

# Proposed Resolutions Amending InternetNZ Constitution (for 2025 AGM)

## Governance Integrity and Due Process

1. Resolved: That clause 2.8.1 of the Constitution be amended by replacing the final sentence with:

*“Before imposing any such suspension, the Member must be given notice of the proposed suspension and should be given an opportunity to be heard before a decision is made to suspend the Member.”*

### EXPLANATORY NOTE:

#### **Current Clause:**

2.8.1 Board may suspend membership:

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

#### **Proposed Clause:**

2.8.1 Board may suspend membership:

If a Member is, or may be, in breach under clause 2.6.1, and the Board believes it is in the best interests of the Society to do so, the Board may suspend the Member until final determination of the dispute resolution process applicable to the matter. Before imposing any such suspension, the Member must be given notice of the proposed suspension and should be given an opportunity to be heard before a decision is made to suspend the Member.

#### **Rationale:**

This amendment strengthens procedural fairness by ensuring that members are not only notified of a potential suspension but are also given an opportunity to respond before a final decision is made. The current clause refers to “notice of the suspension,” but does not explicitly require a fair hearing. This change affirms basic principles of natural justice.

2. Resolved: That clause 11 of the Constitution be amended by adding the following words at the end:

*“provided that any Code of Conduct must be approved by an Annual General Meeting before coming into effect.”*

### EXPLANATORY NOTE:

#### **Current Clause:**

11 Bylaws

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

**Proposed Clause:**

11 Bylaws

The Board from time to time may make and amend bylaws, and policies for the conduct and control of Society activities and codes of conduct applicable to Members, but no such bylaws, policies or codes of conduct applicable to Members shall be inconsistent with this Constitution, the Act, regulations made under the Act, or any other legislation, provided that any Code of Conduct must be approved by an Annual General Meeting before coming into effect.

**Rationale:**

This amendment ensures that any Code of Conduct applicable to Members is subject to democratic approval by the membership before taking effect. It protects against potential overreach or “capture” by the Board or Executive, particularly where a code may impact members’ freedom of expression or limit open discussion. Requiring AGM approval strengthens accountability and reinforces the Society’s commitment to transparency and participatory governance.

**3. Resolved: That clause 3.10.1 be amended by:**

- deleting subclause (d), and
- adding after the words “*by resolution*” the words “*confirmed at a General Meeting*”.

**EXPLANATORY NOTE:**

**Current Clause:**

3.10.1 Removal of Board Members by the Board:

The Board may, by resolution, remove a Board Member, if the Board Member:

- (a) no longer meets the qualification requirements to be a Board Member under clause 3.5; or
- (b) fails to attend three consecutive meetings of the Board (while not on a leave of absence); or
- (c) is acting in serious conflict with this Constitution; or
- (d) has been deemed to have brought the Society into disrepute.

**Proposed Clause:**

3.10.1 Removal of Board Members by the Board:

The Board may, by resolution confirmed at a General Meeting, remove a Board Member if the Board Member:

- (a) no longer meets the qualification requirements to be a Board Member under clause 3.5; or
- (b) fails to attend three consecutive meetings of the Board (while not on a leave of absence); or
- (c) is acting in serious conflict with this Constitution.

**Rationale:**

Subclause (d) introduces a vague and subjective standard that could be used to penalise dissent or unpopular opinions, thereby chilling legitimate debate. Its removal protects freedom of expression within the Board. Additionally, requiring that any removal be confirmed by a General Meeting enhances democratic oversight, particularly since most Board members are elected. This change ensures that removal decisions are subject to broader member accountability, not just internal Board dynamics.

**4. Resolved:**

- That clause 3.10.1(b) be amended by inserting the words “regularly scheduled” after the word “three” and before the words “consecutive meetings”.
- That clause 3.10.2 be amended by deleting the words “and (d)”.
- That clause 3.10.3 be amended by deleting the words “has brought the Society into disrepute or”.
- That clause 3.10.4 be amended by deleting the words “and (d)”.

**EXPLANATORY NOTE:****Current Clause 3.10.1 (partial):**

(b) fails to attend three consecutive meetings of the Board (while not on a leave of absence);

**Proposed Clause 3.10.1 (partial):**

(b) fails to attend three regularly scheduled consecutive meetings of the Board (while not on a leave of absence);

**Current Clause 3.10.2:**

3.10.2 Resolutions by the Board:

Resolutions made for reasons provided in 3.10.1(c) and (d) must be agreed by 75% of Board Members.

**Proposed Clause 3.10.2:**

3.10.2 Resolutions by the Board:

Resolutions made for reasons provided in 3.10.1(c) must be agreed by 75% of Board Members.

**Current Clause 3.10.3:**

3.10.3 Removal by the Society:

The Society may, by resolution (brought in accordance with clause 4.3.2(a)), remove a Board Member, if the Board Member has brought the Society into disrepute or is acting in serious conflict with this Constitution.

**Proposed Clause 3.10.3:**

3.10.3 Removal by the Society:

The Society may, by resolution (brought in accordance with clause 4.3.2(a)), remove a Board Member if the Board Member is acting in serious conflict with this Constitution.

