



10 October 2017

Notice of Special General Meeting called to Amend the Rongowhakaata Iwi Trust Deed

This notice to Rongowhakaata iwi members follows the completion of a review of the Rongowhakaata Iwi Trust ("RIT") Trust Deed and its operations. The review was completed by independent experts at McCaw Lewis Lawyers, through a robust process which has included engagements with the Trustees, Marae, iwi, taura here and other key stakeholders.

After consideration of the recommendations made by the independent experts, the resolution is to approve a fresh Trust Deed for RIT based on what came out of the review process. The rationale for the changes is so RIT are not locked into rules that are not appropriate or limit progress going forward. The objective is to ensure that any new Trust Deed is fit for purpose and is reflective of the concerns and aspirations of the iwi.

At the Special General Meeting on **4 November 2017** adult registered members of RIT will vote on the resolution outlined below.

RESOLUTION: That the amended Rongowhakaata Iwi Trust Deed, in the form advertised with the public notice, be adopted as the Trust Deed for the Rongowhakaata Iwi Trust.

Overview of the Proposed Changes

As above, given the extent of the proposed changes, the Trust Deed has been reviewed in full to ensure that it is fit for purpose and encapsulates the recommendations made in the report to the Trust and as circulated to the iwi previously.

The key changes relate to:

- Additions to background section;
- Representation model, number of trustees and elections process;
- Trust policies and the implementation of a Code of Conduct;
- Removal/suspension of trustees and dealing with unwell trustees;
- Dispute resolution processes;
- The role of Kāhui Kaumātua and related obligations;
- Modernising communications, including meetings by Skype/online and notices to Members of Rongowhakaata by email (where possible), and streamlining notice requirements;
- The ability to make minor non-substantive amendments by Trustee resolution;
- General changes for spelling, macrons, plain English, formatting and cross-referencing; and
- Transitional provisions for the new Deed, including to extend the AGM period.

All key changes align with the recommendations made to the Trust/iwi following the review of the previous Trust Deed. We deal with these key changes in turn to assist Rongowhakaata with understanding the changes to the Trust Deed.

We recommend that, together with the summary below, iwi members read the proposed Trust Deed to understand the changes. The proposed Trust Deed is available electronically on the Trust website and can be obtained via the Rongowhakaata Trust Office. A hard copy is also available for review at both the Rongowhakaata Iwi Trust offices and at each of the five Rongowhakaata Marae.

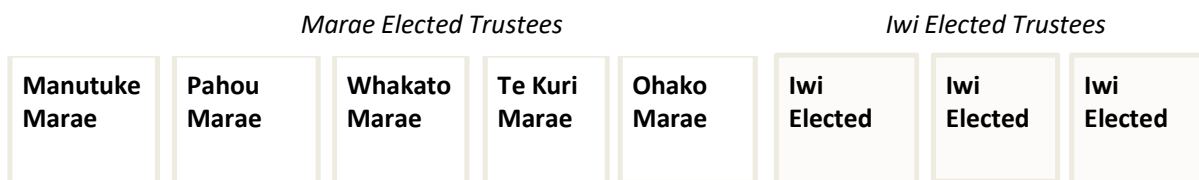
Background

Rongowhakaata values have now been incorporated into the Background section of the Trust Deed. Those values are intended to provide context to the Trust Deed and outline the values to guide the Trustees.

Representation Model

Second Schedule, Third Schedule – clause 3.0

Under the new Trust Deed, a mixed representation model of marae representation and iwi-wide representation will be adopted. That is, one trustee elected from each of the five Rongowhakaata Marae (Marae Elected Trustees) and three trustees elected on an iwi-wide basis (Iwi Elected Trustees), resulting in a total of eight trustees for RIT. The diagram below shows this.



With this changed, voting at elections will also change. All registered members will remain registered with one Marae only and, in terms of trustee elections, will be able to cast one vote for the Marae Elected Trustee for their marae, and a vote for each of the three Iwi Elected Trustee positions. All nominees for election will be required to attend a hui-ā-iwi. Nominees for the Marae Elected Trustee positions may also be required to attend a meeting called by their marae prior to the elections also.

As a result of the reduced trustee numbers, the quorum for trustee meetings has been reduced to five trustees to maintain a workable number of trustees to conduct Trust business.

