
MINUTES OF THE 2009 INTERNETNZ ANNUAL GENERAL MEETING

Status: Draft

Date: Thursday 30 July 09

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

The evening started with a presentation from ICANN Chair, Peter Dengate Thrush. Peter talked about the organisational structure of ICANN. ICANN is an international not-for-profit organisation, registered in America and is responsible for IP address allocation, protocol identifier assignments, gTLDs and ccTLDs, name system (DNS) management and root server co-ordination.

Opened: The President (Pete Macaulay) officially opened the meeting at 6.40pm.

The President announced that voting had reopened at 5.30pm and will close at 7.30pm.

Apologies: Apologies were received from: Liz Butterfield, Nicola Duckett, Reg Hammond, Roger Hicks, Neil James, Mavis Mullins, Simon Stokes, Dennis Viehland, Murray Willis.

AGM 01/09 THAT the apologies for the 2009 AGM be received.
(President/Vice President)

CARRIED U

Minutes of 2008 AGM and Matters Arising:

The minutes of the 2008 AGM were taken as read. It was noted that the Connecting the Clouds book was released in 2008 not 2009 as was recorded in the 2008 minutes.

AGM 02/09 THAT the minutes of the 2008 AGM be received and adopted as a true and accurate record of the meeting.
(President/Gavin Adlam)

CARRIED U

President's Report:

The President noted that his written report was printed within the Annual Report however he wished to expand on a few points and cover some points that had happened since publication.

Pete thanked the members for their commitment to InternetNZ; the 2009 election was the most active since 2000. He also thanked contractor Simon Riley and Councillors with a special thanks to Chris Streatfield for the wealth of InternetNZ knowledge he shares with the group and Frank March for his support to the President. He also thanked the Boards with a special mention given to Anne Urlwin who has stepped down as Chair of NZRS. He finished by thanking the InternetNZ staff, notably Richard Currey for stepping into the acting CEO role.

Pete noted that Council now needs to have a strong emphasis on turning business development into strategies and then to action, while ensuring that the boards remain focused on governance and on looking after staff.

AGM 03/09 THAT the President's report be received.
(President/Cr Chris Streatfield)

CARRIED U

AGM 04/09 THAT the Annual Report be received.
(President/Cr Chris Streatfield)

CARRIED U

AGM 05/09 THAT the Audited Annual Accounts be accepted.
(President/Cr Donald Clark)

CARRIED U

AGM 06/09 THAT Grant Thornton be appointed auditor for the ensuing year.
(President/Peter Dengate Thrush)

CARRIED U

2009/10 Budget:

AGM 07/09 THAT the 2009/10 Business Plan and Budget be adopted.
(President/Vice President)

CARRIED U

Executive Director's Report:

The President invited Keith Davidson (Executive Director) to speak to his report. Keith noted that this was his last year as Executive Director for InternetNZ so would not be speaking of plans for the future; instead he focused on some points from the past year. Keith noted that benefits continue to be seen from the Structural Reform Project, Section 92a was a thorny issue, and the Policy Advisory Group (PAG) was created for those members who wished to be involved in policy debates. As the Policy Advisory Group was voluntary, it enabled members who didn't want to be involved in the debates to continue to receive member information without being in-undated with emails debating current issues.

AGM 08/09 THAT the report of the Executive Director be received.
(President/Cr Jamie Baddeley)

CARRIED U

The President thanked Keith for his report and gave a speech outlining Keith's achievements during his time with InternetNZ. He then advised that although Keith was not going to be an employee of InternetNZ, he was not leaving altogether, but has become a contractor. A gift was presented to Keith.

Keith replied with thanks and told a few farewell stories. He gave special thanks to Jordan Carter for his support and to Debbie Monahan and Nick Griffin.

CEO Report:

The President invited Richard Currey to speak to his report. Richard noted that since taking on his role as Chief Executive Officer for InternetNZ, he has observed that the organisation is in extremely good health. InternetNZ continues to do good work in the policy and advocacy areas and 2009 will see the primary focus being on the Copyright Review.

Members were reminded that the IPv6 Hui will be held in August 2009 and all members were encouraged to attend. The Hui will be held in Auckland, Wellington and Christchurch.

Richard then invited Paul Pettit from Curtis McLean to speak about the financial position and performance of the society for the financial year ending 31 March 2009. Paul summarised the financial reports in the Annual Report, noting equity was up nearly 1 million from 2008, net profit was up by just over \$200k, to \$813k due mostly to income from domain name

registrations being up by \$300k, he also stated that becoming a charitable organisation had saved the group approximately \$600k in taxes. Cr Donald Clark assured members that Council is continuing to keep a close eye on the group's cash position and how funds are being used.

The President announced that voting had closed at 7.30pm.

AGM 09/09 THAT the report of the Chief Executive Officer be received.
(President/John Hine)

CARRIED U

Domain Name Commission Limited Report:

The President invited Joy Liddicoat (DNCL Acting Chair) and Debbie Monahan (Domain Name Commissioner) to speak to their report. Joy and Debbie noted that the Domain Name Commission Limited has completed its first year operating as a separate legal entity; however the year was business as normal.

Most of the year's highlights are mentioned in the annual report but Debbie made special note of the following;

- Dot Bank is a work in progress.
- Dot Health was up and running as of 1 July 2009 and currently has three names registered.
- The first appeal under the DRS occurred involving the Country Channel. The result of the appeal was that the original decision was reversed.