**Current Clause 3.10.4:**

3.10.4 Motion to remove (prior to any resolution):

Unless the resolution is made following a dispute resolution process, before considering any motion for removal brought under 3.10.1(c) and (d) and 3.10.3, the Board Member subject to the removal must be given notice of any meeting being held to discuss the motion for removal, adequate time to respond and the opportunity to provide a written or oral response at the meeting.

**Proposed Clause 3.10.4:**

3.10.4 Motion to remove (prior to any resolution):

Unless the resolution is made following a dispute resolution process, before considering any motion for removal brought under 3.10.1(c) and 3.10.3, the Board Member subject to the removal must be given notice of any meeting being held to discuss the motion for removal, adequate time to respond and the opportunity to provide a written or oral response at the meeting.

**Rationale:**

These amendments strengthen procedural fairness and clarify the grounds for removal of Board Members. Adding the qualifier “*regularly scheduled*” in clause 3.10.1(b) ensures that attendance requirements are not unfairly triggered by ad hoc or emergency meetings. Deleting the reference to “disrepute” as a removal ground reflects concerns that this language is vague, subjective, and prone to misuse, potentially chilling legitimate dissent or criticism. Removing clause 3.10.1(d) necessitates updating cross-references in clauses 3.10.2 and 3.10.4 for consistency.

5. Resolved: That Clause 2.6.1(c) be amended by deleting the words:  
*“and do nothing to bring the Society into disrepute.”*

**EXPLANATORY NOTE:**

**Current Clause:**

2.6.1 Every member shall:

- (c) adhere to the rules of the Society, including, but not limited to, a Code of Conduct and this Constitution, and do nothing to bring the Society into disrepute.

**Proposed Change:**

2.6.1 Every member shall:

- (c) adhere to the rules of the Society, including, but not limited to, a Code of Conduct and this Constitution.

**Rationale:**

The phrase “*and do nothing to bring the Society into disrepute*” is vague and subjective, inviting misuse to suppress legitimate dissent. Members could face censure for publicly criticising governance decisions (e.g. on co-governance or Treaty obligations), advocating controversial policy views (such as diverging from the Society’s stance on digital equity or content

moderation), or raising concerns about internal practices like transparency or conflicts of interest. Such engagement is essential to a healthy, democratic organisation. Member conduct should be governed by clear, objective standards set out in the Code of Conduct and Constitution.

## Strengthening Democratic Representation

6. **Resolved:** That Clause 3.2.1 be amended to substitute 11 for 9 and 9 for 7 and subclause (a) should be consequentially amended to substitute 7 for 5 and 9 for 6.

### EXPLANATORY NOTE:

#### **Current Clause:**

##### 3.2.1 Board composition:

Subject to the transitional provisions in Schedule 1, the Board shall consist of 9 Board Members when possible but at no time less than 7 Board Members. The Board shall comprise: (a) at least 5 and up to 6 Elected Board Members, who must be Eligible Members of the Society;

#### **Proposed Clause:**

##### 3.2.1 Board composition:

Subject to the transitional provisions in Schedule 1, the Board shall consist of 11 Board Members when possible but at no time less than 9 Board Members. The Board shall comprise: (a) at least 7 and up to 9 Elected Board Members, who must be Eligible Members of the Society;

#### **Rationale:**

This amendment increases the total number of Board Members to enhance representation and accountability. Expanding the number of elected positions ensures that a greater proportion of the Board is directly chosen by the membership, reinforcing the Society's democratic legitimacy. It also broadens the range of voices and expertise on the Board, helping to reflect the diversity of the membership and reducing reliance on appointed members for core governance functions.

7. **Resolved:** That Clause 1.5.1 of the Constitution be amended by deleting the words "*and the Society's commitment to centring Te Tiriti o Waitangi*".

### EXPLANATORY NOTE:

#### **Current Clause:**

##### 1.5.1 The Society's culture and practice:

This Constitution must be interpreted having regard to the culture, dignity and rights of all people in Aotearoa New Zealand and the Society's commitment to centring Te Tiriti o Waitangi.

#### **Proposed Change:**

##### 1.5.1 The Society's culture and practice:

This Constitution must be interpreted having regard to the culture, dignity and rights of all people in Aotearoa New Zealand.

**Rationale:**

The proposed deletion removes language that is both redundant and ambiguous. The Society's commitment to Te Tiriti o Waitangi is already clearly stated elsewhere in the Constitution, and the phrase "*centring Te Tiriti o Waitangi*" lacks established legal meaning, potentially introducing interpretive uncertainty. The remaining language, "*the culture, dignity and rights of all people in Aotearoa New Zealand*", adequately reflects inclusive values, including Te Tiriti principles, without compromising clarity or intent.

8. **Resolved:** That Clause 3.2.3 be amended by deleting the words "*At least two Board Members shall have expertise in Te Tiriti o Waitangi, te ao Māori, and/or Māori governance*" and substituting with "*The Board should, as far as practicable, include members with expertise or experience in areas such as accounting, legal matters, internet technologies, te ao Māori, and membership engagement, and should reflect a demographically diverse mix.*"

**EXPLANATORY NOTE:**

**Current Clause:**

3.2.3 Skills requirements:

The Board shall comprise people with the knowledge, skills and experience required for effective governance of the Society. At least two Board Members shall have expertise in Te Tiriti o Waitangi, te ao Māori, and/or Māori governance.

