demographics: We want a membership that reflects the diversity of Aotearoa, New Zealand, and we need to be able to measure this. At the moment, we do not collect membership demographics.

Members can activate their voice at InternetNZ: A constitutional provision for member interest hubs to be established to facilitate discussion and relationships around specific topics, including topics or geographical regions.

There is also a provision for the appointment of Fellows which does not propose any dramatic changes. See above for my comment on a fees-free membership.

Governance Options

The governance of Internet New Zealand sets the organisation's strategic direction and ensures that we remain a viable operation.

Our governance also monitors risks, mitigants, and financials and maintains effective interrelationships with members and stakeholders.

InternetNZ currently has a council of up to 11 members, including an elected President and Vice President. It can appoint up to two additional members while the InternetNZ membership elects the remaining members.

The co-design group has identified key features for an improved governance structure and explored various options. The proposals outlined in this document are based on input from the co-design group and advice from external governance experts.

What is proposed is as follows:

The co-design group received external governance advice and propose several changes for best practices:

1. Voting for leadership positions: Transition from an elected President to a Chair appointed by governance group members, disestablishing the President and Vice-President roles (and therefore members not voting for the leadership positions on the governance group) for a more modern governance structure.

   This means that the key leadership roles are not determined by the overall membership but by the governance group members. This is undemocratic. It removes essential leadership and police determination from consideration of the membership and vests it in a leadership that is appointed by the governance group. This means that in the event of "capture" by an particular group any chance of change or influence by members is removed. It can have the effect of obstructing change and solidifying policies that are determined not by the membership but by the governing body. It overlooks the fact that in democratic organizations the governance body is the servant of the organisation rather than a governance body that could dictatorially prescribe the future of the organisation. This is reinforced by the requirement of members to adhere to Codes of Conduct which could be used (and have in the past been used) to stifle debate.

2. Governance group name: Consider changing the name from "Council" to "Board," aligning with similar organisations.

   No issue with this proposal

3. Number of Members: Recommend reducing the governance group to 7-9 members from the current maximum of 11 for better efficiency and participation.

   The suggestion below of appointed members and the reduction of membership of the governing group is another reduction in the democratic structure. There should be a broad and diverse membership of the

governance group to ensure that there is proper consideration of a number of options when it comes to determining policy or the direction of the organisation.

4. Appointed vs. elected governance: Suggest increasing appointed members from 2 to 4, creating a mix of 5 elected and 4 appointed councillors to ensure a diverse skill set.

   Although there are appointed members under the present structure there seems to be little rationale for first, reducing the size of the Board and secondly increasing the number of unelected members. Preferably the Board should be fully elected by the membership and the only "appointed" members should be those co-opted (there should be a power to co-opt) for a particular purpose and for a limited time. Elected members could bring a diverse skill set – the problem of "organisation capture" with too many appointed members plus a reduced Board membership is highlighted. This further emphasises the move towards an undemocratic organisation – a move that characterises the overall picture of the governance changes proposed.

5. Terms of councillors: Propose a standardised three-year term for all governance members, with a maximum service limit of nine years. Currently, elected members have 3-year terms, while appointed members have 2-year terms without restrictions for others.

   This proposal depends upon acceptance of the earlier governance structure. As I have said I am not in favour of appointed members (although co-opted members should be permitted). I would prefer a staged Board membership term with differing starting dates for groups of members. A maximum of 9 years service (which need not be consecutive) would prevent organisation capture.

In addition two special committees are suggested:

1. Nominations Committee: The Constitution would establish a nomination committee to ensure a diverse body of candidates standing for elections (both from diverse backgrounds and communities and with a range of governance skills). The Committee would receive all governance nominations, and undertake recruitment and vetting processes, whether for appointment or election. Any member and the Nominations Committee can make nominations. The Committee would recruit for appointed positions based on the skill set required for the governance group. The Committee would undertake vetting for all candidates and make recommendations to the Council on any appointed Council position. Members would only vote for those up for election, and the Council would approve appointed positions.

