

ANNUAL GENERAL MEETING

New Zealand Internet Exchange Inc

The Longroom, 114 Ponsonby Rd, Grey Lynn, Auckland
5:30pm, Thursday 28 June 2018

AGENDA

Meeting Open & Chair's Report	Davey Goode	Introduction and welcome to members Presentation of the Annual Report for the Society
Secretary's Report	Nathan Brookfield	An update on the Society structure and presentation of by-laws outlining Committee terms
Treasurer's Report	Dave Mill	Update of organisational structure, presentation of financials (audited balance sheet and a statement of accounts), and appointing Auditors for following year
Technical Report	Joe Wooller	An overview of the IX as well as Q&A from members
Resolution to Amend Rules	Nathan Brookfield	Vote of the membership to amend the society rules
Vote to Appoint Committee	Nathan Brookfield	Vote to appoint Committee positions
Other Business	Davey Goode	Open for questions from the floor
Meeting Close	Davey Goode	
Followed by Presentation by the OpenLI project		

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5:30pm, Tuesday 27 June 2017



DRAFT MINUTES

Meeting opened at 5.42pm

1. Welcome and Chairman's Report

Davey Goode welcomes members to the meeting

2. Secretary's Report

Secretary's report presented by Joe Wooller.

JW reports there are no committee elections this year. The committee seeks recommendation on length of committee terms to be introduced under by-laws. Opens for discussion on committee terms. Recommends splitting the terms with three positions up for election at the next AGM.

General discussion on additional service offerings, VLLs, others.

3. Treasurer's Report

Treasurer's report delivered by Paul Arch. Draft Financial reports are presented, and Paul provides an overview.

Paul reports on financial arrangements under negotiation with the Internet Association of Australia (IAA) as well as the operating costs to be expected.

4. Technical Report

Joe Wooller provides a technical overview of NZIX. Currently three POPs, 220 Queen, MDR and Vocus Albany. Looking for recommendations of additional sites.

Current stats: 64 unique peers; aggregate peak in excess of 20Gbits/s; 8,000 IPv4 Routes; 700 IPv6 Routes

5. Other Business

- Question from Davey over lifespan of switches in NZ. JW responds 3 to 4 years.
- A member asks what equipment we are using. Joe advises Extreme, more details are supplied.
- In member discussion it is stated that if we move to 100G ports new equipment is required. Discussion regarding options for 1/10/100G options – Sydney needs 100G now, Auckland might be a while away.
- Open discussion regarding WLG as an option for a distributed exchange. General discussion indicates that Wellington isn't really that wanted from our members. A later survey to members to follow up.
- Discussion over sites in Wellington. Featherston St seems logical.

6. Meeting Closed

Joe Wooller closes the meeting at 6.06pm

AGM Attendance List

Andrew Thrift, Business Technology Group Limited
Brendan Steed, Trustpower Limited
Callum Barr, Vibe Communications LTD
Chris Browning, Lightwire Limited
Craig Spiers, Vibe Communications LTD
Dave Mill, Inspire Net Ltd NZIX Committee
Davey Goode, Vibe Communications LTD
David Allen, Virtutel Pty Ltd
Jasmine Harrison, PrimoWireless Ltd
Jason Wohnsiedler, Vetta Online Ltd
Jeff Morgan, Business Technology Group Limited
Joe Wooller, Internet Association of Australia Inc.
John Burns, WheroNet
Justin MacLennan, Vodafone NZ
Lachlan Peterson, Vodafone NZ
Lydia Richards , WheroNet
Matthew Harrison, PrimoWireless Ltd
Nathan Ward, Trustpower Limited
Neil Fenemor,
Paul Arch, Internet Association of Australia Inc.
Phil Hunt, Vodafone NZ
Quintin Russ, SiteTech Solutions Limited
Shaun Fisher, Vetta Online Ltd
Tom Paseka, CloudFlare, Inc
Matt , Vibe Communications LTD
Daniel Griggs, NZRS
Patrick Jordan-Smith, Bypass

Proposed Society Rule Change – Member Briefing 2018 Annual General Meeting

Dear Members,

The Committee of the New Zealand Internet Exchange have proposed a change to the Society Rules in line with advice received by Inland Revenue.

We have been advised that Inland Revenue are able to grant a \$1000 non profit body deduction under section DV 8 of the Income Tax Act of 2007.

In order to do so the Society must remove the ability to make amendments to clauses 4, 9.2 and 12.3.

Clause 11.1 allows for changes to the Society Rules. As such the committee proposes the following change to Clause 11.3

Current

- 11.1 **Procedure:** These Rules may only be altered, added to or repealed:
- 11.1.1 by a resolution passed by a 2/3rds (67%) majority of the Full Members present and entitled to vote at an Annual General Meeting or Special General Meeting called in accordance with these Rules; and
 - 11.1.2 with the written approval of the Founding Member.

Proposed Change

- 11.1 **Procedure:** These Rules may only be altered, added to or repealed:
- 11.1.1 by a resolution passed by a 2/3rds (67%) majority of the Full Members present and entitled to vote at an Annual General Meeting or Special General Meeting called in accordance with these Rules; and
 - 11.1.2 with the written approval of the Founding Member.
 - 11.1.3 no alteration, addition to, or revision shall be made to clause 4, 9.2 and 12.3.

