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1 July 2009

## *InternetNZ Annual General Meeting 2009 – Invitation*

Dear Member,

InternetNZ (Internet New Zealand Inc.) cordially invites you to the Annual General Meeting of 2009.

The meeting will take place on the evening of Thursday the 30<sup>th</sup> of July at the Wellington office of InternetNZ, located on Level 10 of Exchange Place at 5-7 Willeston Street.

Members will be asked to reflect upon the past year's work, and to approve the budget and business plan for 2009/2010. This will also be the final chance for members to vote in the Council elections that will commence online in mid-July.

Please let us know if you are able to attend by emailing us at [rsvp@internetnz.net.nz](mailto:rsvp@internetnz.net.nz) by 24 July.

### **Programme**

The evening will be structured as follows:

- 5.30 – 6.10pm Refreshments
- 6.10 – 6.30pm Presentation from Peter Dengate-Thrush, ICANN Chair
- 6.30 – 9.00pm Annual General Meeting
- 9.00 – 9.30pm Refreshments

### **AGM Papers**

Please find enclosed the following papers for your consideration prior to the meeting:

- Agenda with proposed motions
- Minutes of the 2008 AGM
- Business plan and budget of 2009/10
- Annual Report 2008/09
- Proxy form

Electronic copies of the above documents are available at <http://internetnz.net.nz/proceedings/agm/2009>.

Please note that the full financial statements that accompany your Annual Report can be found at [www.internetnz.net.nz/reports/ar/08-09annualreport](http://www.internetnz.net.nz/reports/ar/08-09annualreport).

If you are unable to attend, the AGM will be streamed live for your convenience by R2.co.nz. You will also be able to actively participate in the meeting via Skype chat. Full details will be provided closer to the date of the AGM.

We do hope you will join us in celebrating our success this past year, and contributing to our future.

Regards

Richard Currey  
**Chief Executive Officer**

## **Agenda for the Annual General Meeting of Internet New Zealand Incorporated**

**Date:** Thursday 30 July 2009

**Venue:** Wellington – InternetNZ, Level 10, Exchange Place, 5-7 Willeston Street

1830     **Meeting opens**  
          **Apologies**

(MOVED: President/ ) "THAT the apologies be accepted".

1835     **Minutes of 2008 AGM and Matters Arising**

(MOVED: President/ ) "THAT the minutes of the 2008 AGM be received and adopted as a true and accurate record of the meeting."

1840     **President's Report** (on behalf of Council)

(MOVED: President/ ) "THAT the President's Report be received."

(MOVED: President/ ) "THAT the Annual Report be received."

(MOVED: President/ ) "THAT the Audited Annual Accounts be accepted."

(MOVED: President/ ) "THAT Grant Thornton be appointed auditor for the ensuing year."

1905     **2009/10 Budget**

(MOVED: President/ ) "THAT the 2009/10 Business Plan and Budget be adopted."

1915     **Executive Director Report**

(MOVED: / ) "THAT the report of the Executive Director be received."

1925     **CEO Report**

(MOVED: / ) "THAT the report of the Chief Executive Officer be received."

1935     **DNCL Report**

(MOVED: / ) "THAT the DNCL Annual Report be received."

1945     **NZRS Report**

(MOVED: / ) "THAT the NRZS Annual Report be received."

2025     **General Business**

2050     **Announcement of Election Results & Vote on Constitutional Amendments**

2100     **Meeting closes**

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**MINUTES OF ANNUAL GENERAL MEETING: 31 July 2008**

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**Status:** Draft

**Venue:** Level 10, Exchange Place, 5 - 7 Willeston Street, Wellington

**Meeting Opened:** The President formally opened the meeting at 6.30pm.

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After making sure there was a quorum of financial members, the thirteenth AGM of InternetNZ convened with a welcome from the President - Peter Macaulay. Members also joined online by viewing the webcast and online chat. The President thanked staff for organising the meeting. He also thanked Richard and Jeremy Naylor for providing web streaming.

**1. Apologies**

Apologies were received from David Farrar, Rick Shera and Roger Hicks.

**AGM 01/08** THAT the apologies as noted above be received.

(Vice President/Secretary)

**CARRIED U**

**2. Items for General Business**

There were no matters arising from the 2007 AGM minutes.

**AGM 02/08** THAT the minutes of the 2007 Annual General Meeting be received and adopted as a true and accurate record of the meeting.