This proposal is clearly undemocratic and further emphasises what I see as a move towards organisation capture. Any organisation should welcome nominations to the Board and leave the decision to the membership. A nomination committee could only serve to ensure that "like minded", "orthodox" or "approved candidates" are nominated. Although the proposal trumpets the need for diversity (and I take that to mean diversity of ideas) this proposal would do the opposite. The suggestion of a "vetting" process emphasises the way in which the organisation could be captured and thinking within the organisation could be atrophied, hardened and unreceptive to alternative views. In some respects this seems to resemble a totalitarian/Maoist approach to intellectual purity before one can qualify for Board membership. This is clearly undemocratic and places an enormous concentration of power in the hands of the nominating committee to ensure continuing orthodoxy of approach. The Council approval of the (increased) appointed members only serves to emphasise the way in which the organisation can capture by a controlling cabal.

Given that the organisation uses its position to speak and advocate and given that the power to do so derives from the membership, it should be in the hands of the membership to determine the direction of the organisation and its policies

2. Rangatahi (youth) advisory group: The Constitution would enable establishment of a rangatahi advisory group, which would provide advice to the Council from a youth perspective. A member of the advisory group may, if eligible, be an officer of the Council and be appointed to sit on the Council as a representative of the advisory group. This would ensure that the Council hears youth voices and helps build governance capability for those interested in a future Council position.

I have no difficulty with this proposal. A member of the Youth Group could be one of the co-opted members of the Board and thus be an additional member of the Board rather than being one of the constitutionally limited number.

Overview

InternetNZ developed some drafting guidelines to assist in the development of the Constitution changes. Importantly, as far as the Governance structure is concerned no rationale is provided to explain the somewhat restrictive Governance structure that it proposed.

It seems to me that the requirements of the 2023 Incorporated Societies Act has been used as something of a Trojan Horse to enable a complete review of the role of InternetNZ.

Thus not only has the Constitution been redrafted to comply with the Act, but the opportunity has been seized to remodel the organisation from the primarily technology based organisation responsible for maintaining and managing the domain name space to a much broader organisation with a focus upon matters that

could be said to be straying into the political, which is dangerous territory for a charity.

This could be said to have started with the unfortunate alignment of InternetNZ with the Christchurch Call and the subsequent efforts by the Ardern/Hipkins Government to control online speech and activity as demonstrated by Ardern's address to the UN and by the Dept of Internal Affairs Safer Online Services and Web Platforms proposals which thankfully have been discontinued.

It would be better, in my view, for the objectives to remain technically focussed as they were rather than straying into potentially political activities which could jeopardise both the credibility of the organisation and its charitable status.

It seems to me that the proposals – especially the Governance proposals – have elements of bureaucratic control behind them, devised by people who have a clear understanding of the way in which structures can be organised to ensure continued control by a small group of members and the maintenance of orthodoxy within the organisation

Submission #7

From: Whetū Fala
Received: 2 February 2025, via Google Form submission

Note: This submission was made in te reo Māori. It has been translated and quality assured by a Licensed Translator, [registered with Te Taura Whiri](#).

Submission:

Please share your feedback or suggestions regarding the draft guidelines 'Introductory Provisions and About InternetNZ' section.

Ko te tuatahi hei whakamāoritia te kāwanatanga. Ahakoa te nuinga o te mahi nei kei raro i te ao ture tauiwi, kei te pai. Ahakoa he iti, he tīmata!

Firstly, the governance group should work from a Māori world view. Even though most of our work is under the legislation of a non-Māori system, all good. Even if it's small, it's a start.

Please share your feedback or suggestions regarding the membership section of the draft guidelines below.

Ko taku nei whakaaro i te wā nei, hangaia he Whare Māori kei waenganui i a Ipurangi Aotearoa.

At this time, I believe a whare Māori should be established within InternetNZ.

Do you think the guidelines provide a clear and effective framework for the Board (Council) and its operations?

Āna.

Yes

Do you have any further feedback regarding the Board (Council) composition, functions, or procedures outlined in the guidelines?

Kei whea ngā tūru Māori? Mehemea ko Te Tiriti o Waitangi te papa o te hapori, kei whea mātou?

Where is the space for Māori? If Te Tiriti o Waitangi is the foundation of our community, where are we [here at InternetNZ]?

Do you have any feedback regarding "general meetings" at InternetNZ?