AGM 10/09 THAT the DNCL Annual Report be received.
(President/Andy Linton)

CARRIED U

New Zealand Registry Services Report:

The President invited Donna Hiser (NZRS Chair) and Jay Daley (NZRS CEO) to speak to their report. Donna started by stating that the board has, out of necessity, been directly involved in operational aspects in the past but has stood back since the appointment of Jay Daley to NZRS. She confirmed that Doug Mercer has been reappointed to the board and that David Wright will be joining the board as a new appointee. Donna then thanked Anne Urlwin, who retired as the Chair of the Board at the AGM, outlining her achievements and wishing her the best for the future.

Jay spoke of highlights of the past year and gave a presentation on where NZRS is heading. The past year had seen domain name growth of 8.8%, charitable status was received in August 2008, Sebastian Castro has been appointed as a DNS specialist and Dave Baker has moved to the position of CTO.

There was discussion on DNS security. Concern was expressed by Cr Jonny Martin that discussions on DNS Security Extensions took place each year but it still had not been implemented. Jay assured the meeting that definite plans are now being made and DNSSEC will be implemented in due course. Debbie reported that in September 2009, Paul McKitrick will be coming on board with DNCL as the Compliance Manager. He will be heavily involved in the work NZRS is doing, including the DNS Security Extensions.

AGM 11/09 THAT the NZRS Annual Report be received.
(President/Cr Chris Streatfield)

CARRIED U

General Business:

Andy Linton put forward the following recommendation to Council;

“That a working group be formed to review the election processes of InternetNZ. This would:

- 1) audit the process for electing council,
- 2) make recommendations on whether the Officers of InternetNZ should be directly elected by the membership,
- 3) make recommendations on the continuing use of proxy votes in elections for councillors,
- 4) make recommendations on aligning the membership year with the financial year,
- 5) make recommendations on the membership fee structure,
- 6) make recommendations on the minimum period of membership before voting rights are granted (in elections and all general meetings), and
- 7) make recommendations on the formation of a Nominating Committee for Council

The working group would be appointed by Council and constituted from the general membership of InternetNZ as well as from Council and would report to a Special General Meeting.

That an SGM be held within sufficient time so that any changes can be implemented prior to the next AGM.”

Cr Chris Streatfield informed the meeting that motions are not allowed to be passed at AGM's unless 14 days notification is given. The above could therefore only be brought forward as a recommendation. He also expressed his support of the above.

Steven Heath stated he was not in favour of nominating committees and felt that the appointment of Councillors should be membership driven. He was indifferent about the membership fee structure changing but felt there were bigger issues that needed addressing and may involve the formation of several task forces.

John Hine wanted to see a point added to the above to include consideration of how Fellows are chosen.

Lawrence Millar asked that another point be added to the above to enable the membership list to be publicly available. Richard Currey stated that previously the membership lists were available to be viewed in the office while in the presence of a staff member. However there are a number of issues with this approach, including Privacy and access for Members not able to visit the office. Richard is preparing a discussion paper on this subject for Council to review.

Frank gave a speech thanking the outgoing President for all his hard work. Pete has been involved with InternetNZ since 2003 when he was the Executive Director. From 2005 to 2007, Pete was appointed as a Councillor and from 2007 to 2009 had been President. He came in amidst receipt of the Westlake Report on structural changes and although skeptical of the findings, pushed ahead with what was required. During Pete's time as President, he has managed to accomplish the following;

- Gained Charitable Status for the group.
- Initiated an 'All Boards' meeting.
- Became a Liz Dengate Thrush Foundation Trustee.
- Governed a mostly harmonious Council.
- Encouraged and achieved co-ordination across the group.

A gift was then presented to Peter and he was invited to reply. Pete thanked Frank for his well wishes and acknowledgement of his achievements. He stated that although his time as President hadn't been easy, in comparison to his predecessors, he had had a rather smooth time.

Announcement of Election Results:

The Returning Officer announced the election results as follows:

Officers:

Frank March – President – 3 years until 2012

Jamie Baddeley – Vice President – 3 years until 2012

Councillors:

Michael Foley – 3 years until 2012

Hamish McEwen – 3 years until 2012

Judy Speight – 1 year term until 2010

Liz Butterfield – 1 year term until 2010

The results were subject to a manual count and sign off by an independent Scrutineer. They are to be finalised on Friday 31 July 2009.

The Returning Officer informed that there will need to be a by-election due to Cr Jamie Baddeley being appointed to the role of Vice President. Details of the by-election will be provided by Friday 7 August 2009. David Farrar suggested that the next highest ranking candidate of the election should be appointed to the vacant councillor position, this was not agreed by all.

Hand Over to New Chair:

The outgoing President handed the chair over to the new President, Frank March.

Frank thanked outgoing President Pete Macaulay and outgoing Councillor Stuart Fleming for their contribution to InternetNZ. He then welcomed the new members stating that there had been a significant increase in membership numbers in the past few months and expressed his hope that they will all remain on board. Frank finished off by reminding the meeting that “InternetNZ does not offer any benefits to the membership, what it offers is a framework for people to give back to our community”.

Meeting closed: There being no further business, the 2009 Annual General Meeting closed at 8:44 p.m.

Signed as a true and correct record:

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Pete Macaulay, CHAIR