Members are advised that the Clauses this change impacts are as follows

Clause 4

4. OBJECTS AND POWERS

- 4.1 The Society is a not-for-profit common interest society which is established to maintain and extend the interests of the professional internet community throughout New Zealand. The underlying principles of the Society are to widely promote the internet, its applications and associated technologies, as an essential attribute to the business and not-for-profit sectors, while also advancing internet services and benefits to private citizens in the community. The Society is modelled along the lines of its mentor Association in Australia, WAIA.
- 4.2 The primary objects of the Society shall include to:
- a. support and protect the interests of the Internet community in New Zealand;

- b. assist the operation and expansion of Internet usage within New Zealand including but not limited to the Society and other Internet based services;
- c. promote education and informed discussions on matters relating to the Internet:
- d. support, encourage and advise on the development and use of online services and related innovations;
- e. develop and maintain valuable links with similar organisations within New Zealand and globally for the benefit of Members; and,
- f. offer services to Members and the general public to assist in fulfilling the aforementioned stated objects.

4.3 The Society shall achieve the aforementioned objects by exercising its full legal powers permitted under law, including to:

- a. establish, operate and administer one or more Internet exchange points in New Zealand;
- b. determine, implement and enforce protocols, policies and rules for the operation and use of any Internet exchange point operated by the Society;
- c. purchase, lease, hire, or otherwise acquire and hold real and personal property, rights, and privileges;
- d. construct, maintain and alter any buildings, premises or facilities and carry out works it considers necessary or desirable for the advancement or improvement of such buildings, premises or facilities;
- e. sell, lease, mortgage, charge or otherwise dispose of any property of the Society and to grant such rights and privileges of such property as it considers appropriate;
- f. control and raise money, including to borrow, invest, loan or advance monies and to secure the payment of such by way of mortgage, or charge over all or part of any of its real and personal property **provided that** interest paid on such funds borrowed or raised must not exceed the current market rate, and funds advanced or loaned must be at no lesser than the current market rate, unless the recipient of such funds loaned or advanced has objects the same as or similar to the objects of the Society;
- g. determine, raise and receive money by subscriptions, fees, levies, sponsorship or otherwise;
- h. engage people and organisations to work for and with the Society, provided that the payment for such services shall not exceed the market rate;
- i. if so determined by the Committee, to be a member of the Asia Pacific Internet Exchange Association or any successor or similar organisation;
- j. determine who are its Members in accordance with the Rules;
- k. establish and maintain the Committee, sub-committees, and other groups and to delegate its powers and functions to such groups;
- l. establish, maintain, and have an interest in corporate or other entities to carry on and conduct any part of the affairs of the Society and for that purpose, to utilise any of the assets of the Society;
- m. produce, develop, create, licence and otherwise exploit, use, and protect the Intellectual Property of the Society; and,
- n. purchase or otherwise acquire all or any part of the property, assets and liabilities of any one or more companies, institutions, incorporated societies or organisations whose activities or objects are similar to those of the Society, or with which the Society is authorised to amalgamate or merge, or generally for any purpose designed to benefit the Society; and do any other acts or things which further its objects.

The powers specified in Rule 4.3 shall not limit the rights and powers of the Society as an incorporated society under the Incorporated Societies Act 1908.

Clause 9.2

9.2 **Application of Income and Pecuniary Gain:**

9.2.1 **Application of Income:** The income and property of the Society shall be applied to the charitable purposes and objects of the Society within New Zealand.

9.2.2 **No Pecuniary Profit:** No Member or person associated with a Member shall participate in or materially influence any decision made by the Society in respect of the payment to or on behalf of that Member or associated person of any income, benefit or advantage whatsoever. Any such payment made by the Society to or on behalf of a Member or any person associated with a Member shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value).

9.2.3 **Entrenchment:** The provisions and effect of this Rule 9.2 shall not be removed from this document and shall be included and implied into any document replacing this document.

Clause 12.3

12.3 **Distribution:** If, upon the liquidation, winding up or dissolution of the Society, there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, that property shall not be paid to or distributed among the Members of the Society but shall be distributed to such organisation within New Zealand that has objects the same as or similar to the objects of the Society and that does not allow any part of its income or other funds to be used for the pecuniary profit of any individual.

All queries regarding the proposed changes to the Society Rules can be directed to the Society on admin@ix.nz or by phone on +64 9888 9221

Regards,

Nathan Brookfield
Secretary, New Zealand Internet Exchange Inc



APPOINTMENT OF PROXY

I, _____
(Insert Voting Representative full name)

of _____
(Insert MEMBER'S Name)

Appoint _____ as my proxy.
(Insert PROXY'S name)

My proxy is authorised to vote on my behalf in relation to all resolutions and nominations at the New Zealand Internet Exchange Inc Annual General Meeting on Thursday 28th June 2018.

Signature: _____ Date: _____
(of Voting Representative appointing proxy)

Registered Proxy voters will be able to collect a ballot the Annual General Meeting on presentation of proof of identification.

Forward completed proxy from by 5pm (WST) Wednesday 27th June to: vote@ix.nz

To request an E-Sign version of this form please email: vote@ix.nz