Āna - he aha ngā ara mehemea ka hiahia koutou ki te kōrero Māori kei ngā hui o Ipurangi Aotearoa?

Yes - what pathways are available to those of us who want to speak te reo Māori in meetings held by InternetNZ?

Do you have any further feedback or suggestions for the proposed dispute resolution process?

Āna - Kei a koutou he ara nō te ao Māori mō ngā raru?

Yes. Do we have a process to resolve issues from a te ao Māori perspective?

Do you have any feedback or suggestions regarding the Additional Process Provisions section of the drafting guidelines?

Kāhore

No

Do you have any other feedback or comments regarding the drafting guidelines?

He mihi ki ngā kaimahi, Ta'ase mā, he nui te mahi, roa te wā, he whakanuia ki a koutou katoa. "Ka po, ka po, ka awatea!" Karawhiua.

I'd like to acknowledge all of the staff and Ta'ase. This is a big piece of work, being completed over a long period of time, we should celebrate you all. From darkness to light. Let's do this!

Submission #8

From: Aleisha Amohia
Received: 7 February 2025, via Google Form Submission

Submission:

Please share your feedback or suggestions regarding the draft guidelines 'Introductory Provisions and About InternetNZ' section.

looks good to me. only thing that might be a bit confusing is the use of both InternetNZ and Ipurangi Aotearoa. As Ipurangi Aotearoa isn't in the format/registered name, it comes across as a nickname, and it's sole use in the tikanga-related sections makes them feel less important. the Constitution should make clear that these names are equivalent, interchangeable, and be careful to not only use the kupu Māori in Māori sections.

Please share your feedback or suggestions regarding the membership section of the draft guidelines below.

looks good! the changes especially to the sub fee and having people accept a code of conduct to become a member, will help the diversity of the membership

Do you think the guidelines provide a clear and effective framework for the Board (Council) and its operations?

yes great

Do you have any further feedback regarding the Board (Council) composition, functions, or procedures outlined in the guidelines?

-

Do you have any feedback regarding "general meetings" at InternetNZ?

no looks good

Do you have any further feedback or suggestions for the proposed dispute resolution process?

this will be the section that is most unfamiliar to members. i think it looks great

Do you have any feedback or suggestions regarding the Additional Process Provisions section of the drafting guidelines?

looks good

Do you have any other feedback or comments regarding the drafting guidelines?

thank you for this approach, it is cool!

Submission #9

From: Toa Greening
Received: 7 February 2025, via Google Form submission

Submission:

Please share your feedback or suggestions regarding the draft guidelines 'Introductory Provisions and About InternetNZ' section.

-

Please share your feedback or suggestions regarding the membership section of the draft guidelines below.

-

Do you think the guidelines provide a clear and effective framework for the Board (Council) and its operations?

-

Do you have any further feedback regarding the Board (Council) composition, functions, or procedures outlined in the guidelines?

I do not support expanding the number of appointed members under the justification of ensuring diverse skills. It is normal for Governance organisations to establish advisory boards to bring in the necessary skills for the specific term needed. This can be done without constitutional change.

Also consider reducing the term of the 2 appointed members to 1 year. That provides the mechanism for new skills to be brought in annually if required and will attract a wider pool of applicants due to the short-term commitment.

I support the retaining the existing 11 board members, it is an appropriate number for an organisation that is broadly representative of all NZ Internet users.

I do not support the Chair being elected by board members.

I do not support a Co-Chair governance model.

I support the Te Tiriti centric organisational approach and have seen the changes in place already.

I do not support dedicated Maori board members.

While it is commendable that InternetNZ seeks more Maori leadership at the Governance table there are challenges with having dedicated Maori governance board positions.

Dedicated Maori board members raise the element of racial division when InternetNZ are trying to be inclusive of all. Their role can be viewed as tokenistic, their input not as valuable and patronising to those who believe that the position should be based on merit not race.

There are already three elected members who identify as Maori, which is a fantastic achievement. This indicates that InternetNZ is succeeding in being a Te Tiriti centric organisation and are attracting talented individuals of Maori descent who are supported in large by the InternetNZ membership.