**Proposed Clause:**

3.2.3 Skills requirements:

The Board shall comprise people with the knowledge, skills and experience required for effective governance of the Society. The Board should, as far as practicable, include members with expertise or experience in areas such as accounting, legal matters, internet technologies, te ao Māori, and membership engagement, and should reflect a demographically diverse mix.

**Rationale:**

While cultural expertise is important, the current clause risks overemphasising one area at the expense of others essential to effective governance. The proposed wording broadens the scope to include key competencies such as finance, law, technology, and member engagement, while still recognising the value of te ao Māori. It supports a more balanced and practical approach to Board composition, encouraging diverse skills and perspectives without prescribing rigid quotas. This helps ensure the Board is well-equipped to serve the Society's broad mission and evolving needs.

9. **Resolved:** That clause 3.2.4 be deleted.

#### EXPLANATORY NOTE:

##### **Current Clause:**

3.2.4 Māori representation:

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

##### **Rationale:**

This clause imposes a specific ethnic representation requirement that may unintentionally narrow the pool of potential Board members and constrain the broader goal of diverse, skills-based governance. While the inclusion of Māori perspectives is valuable, mandating a set number of Māori members risks being perceived as discriminatory and may limit flexibility in appointing the most qualified candidates across all areas of expertise. Removing this clause allows the Board to prioritise a wider range of competencies while continuing to uphold inclusive values through broader diversity and skills-based criteria.

#### **10. Resolved: That Clause 3.2.5 be amended by:**

- *deleting the words “Subject to clause 3.2.6” and “either a) Co-Chairs with joint responsibility for leading the Board, one of whom must be Māori; or”;*
- *inserting the words “namely, a Chairperson and Deputy Chairperson appointed by the Board” after “two Board Members”;* and
- *clause 3.2.6 be deleted.*

#### EXPLANATORY NOTE:

##### **Current Clause 3.2.5:**

3.2.5 Leadership of the Board

Subject to clause 3.2.6, the Board shall be led by two Board Members, either:

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

##### **Proposed Clause 3.2.5:**

3.2.5 Leadership of the Board:

The Board shall be led by two Board Members, namely, a Chairperson and Deputy Chairperson appointed by the Board.

##### **Rationale:**

These amendments remove race-based prescriptive language from the Board’s leadership provisions and affirm that leadership roles should be determined based on merit, experience, and the confidence of the Board. While Māori representation remains important, requiring that one Co-Chair be Māori may limit flexibility and inadvertently prioritise ethnicity over other key leadership qualities. The proposed wording clarifies that the Board shall appoint a Chairperson and Deputy Chairperson, enabling a more consistent and skills-based approach to leadership selection while continuing to support inclusive governance more broadly.

## Fair and Clear Dispute Resolution Framework

### 11. Resolved:

- (a) That Clause 5.1 be amended by deleting the word “*tikanga*” and substituting the words “*Dispute Resolution*”.
- (b) That Clause 5.1.1 be amended by deleting the word “*tikanga*” where it appears and substituting the words “*Dispute Resolution*”.

#### EXPLANATORY NOTE:

##### **Current Clause 5.1:**

5.1 TIKANGA PRINCIPLES

##### **Proposed Clause 5.1:**

5.1 DISPUTE RESOLUTION PRINCIPLES

##### **Current Clause 5.1.1:**

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

##### **Proposed Clause 5.1.1:**

Guiding dispute resolution principles:

The following dispute resolution principles shall guide the dispute resolution process:

##### **Rationale:**

While the guiding principles themselves are thoughtful and aligned with best practices for dispute resolution, describing them under the heading “tikanga” introduces ambiguity. *Tikanga* in te reo Māori refers to a broad and diverse body of customs and values, which may vary across contexts and iwi. In contrast, the proposed principles are clearly designed to apply specifically to dispute resolution processes. Replacing “tikanga” with “Dispute Resolution” enhances clarity and precision while respecting the values embedded in the original language.

- ### 12. Resolved: That the words “*Māori mediator*” in Clause 5.7.1(b) be deleted and replaced with the words “*nominated mediator*”.

#### EXPLANATORY NOTE:

##### **Current Clause:**

5.7.1 Society may refer complaint:

The Society may refer a complaint to:

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

**Proposed Clause:**

(b) a subcommittee, an arbitral tribunal, a nominated mediator or an external person to investigate and make a decision.

**Rationale:**

This amendment enhances flexibility in the dispute resolution process by allowing the parties to jointly agree on a suitable mediator, rather than prescribing ethnicity in advance. Replacing “*Māori mediator*” with “*nominated mediator*” preserves the option for cultural or kaupapa Māori mediation when appropriate but avoids imposing identity-based criteria. This supports a fair, consent-based approach while still accommodating a wide range of dispute resolution models.