InternetNZ

MINUTES OF ANNUAL GENERAL MEETING: 31 July 2008

Status: Draft

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

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

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:

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Peter Macaulay, President, CHAIR