Should this change in the future then Maori could be one or both of the appointed board members or an advisory board could be created to provide the leadership input required. There are plenty of options to have Maori leadership at the Governance table without heading down the racially divisive path of dedicated Maori board members.

Do you have any feedback regarding "general meetings" at InternetNZ?

-

Do you have any further feedback or suggestions for the proposed dispute resolution process?

-

Do you have any feedback or suggestions regarding the Additional Process Provisions section of the drafting guidelines?

-

Do you have any other feedback or comments regarding the drafting guidelines?

-

Submission #10

From: Stephen Judd
Received: 9 February 2025, via Google Form submission

Submission:

Please share your feedback or suggestions regarding the draft guidelines 'Introductory Provisions and About InternetNZ' section.

Generally happy with this. Centrality of responsibility for .nz needs to be emphasised.

Please share your feedback or suggestions regarding the membership section of the draft guidelines below.

Do you think the guidelines provide a clear and effective framework for the Board (Council) and its operations?

Yes, with the exception of the appointment process for society member reps on the nominations committee, which I find vague.

Do you have any further feedback regarding the Board (Council) composition, functions, or procedures outlined in the guidelines?

I am for having more appointed board members and no longer directly electing a president/VP. However, I am concerned that reduction in size and other changes proposed shift the balance too much towards appointees and limits the ability to have a diverse enough group. I am also concerned that applying a skills test for candidates running for election is likely to reduce the cognitive diversity or diversity of outlook on the board/council. I would prefer 7 elected and 4 appointed members, or 6 and 3, with a nomination committee for appointees only. Finally, it's not clear to me how having member representatives on the nomination committee appointed at AGM will work in the event the AGM does not vote to appoint.

Do you have any feedback regarding "general meetings" at InternetNZ?

s146c as written suggests that Chair/co-Chairs can block an SGM request from members. This appears to be new. I would prefer that the threshold be a percentage of members such as 20 percent, set at a level that is achievable but indicative of a substantial desire for an SGM, but not allow the chair(s) to block it.

Do you have any further feedback or suggestions for the proposed dispute resolution process?

Do you have any feedback or suggestions regarding the Additional Process Provisions section of the drafting guidelines?

Do you have any other feedback or comments regarding the drafting guidelines?

Where I have provided no explicit feedback I am in support or not concerned.

Submission #11

From: Rick Shera
Received: 9 February 2025, via document attached in email

This is a personal submission by Rick Shera.

I have been a member of INZ for several decades. I was vice president and a member of the "Hine Commission" whose work underpinned the original policy for the .nz domain name system, the core of which remains to this day. I headed the working group responsible for the original policy and implementation of the .nz dispute resolution system and have contributed over the years to many INZ submissions on various issues, including those related to copyright, internet governance and digital harms.

I was also chair of Netsafe for almost two decades and have been on various private and Government appointed boards.

I was honoured to have been made a fellow of INZ a few years ago.

I am a digital business lawyer and in that capacity have advised and assisted many boards on their duties, including in recent times also reviewing and implementing changes to a number of organisations' rules so that they can comply with the Incorporated Societies Act 2022. I have also been involved in governance disputes, some of which arose out of a lack of clarity in constitutional documents. I am a chartered member of the institute of directors.

I have had the benefit of reading a number of submissions that have already been made and share some of the misgivings expressed in those. In particular:

- I agree with INZ's support for fairness and equity for all New Zealanders, but only insofar as this is core to its role of furthering an internet for everybody. I do not think it is within INZ's mandate to be making submissions on matters that are not directly related to the internet, such as its recent submission on the treaty principles bill. While I can see that that bill will have an impact on society and the place of Māori in society, if the bar for INZ spending its resources and making a submission is set at this level, then, in

effect, INZ is seeking a mandate to become involved in any aspect of society, in my view diluting its core purpose and misapplying revenue ultimately derived from domain name fees. I do not think the majority of .co.nz registrants (forming the vast majority.nz ccTLD registrants) would be comfortable with INZ using these funds for these sorts of activities. To the extent that the revised objects are designed to allow such activity, I disagree with them.