(Colin Jackson/Cr MacEwan)

**CARRIED U**

**3. President's Report**

The President spoke to his report, noting that his written report is printed within the Annual Report. He thanked Colin Jackson for his help in handing over the presidency last July and also for a strong and effective Executive Committee. Council has evolved well and is developing a valuable set of governance skills to fit the new structure and to complement the commitment and experience each brings to the table. The President noted that the new structure gives the Society the ability to add new units with minimal impact on other units while sharing resources effectively through the Shared Services Unit.

“Connecting the Clouds” by Keith Newman is a book documenting the history of the Internet in New Zealand, it was commissioned by InternetNZ and is to be launched on 21 August 09.

Congratulations were given to Peter Dengate Thrush on his election to the Chair of ICANN last October.

There will be a strategy workshop on 16 August for all InternetNZ Council, board members and senior staff. This will be used to:

- Develop relationships across the boards and see where potential synergies lie
- To understand where each business unit is heading

- To reinforce good governance practices
- To develop the role of Council
- To initiate the shareholder expectation process
- To reinforce the membership focus and vision of InternetNZ.

**AGM 03/08** THAT the President's report be accepted and that the President be thanked with acclamation for his work.

(Vice President/Treasurer)

**CARRIED U – with acclamation**

**AGM 04/08** THAT the Annual Report be received.

(Secretary/Cr Baddeley)

**CARRIED U**

#### **4. Treasurer's Report**

Michael Wallmannsberger spoke to his Treasurer's Report, he noted that the written report is in the Annual Report.

**AGM 05/08** THAT the Treasurer's Report be adopted.

(President/Richard St Clair)

**CARRIED U**

**AGM 06/08** THAT the Audited Annual Accounts be accepted.

(President/Treasurer)

**CARRIED U**

**AGM 07/08** THAT Grant Thornton be appointed auditor for the ensuing year.

(President/Peter Dengate-Thrush)

**CARRIED U**

**AGM 08/08** THAT the 2007/08 Budget be adopted.

(Treasurer/Secretary)

**CARRIED U**

#### **5. Executive Director's Report**

Keith Davidson, the Executive Director spoke to his report noting that his written report can be found in the Annual Report.

In general InternetNZ has become more proactive, well engaged with Internet community and have a great staff to work with. Keith thanked the Council members for their tireless energy and contributions.

**AGM 09/08** THAT the Executive Director's report be received.

(President/Secretary)

**CARRIED U**

#### **6. DNCL/NZOC Report**

Debbie Monahan (Domain Name Commissioner) summarised the year's operation on behalf of the NZOC Chair (Richard Currey). She gave Richard's apologies as he was unable to make the meeting. The DNC spoke to her presentation and noted that the Annual Report is the formal report from the Domain Name Commission.

Debbie explained that post structural change there is no longer a committee but a Board to report to which in turn will report to Council.

The .nz domain name space continues to grow, both from the perspective of the number of registered names, and number of authorised Registrars.

DNC has begun a process to introduce Maori macrons into the .nz name space, with a launch in 2010 anticipated.

**AGM 10/08** THAT the DNC/NZOC Report be received.

(Cr Baddeley/Colin Jackson)

**CARRIED U**

7.35pm - voting was closed.

## **7. NZRS Report**

Anne Urlwin (Chair) and Nick Griffin (General Manager) delivered a brief presentation. The report outlined the operation of the Registry for the year, noting the dividends paid to InternetNZ. The average monthly domain name growth and where NZRS is heading for 2008-2009.

They noted that the change in the Society's constitution in order to receive charitable status will be a positive change for the Society.

The President thanked Carol Stigley for her contributions and support during her time on the Board of NZRS and then thanked Anne and Nick for the presentation and for their work.

**AGM 11/08** THAT the NZRS Annual Report be received.

(Colin Jackson/Cr Baddeley)

**CARRIED U**

## **8. Structural changes update**

The President gave an update of the Structural Review. The Shared Services Unit (SSU) has been formed with the help of Susi Fookes and Sila Auvaa (Contracted Change Manager). The team includes: Laura Turnbull (Receptionist), Sandra Glasgow (Accounts Technician), Kaylene Dowers (Scribe), and Susi Fookes (Manager).

The question was put forward regarding the cost of process of the Structural Review to which Peter replied that as the changes from the review are still being implemented it is likely we will have a better idea of the cost in the new year.

## **9. Charitable Status**

The Treasurer updated members on the application for Charitable Status. He explained the recent government changes to the charities bill. InternetNZ applied for Charitable Status but was unfortunately turned down due to minor points in InternetNZ's constitution. If Members vote to accept the proposed changes there is a potential saving of approximately \$1,000,000 in income tax.

