

## **NZIX By-Laws**

1. By-Laws of The New Zealand Internet Exchange Incorporated.
2. By-Laws to take effect immediately on the date approved by the NZIX committee.
3. **Aims and Objectives**
  - 3.1. To primarily up-hold the objectives outlined in section 4 of the NZIX Incorporated Society Rules.
  - 3.2. Current services provided are;
    - 3.2.1. Peering
    - 3.2.2. VLL
    - 3.2.3. Extended Reach Peering
    - 3.2.4. Extended Reach Peering via our Partners
  - 3.3. Fees for all services to be set by the Committee.
  - 3.4. All services are provided to NZIX members only.
4. **NZIX Committee Terms**
  - 4.1. A full term on the NZIX Committee will commence from the AGM the committee member is elected to the AGM four years after the election date.
  - 4.2. An elected committee member is a committee member that is elected by NZIX members rather than being appointed by IAA (as part of the NZIX Incorporated Society Rules).
  - 4.3. Elections to the committee will occur every 2 years at the NZIX AGM. Terms will be offset by 2 years to ensure some continuity in personnel after an election year.
  - 4.4. While IAA maintain two representatives on the NZIX Committee, two Committee positions will be elected in 2018, and the remaining three positions in 2020, with this election pattern to continue based on committee term of four years. It is expected that the number of full term elected committee members should not differ by more than 1 from the number of elected committee members 2 years prior.
  - 4.5. Committee members may stand for re-election at the end of their term, with no limit on subsequent terms.
  - 4.6. Casual vacancies will be filled by the Committee, either by direct invitation or calling a by-election at an SGM or AGM. Casual vacancies take on the remaining term of the vacated position.

**5. Nominations to the Committee**

- 5.1. Where there are vacancies on the Committee, the NZIX Committee must call for nominations for election to the Committee at least 21 clear days prior to the General Meeting.
- 5.2. Nominations to the NZIX Committee must be made in writing or online no later than 7 clear days prior to the General Meeting. In making a nomination, the person doing so must:
  - 5.2.1. be a Member (or the duly authorised representative of a Member) who is in ‘good standing’ (as that term is defined in Rule 6.4);
  - 5.2.2. have the consent of the person being nominated for election as a Committee member (“Candidate”); and
  - 5.2.3. shall provide such information in the format prescribed by the Committee, which information shall at a minimum, include the Candidate’s full name, the organisation or business the Candidate represents and, if applicable, the designation of the Candidate within that organisation or business.
- 5.3. The Committee will publish a list of Candidates to the members at the close of the nomination period and the earlier of:
  - 5.3.1. 5 clear days prior to the date of the General Meeting; or
  - 5.3.2. where an electronic means of voting is to be made available to Members prior to the General Meeting, the date on which such electronic voting is to commence.
- 5.4. Voting on Candidates may be done at the General Meeting, including by electronic means and, if the Committee so authorises by resolution, may also be by electronic means prior to the General Meeting in whatever format the Committee may approve.
- 5.5. Where the Committee authorises voting on Candidates by electronic means prior to the General Meeting, the following provisions shall apply:
  - 5.5.1. An electronic means of voting determined appropriate by the Board will be made available to Full Members prior to the General Meeting and the Full Members will be notified of the period within which they must submit their electronic vote if voting electronically (“Voting Period”);
  - 5.5.2. For an electronic vote on a Candidate to be valid, it must be placed using the electronic means provided by the Committee and within the Voting Period.
- 5.6. Those Candidates with the highest number of votes (including any valid electronic votes cast either at the General Meeting or in accordance with Rule 5.5 if applicable) will be elected to the Committee (with the number of such Candidates to equal the number of vacancies on the Committee to be filled). Where there is a tie, the Committee will determine (at its option) either that a second vote be held at the General Meeting or that a second vote by electronic means be held in respect of the tied Candidates subsequent to the meeting. If the Committee determines that a second vote be held by electronic means subsequent to the meeting:
  - 5.6.1. Rule 5.5 with necessary amendments shall apply; and

5.6.2. For the second vote by electronic means to be valid, at least 30% of Full Members must participate in that vote (Required Quorum) and must place their electronic votes within the new Voting Period.

Where the Required Quorum is not met or if the second vote by electronic means is also tied, the Committee is entitled to treat the vacant position as a casual vacancy in accordance with Rule 4.6.

5.7. Members may nominate a proxy to attend the AGM as per 8.6 of the Rules.

## **6. Membership**

- 6.1. Applications for NZIX are to be made through the NZIX Membership Portal
- 6.2. The NZIX committee has the authority to decline membership applications.
- 6.3. The approval of memberships is typically carried out by the NZIX administration team which is (at the time of writing) out-sourced to IAA. The NZIX committee has the final say in the approval or disapproval of NZIX members.
- 6.4. Members who pay for their services, and are in good standing, will be classed as Full Members (see section 5.3 of the NZIX society rules), and will therefore have voting rights in the Society and may nominate to represent their organisation on the NZIX Committee. Members shall be entitled to one (1) vote on each matter submitted to the Members.

Members who receive services at no charge will be classed as Affiliate Members (see section 5.4 of the NZIX society rules) and will therefore have no voting rights in the Society and may not be nominated to represent their organisation on the NZIX Committee.

“In Good Standing” refers to a member who has paid for all applicable services and whose account is not in arrears.

## **7. Finance**

- 7.1. Operational budget for each financial year to be prepared and approved by the Committee by the start of each financial year.
- 7.2. Under section 10 of the services agreement between IAA and NZIX the IAA have authorisation to incur costs that are budgeted for in the annual budget provided it does not breach the conditions set out in section 10.2 of the aforementioned services agreement.
- 7.3. There is a contingency fund in the NZIX budget to allow for emergency spending by the IAA on behalf of NZIX for un-budgeted costs without prior approval by the NZIX Committee.
- 7.4. All other expenditure to be authorised by the NZIX Committee.
- 7.5. All expenses will be authorised for payment by 2 bank signatories one of which must be an NZIX committee member.

**8. Authorisation and Powers**

- 8.1. In lieu of the common seal, the Secretary and another member of the NZIX Committee may both be signatories to any resolution of the executive.

Signed by Committee Chair

<b>Name</b>	C K Browning
<b>Date</b>	May 22, 2020
<b>Signature</b>	<i>C K Browning</i> <small>C K Browning (May 22, 2020 06:37 GMT+12)</small>






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