- I recognise that it is legitimate for Māori as tangata whenua to be a focus in achieving equity and fairness. However, I share the concerns of submitters such as Jeff Montgomery that specific references to te tiriti are open to interpretation and therefore need very clear definition as to what is meant. It also seems to me, technically, that INZ should be centring not te tiriti itself, since that is a political agreement between Crown and tangata whenua, but rather the principles that flow from it once those are clearly defined.
- I strongly disagree with the various moves to reduce democratic oversight by members. This is particularly problematic taking into account one submitter's comment that a significant number of staff are members, which concentrates control of the organisation even further. I was not aware of this. I have no doubt that staff will always have what they see as INZ's best interests at heart, but, if I look back at INZ's history, for example when we were deciding policy for .nz, had we had a significant block of staff voting at the time, we might well have gone in a very different commercially driven direction. I think we need to look at putting some sort of limit on this.
- But, back to my main point re reduction in democratic oversight:
- President (chair) being elected by the board. In an organisation such as INZ, representing the interests of all New Zealanders in respect of the internet, the leader should be appointed directly by, and accountable to, the membership.
- I am not a fan of having co-chairs. While it sounds good in theory, my experience of it is that can cause delay in decision making, inconsistency, and confusion, particularly for the public and other stakeholders dealing with the organisation.
- Board quotas. If INZ's members had voted in accordance with each of their own whakapapa, the council we have today would not have been elected. That has not happened and INZ has one of the most diverse governance bodies that exists in New Zealand. That has been the case for many years. I therefore do not see what the issue is that we are seeking to cure – "If it ain't broke, don't fix it," as the saying goes. I would prefer members to continue to have the ability to vote for people they see as best suited to meet INZ's objectives and needs at any particular point in time.
- Given the wide constituency that INZ represents, I would prefer to retain the current number of councillors.
- I am not averse to having one more appointed council member, but, as a membership organisation, I would like to retain around a 2/3 majority of elected members.
- I am against having a nomination committee. This is just another cost and bureaucratic dilution of members' rights because it effectively filters candidates for election,

according to the views of non-accountable members of the committee. INZ is a relatively small charity, but with a reasonable staff level and with a council of 11, should be able to handle election processes easily without such a committee.

- While this would seem an operational issue, recent events have shown that shutting down the members mailing list has stifled discussion of important matters and therefore rises above mere operational effectiveness. The previous president of INZ promised 2 years or so ago that a replacement would be found, but members have been badly let down in that regard. As a result, member to member engagement has atrophied. I would therefore like to see the requirement for an open members mailing list, controlled by INZ and hosted in New Zealand, enshrined in the constitution. It should be subject to a code of conduct approved by members.

In fact, one could argue that this method of encouraging discussion with and amongst members is already implied by clause 8 the constitution and has been since INZ's inception:

Every communication with a Member shall generally be by electronic message in clear ASCII text, directed to the email address of the Member as recorded in the records of the Society.

I have not had time to review other suggestions. The fact that I have not commented on those should be taken as neither support for, nor disagreement with, such suggestions.

Thank you.

Rick Shera

Submission #12

From: Colin Jackson
Received: 10 February 2025, via document attached in email

Submission on InternetNZ Constitution Drafting Guidelines – February 2025

I am Colin Jackson, one of the founders of the society. I am a former president, former treasurer and have the honour of being a fellow. I am writing this submission as requested to comment on the drafting guidelines for proposed constitutional changes for InternetNZ.

The comments below are set out firstly at an overall level, then on details in the document. (The major headings in the document are called parts but the response template refers to sections. I assume these mean the same thing.) There is a concluding section setting out the principles I consider important and a further section commenting on the level member engagement over this potentially far-reaching constitutional change.

Overall Comment on Document

There seems little emphasis in the document that InternetNZ's primary role is running a piece of critical national infrastructure, the domain name system. In the same vein, there is no discussion or enablement on the Society's policy and advocacy efforts, yet, second only to running the DNS, these have been our most far-reaching achievements. I am writing this from a rural location in Te Wai Pounamu that has ample Internet bandwidth for stable video calling, entertainment and a host of other things, but my colleagues in Australia are not similarly blessed even, even those whose reside in cities. InternetNZ can justifiably claim some credit for this, an achievement all the more remarkable when one considers the poor quality of the New Zealand Internet compared to other OECD countries in the early 2000s.