## **10. General business**

Frank announced that the Council have appointed a new Fellow to InternetNZ.

*Citation: Peter Dengate Thrush has a long and distinguished record of contribution to Internet policy issues both nationally, in particular to InternetNZ, and internationally. He provided advice to the Council of InternetNZ from 1995 on management of .nz and represented InternetNZ on the landmark Oggi court case which validated the first-come-first-served policy. Peter was President of InternetNZ from 1999 to 2001. His international contributions date from involvement with consultations by the US Government from 1997 which lead to the formation of ICANN. He was Chair of APTLD from 2004 until 2006 when he was elected by the ccNSO constituency to the ICANN Board. He succeeded Vint Cerf as Chair of the ICANN Board in December 2007.*

## **11. Announcement of election results & vote on constitutional amendments**

Susi Fookes, the Returning Officer announced the election results and noted that the results would be posted on line once they have been signed off by the election Scrutineer.

**Councillors:**

Jamie Baddeley  
Michael Wallmannsberger  
Chris Streatfield  
Donald Clark  
Jonny Martin  
Neil James

The full results of the preferential ballot will be published on the InternetNZ website next week.

Resolutions 1 and 2 for Constitutional Amendments were carried.

1.

**AGM 12/08** THAT clause 1 of the Constitution be amended to change the name of the Society to "Internet New Zealand Incorporated" trading as InternetNZ.

(President/Secretary)

**CARRIED**

2.

**AGM 13/08** THAT clause 16.4 of the Constitution be amended by adding the words "...a charitable..."

(Treasurer/President)

**CARRIED**

The President thanked out going Councillors – Sam Sargeant and Carl Penwarden for their contribution to Council and noted that they will be missed immensely. Peter also congratulated and welcomed the two new Councillors – Donald Clark and Neil James.

**Meeting Closed:** The meeting closed at 8.30pm.

**Signed as a true and correct record:**

.....  
**Peter Macaulay, President, CHAIR**



**Business Plan**

**and**

**Projects Summary**

**2009 – 2010**

**Final**  
**13 March 2009**

# Introduction

The 2009/10 year shows a nearly-balanced budget, with a forecast operating surplus of \$4,357. As adopted by Council at its March meeting, this version is recommended to the members for formal adoption at the AGM. End of year actual numbers for 2008/09 and forecasts for 2009/10 will be provided at the AGM.

**NOTE:** Due to the structural changes that have occurred since the adoption of this business plan a full review of the 2009/10 budget is underway and the Chief Executive will provide an update at the AGM.

## I. Projects 2009-2010

This section of the Plan outlines the projects for action in the coming year. This overall level of Budget was designed to lead to a balanced Budget for the Society.

### Overall Summary for 2009/10

<b>Areas of Work</b>	2008/09 Budget	2008/09 Forecast	<b>2009/10 Budget</b>
Broadband Infrastructure	130,000	123,914	<b>115,000</b>
International Issues	45,000	28,446	<b>52,500</b>
Regulatory and Legal	231,000	255,074	<b>299,500</b>
Social Impact	145,000	155,960	<b>205,000</b>
Technical Issues	115,000	54,469	<b>147,500</b>
Special Projects Fund / Contingency	92,500	9,693	<b>73,000</b>
<b>TOTAL EXPENDITURE</b>	<b>758,500</b>	<b>627,556</b>	<b>892,500</b>

### Areas of Work

#### **Broadband Infrastructure:**

<b>Activity / Workstream</b>	2008/09 Budget	2008/09 Forecast	<b>2009/10 Budget</b>
BB Consumer Access / Availability			<b>20,000</b>
Digital / Regional Communities	40,000	13,958	<b>20,000</b>
Unconstrained Broadband	130,000	123,914	<b>75,000</b>
<b>TOTAL EXPENDITURE</b>	<b>170,000</b>	<b>137,872</b>	<b>115,000</b>

#### **International Issues:**

<b>Activity / Workstream</b>	2008/09 Budget	2008/09 Forecast	<b>2009/10 Budget</b>
APTLD Secretariat	20,000	16,988	<b>10,000</b>
Major International Policy Forum			<b>20,000</b>
Pacific Internet Partnership	25,000	11,458	<b>15,000</b>
Travel Fellowships – APRICOT	15,000		<b>7,500</b>
<b>TOTAL EXPENDITURE</b>	<b>60,000</b>	<b>28,446</b>	<b>52,500</b>