To hammer the point home, we got here with our existing constitution. Our model of democracy and accountability, while sometimes seeming messy[1], has delivered excellent outcomes. Transformation may be desirable for reasons we all understand, but we should not focus on transformation to the exclusion of the things we have done exceptionally well and must continue to do in order to serve the people of Aotearoa.

Section 1

Paragraph 6

To amplify and to somewhat disagree with the statement in Paragraph 6, the objectives of the organisation at its foundation as ISOCNZ were to:

- prevent the domination of the local Internet by the incumbent telco, which at that stage asserted ownership of the numbering plan for New Zealand and which owned the lines used to connect users to the Internet; and

- avoid content regulation of the nascent Internet in the form of a government bill to force censorship[2] and later attempts of copyright holding bodies[3].

The organisation has been successful in both.

Paragraph 10

Two completely dissimilar points are bracketed together. Subparagraph a) is the primary point of what InternetNZ does, while b) is a statement of aspiration about how InternetNZ might do it. They don't belong together.

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Paragraphs 12, 13

These paragraphs have their own heading *What it means to be a Te Tiriti o Waitangi centric organisation.* I make no comment about the content of this subsection but find it inappropriate that the constitution spends so much space on this matter while saying so little about what is involved in the primary mission of running the .nz DNS. Where is the equivalent or larger section about what it means to run critical national infrastructure? The drafting instructions as written would with only the smallest of modifications be appropriate to a lawn bowls club.

I might expect something about the level of trust placed in InternetNZ by the government and people of Aotearoa, be they tangata whenua or tangata tiriti, and the importance of living up to that trust. To quote the doctrine of the global DNS under which .nz is operated:

> [InternetNZ] is the trustee of the top-level domain for both the nation…and the global Internet community. Concerns about "rights" and "ownership" of domains are inappropriate. It is appropriate to be concerned about "responsibilities" and "service" to the community.[4]

The drafting instructions make no mention of the trust we have assumed in order to fulfil our mission of running .nz. Until now accountability has been exercised, and trust engendered, through interested people choosing to become members and democratically electing officials to govern the Society. It would be inappropriate to change this model unless it were replaced by some other form of accountability to the community. Te Tiriti centricity is a form of

accountability but just part of the overall picture.

Paragraph 14

Our legal name is in English only it would seem while we make much of our use of te reo. Seems odd.

Paragraph 17 – Objects

> b): It is unclear what *upholding standards related to the harms people experience on the Internet* means. We need to be very clear the extent to which we are allocating ourselves a role of policing content on Internet, or not. Let's not try to fudge this or it will lead to endless arguments.

> e): *Upholding our commitment to centering* (sic) *Te Tiriti o Waitangi in our work, including by developing and nurturing relationships with Māori and respecting tikanga* – this isn't an object. It's about how we do the things that do meet our objects.

> (For the avoidance of doubt, I am not commenting on the importance or appropriateness of this item, rather that it is out of place in the objects.)

> f): Refers to multistakeholder Internet governance processes locally – are there any?

Section 2

Paragraph 58

This makes explicit that Council can determine to set the membership fee to $0, which would contradict part of Paragraph 56 and Paragraph 69d. More importantly, doing so it would leave the Society open to capture and thus would be highly inadvisable.

Paragraph 61 – Rights

There should be a right of members to communicate with other members by email, facilitated by the organisation.

Paragraph 68 – Cessation of Membership

This paragraph says, sensibly, that the death of a member causes cessation of their membership. In Paragraph 54 fellows are described as a category of member, also sensible. However, the website purports to provide the definitive list of fellows, one of whom has resigned and others who, sadly, have died. This should be resolved, probably by adjusting the relevant webpage[5].

Section 3

Terminology: Board vs Council

There is a reason for the governing body being called Council. It reflects the democratic approach taken by the founders. A Board is typically what you have for a commercial organisation. I am concerned that we may be appropriating governance terms and practices that are unsuitable for a democratically run, openly accountable organisation that can be entrusted with the DNS. As many have noted, what we call things matters[6]. By changing from a council – something that people are used to electing to represent their interests and govern shared services – to a board, which people expect to act opaquely to maximise benefits to its shareholders and itself, we would be sending a signal that we are moving away from transparency and accountability to something darker and less trustworthy. Is that a signal we want to send?

Terminology: Chair vs President

ISOCNZ was born with a chair (as it were) and changed to a president during the 1990s, mainly for reasons of needing the mana to deal with larger organisations in New Zealand and overseas. I don't believe this applies any more, we have made our way in Aotearoa and the world. I have no objection to returning to the original title of chair.

Councillor Numbers

Council numbers have been reduced in steps over the years, partly because the Society has staff to do what was previously done voluntarily by elected councillors. I do not support reducing the size further because this acts against the democratic principle, especially if it is to be supplemented by bringing in more people to supply missing skills. Currently there are two such co-opted councillors, there should not be a need for more. Elected councillors are accountable to the membership and the community in a way that appointees are not.

As for the argument that co-option of more people can increase Council diversity, that wouldn't be necessary if we were not to shrink Council further. I note that, from its mostly white male beginnings, InternetNZ's Council has grown far more representative over the years, through the actions of concerned members and officers, without formal roles being introduced to improve diversity.

Finally, as an argument for further reducing the democratically elected councillors, governance experts have observed that a larger body is harder to run. That hardly seems a reason not to. It's not the job of members to make the governance chair's life easy.

Co-leadership and Appointment of Chair

I can't see a co-chair system working. It seems asking for dysfunction, and that is one thing the DNS cannot afford. I very much advise against this.

I am reasonably in favour of Council picking its own chair because this would reduce the

likelihood of a chair or president being disempowered by councillors who did not agree with them, so it would improve the effectiveness of Council.

Resignation of Councillors

The draft constitution provides for resignations and removals which is fair enough. At present, this leads to a casual vacancy that is filled through a by-election. I propose that, instead of an election a countback[7] be performed of the previous election for that position and the resulting candidate be asked if they still wish to be elected. This avoids repeated elections with the concomitant time and cost involved, not to mention the election fatigue experienced by members.

Paragraph 114 – Nominations Committee

Currently there are informal processes to encourage candidates for office. Any member can stand and many do so without being so encouraged. Candidates' suitability for office is assessed on the basis of their membership or otherwise and the absence of disqualifiers such as bankruptcy, this is a technical matter not involving judgement or any appearance of favouritism. This approach seems to work well.

I reject the notion of a formal committee or process to preselect or boost candidates for office on the grounds that it violates democratic principles.

Section 6

Paragraph 171 – Liquidation

This section is about what happens to the Society in the event of liquidation as it is required to do by the legislation. It leaves unanswered the far more important question of what becomes of the DNS operations in the event of the Society's demise. Given that the legislation requires InternetNZ to confront the possibility of liquidation, it is essential that we set down how our responsibilities would be transferred to another body.

This might be a good place to set out a mechanism by which the organisation might be forced to pass on the operation of the DNS and its associated revenue stream, if for instance the organisation's principles of accountability and openness were violated. A clause of this nature could serve as a poison pill to reduce the incentive for a hostile takeover.

Process

I am concerned that there has not been an opportunity for members to debate these far reaching changes.

While there have been multiple attempts to organise meetings to present the proposed

changes and seek feedback, the poor attendance and the paucity of submissions to date shows this is not an effective approach to engage people. As things are, members are expected to read a 40-page document and produce reasoned comments. This is time-consuming and requires focus. Most of us have lives outside InternetNZ and can't or won't prioritise this much effort. Proper feedback requires discussion among members.

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Currently it is next to impossible for members to spark ideas off others and help form one's views, due to lack of a forum for exchange of views. Access to a mailing list is important for this. Shutting down the member list permanently was an overreaction to events. A Slack channel is not the same, most people don't use it.

I urge the organisation to stand up a members' mailing list as matter of some urgency and devote some resources to moderating it to ensure things don't get out of hand again. Reintroducing the mailing list now as a channel for discussing constitutional change might save a lot of re-work that would be incurred if members were to reject the resulting proposed constitution at a general meeting on the grounds that they had not realised its transformational nature, or that they individually had issues with the proposed constitution that together caused sufficient votes to stymie it.