## Regulatory & Legal

Activity / Workstream	2008/09 Budget	2008/09 Forecast	2009/10 Budget
Parliamentary Internet Caucus	10,000	1,000	2,500
ICT Careers / Skills Development			10,000
Internet Patents Monitoring Website	5,000	4,620	5,500
ISOC Membership	6,000	9,000	9,000
Legal Jurisdiction Issues Seminar	-	-	20,000
Copyright	-	-	40,000
Regulatory Issues & Submissions	40,000	49,968	55,000
Telco Regulatory Reforms	80,000	97,569	55,000
Cyberlaw Fellowship	90,000	92,917	90,000
Securing the DNS	75,000	2,763	5,000
Overseas Speakers to NZ	12,500		7,500
<b>TOTAL EXPENDITURE</b>	<b>318,500</b>	<b>257,837</b>	<b>299,500</b>

## Social Impact

Activity / Workstream	2008/09 Budget	2008/09 Forecast	2009/10 Budget
Maori ICT Achievement	-	-	10,000
Liz Dengate Thrush Foundation	20,000	30,790	20,000
World Internet Project	25,000	25,170	25,000
(Unallocated Workstream)	-	-	40,000
NetSafe Strategic Partnership	100,000	100,000	100,000
History of the Internet – Book & Wiki	35,000	33,370	5,000
Presentations for Partners	-	-	5,000
<b>TOTAL EXPENDITURE</b>	<b>180,000</b>	<b>189,330</b>	<b>205,000</b>

## Technical Issues

Activity / Workstream	2008/09 Budget	2008/09 Forecast	2009/10 Budget
International Meeting in NZ	25,000	27,619	5,000
NZNOG Sponsorship	10,000	11,000	10,000
IPv6	30,000	15,850	20,000
Broadband Measurement	50,000	0	50,000
Linux.conf.au – supplementary	-	-	35,000
Best Practice Programme	40,000	9,999	20,000
NZ Open Source Awards	7,500	7,500	7,500
<b>TOTAL EXPENDITURE</b>	<b>162,500</b>	<b>71,968</b>	<b>147,500</b>

## Contingency

Activity / Workstream	2008/09 Budget	2008/09 Forecast	2009/10 Budget
Special Projects Fund / Contingency	92,500	9,693	73,000
<b>TOTAL EXPENDITURE</b>	<b>92,500</b>	<b>9,693</b>	<b>73,000</b>

## 2. InternetNZ Council and Members

	<b>2009/10 Budget</b>
Members Services	<b>32,500</b>
Operating expenses	<b>101,850</b>
Governance	<b>138,150</b>
<b>TOTAL EXPENDITURE</b>	<b>272,500</b>

## 3. Executive Board and Business Units

	<b>2009/10 Budget</b>
Executive Brd: operating expenses	<b>70,640</b>
Executive Board: governance	<b>56,250</b>
Shared Services Unit	<b>556,726</b>
Executive Director's Office	<b>725,000</b>
Overheads	<b>179,605</b>
<b>TOTAL EXPENDITURE</b>	<b>1,588,221</b>

## 4. InternetNZ Financial Summary 2009/2010

Total Expenditure	\$2,753,221
NZRS Dividend	\$2,490,000
Other Income	\$267,579
Operating Surplus	\$4,357

# Proxy Form - InternetNZ Annual General Meeting 2009

I ..... am a financial member of InternetNZ.

I hereby appoint ..... a financial member of InternetNZ, to vote my proxy at the AGM of InternetNZ to be held on Thursday 30 July 2009.

My proxy is valid for (eliminate two of the following):

All issues

Elections only

Selected issues (please list below):

.....  
.....  
.....

My Proxy Holder is assigned FULL /PARTIAL/ NO (eliminate two) discretion in the casting of my vote/s.

Signed: .....

Date: .....

You will need to send your Proxy Holder your online voting login and password as well. We suggest that you do this by direct contact with your Proxy Holder, but if you prefer you may include these in the space below and the office will pass the information on to them on your behalf.

Online login: .....

Online password: .....

Please note that all details must be filled in for this to be acceptable as an instrument of proxy. All proxies must be received at the Society's office 48 hours before the scheduled start of the AGM either by posting to:

InternetNZ  
PO Box 11-881  
Wellington 6142

Or by facsimile to:  
+64 4-495-2115

For more information, please refer to section 11.5 of the InternetNZ constitution:  
[www.internetnz.co.nz/about/rules/constitution.html](http://www.internetnz.co.nz/about/rules/constitution.html)