Conclusion

Due to pressure on my own time this submission does not represent a full criticism of the entire document, rather it is necessarily selective.

To summarise, the principles I see as important are:

1) service to the community by striving to make the Internet more available, accessible and useable by all;

2) competence in technical operations and international relations to deliver name service and registry management to meet expected levels of "it just works";

3) transparency of decision-making and finances; and

4) accountability to the community for our decisions and our failings.

I leave it to InternetNZ to consider weaving these into a further attempt to produce a revised constitution that meets legal requirements; preserves our accountability; and most important of all centres the trust placed in us by New Zealand and the global Internet community to operate critical infrastructure.

One approach to clarity of purpose is to put a concise values statement at the top of any statement of organisational direction. The Department of Conservation, for instance, stated

for many years that it was there to restore the dawn chorus. The Internet Society has as its tagline: The Internet is for Everyone. InternetNZ used to say something about an open and uncapturable Internet. A pithy statement such as these would help members and non members alike focus on what the organisation is there for.

I strongly believe there needs to be better engagement with members and the community we are drawn from on the future direction of the Society.

Colin Jackson
10 February 2025

1 Newman, *Connecting the Clouds*, https://www.nethistory.co.nz/Chapter_15_-_The_Proxy_Revolution/

2 http://www.nzlii.org/nz/legis/hist_bill/tacrb1994191291.pdf

3 https://en.wikipedia.org/wiki/Copyright_(Infringing_File_Sharing)_Amendment_Act_2011 4

Postel, RFC1591, https://datatracker.ietf.org/doc/rfc1591/

5 https://internetnz.nz/membership/internetnz-fellows/

6 https://www.shakespeare-online.com/plays/balconyscene/romeoandjulietbalconyscene.html 7

https://en.wikipedia.org/wiki/Countback

Submission #13

From: Ed Strafford
Received: 10 February 2025, via email

Submission:

This email refers to the documents that are out for consultation until 10 February (today).

Thanks for your work on this.

My views are:

Keep all the references to Te Tiriti and the commitment of Internet NZ to honouring the articles of Te Tiriti as they are in the documents presented for review.

Keep, also, the proposed dedicated ratios for Māori on the board, and to cover technical/cultural roles. Population ratios - as proposed by 1 or 2 of the visible responses would a) be based on the disingenuous view that colonial 'democracies' behave ethically when they cling to demographic superiority having almost "smoothed the pillow of a dying race".

The suggestion that honouring Te Tiriti requires a 50-50 split seems to be a clumsy attempt to 'upset' some of the members, in order to push us back into naive proportionalities.

Our goal is to serve Aotearoa. That requires us to honour Te Tiriti. It does not require us to be bated into "technical" interpretations from my fellow Pākehā about how to move to more just Aotearoa. That is for Māori to advise us on - not the other way round!

I make these points because, anything less seems to me to be a back-tracking on the commitments, made since the time that key Māori members and Pākehā like me resigned. I did so because of the poor responses to Māori members and the interests and aspirations of Māori, at that time.

I have resumed my membership because I heard we were making sincere efforts to address the obligations non-Māori hold - as citizens who are living here under the auspices of Te Tiriti.

...

I was not involved in the writing of the submission from Te Hapori Matihiko. Please note that I support their sound advice on ways to put our Constitution into action.

Specifically, I support:

A dedicated funding stream (or however it was expressed more eloquently in the Te Hapori Matihiko submission.

The use of Māori understandings of collaborative success. I.e. using mātāpono Māori to help us see the 'bigger picture' when disputes occur.

Opportunities for members to learn more about Te Tiriti.

Finally, I have never seen InternetNZ as a technical organisation. The Internet and associated technologies are social embedded. They increasingly act as the keys to access many of our life's necessities, our social presence and our life chances and opportunities for those parts of a full life that are within striking distance of connectivity. We are, talking about basic human rights.

The equitable provisions of these benefits cannot be provided solely by technocrats. That issue is why InternetNZ has developed and sustained itself, so far.

The clarity of these documents, increases the chances that Aotearoa will thrive despite the techno-oligarchy and its obnoxious economic exploitative ethos.

Ngā manaakitanga, thank you,

Ed