The election cycle/Trustee term remains the same (three years).

Trust Policies and Obligations

Clauses 4.0, 7.0, Second Schedule – clauses 2.0, 8.0, Sixth Schedule – clauses 3.0, 6.0

Additional provisions around Trust policies have been added to the Deed. This includes the requirement for a Trustee Training Policy, Induction Policy and Trustee Code of Conduct. With regards to induction and training following an election, the Outgoing Chair (where not re-elected) will be required to assist with the induction of the new Trustees.

All newly elected Trustees will be required to sign a letter of commitment which confirms the commitment to the Trustee Code of Conduct, the requirement for Marae Elected Trustees to report to Marae and that all Trustees are appointed to act on behalf of all Rongowhakaata.

The Trust must call an AGM within six months of the end of each financial year, rather than within 18 months of the end of the previous year. This is fairly standard practice and will ensure the relevant AGM updates are provided to the iwi in a timely fashion.

Trustee Removal and Unwell Trustees

Clauses 11.0, 12.0

Procedures for the management of allegations that a Trustee has brought the trust into disrepute have been added to the Deed. Where 75% of Trustees become concerned that a Trustee has breached the Code of Conduct and brought the Trust into dispute, that Trustee may be suspended. A process to obtain independent legal advice on any suspension has been included to ensure transparency and fairness.

Separate to this, provision has been included around unwell Trustees who may be unable to attend meetings and/or perform his/her duties as a Trustee. A process for raising and dealing with such circumstances is included, again, to ensure fairness in such circumstances.

Dispute Resolution

Clause 13.0

Based on the outcomes of the review, the dispute resolution process under the Deed has been fully amended with one process under the Deed (rather than a range of processes for different matters). In summary, the dispute resolution process is now as follows:

- Parties to a dispute must meet to discuss the dispute *kanohi ki te kanohi*, with the assistance of a facilitator if requested by either party;
- If the dispute remains unresolved following those discussions, the parties may choose to resolve the dispute through a mediation process (only applicable if both parties agree to attend mediation);
- If the dispute is still unresolved or there is no mediation, the dispute will be referred to a panel of experts which the parties will appoint by agreement if possible. The role of the panel of experts will be to make findings and decisions regarding the dispute.

Set timeframes are provided in the Deed for each step to promote the prompt resolution of any disputes through this process. Te Kāhui Kaumātua will be involved in an advisory role.

A definition of “Appointing Body” has been added to assist with the interpretation of the dispute resolution provisions. The Appointing Body – that being the entity to appoint a facilitator, mediator or panel of experts, as required - will be the Arbitrators and Mediators Institute of New Zealand.

Te Kāhui Kaumātua

Clause 6.0

Te Kāhui Kaumātua will remain under the proposed Trust Deed and will be responsible for protecting the Mauri of Rongowhakaata and to advise on matters of tikanga, reo, kawa and kōrero. The provisions regarding the operation of Te Kāhui Kaumātua have been amended to allow Te Kāhui Kaumātua to operate as it sees fit, and in accordance with Rongowhakaata tikanga. This removes the prescriptive provisions around quorum and meeting procedures to allow flexibility.

Te Kāhui Kaumātua will also play an advisory role in the dispute resolution process under the Trust Deed in accordance with the updated dispute resolution provisions (as explained above).

Modernising/Streamlining Communications and Notices

Third Schedule – clauses 2.0, 9.0

The Trust Deed has been amended to expressly allow for Trustee Meetings to be held via Skype, video conference, telephone or any other means where the Trustees are connected to each other and able to hear each other. This is proposed to reduce the cost of requiring all Trustees to be physically present for meetings and also ensures that Trustees can join meetings electronically if they are unable to attend in person.

The various notice and advertising requirements in the Trust Deed relating to elections, AGMs and SGMs have been amended. These provisions are now consistent across the board to avoid confusion and to reduce the risk of error in following slightly different processes. The amendments also seek to reduce the cost of placing notices, without compromising the level of communication. In summary, notices can now be sent to beneficiaries electronically (where beneficiaries have email addresses) and only one newspaper advertisement of the notice is required.

Minor Amendments

Clause 15.0

Given the number of changes required to the Trust Deed, it was appropriate to make minor amendments to the Trust Deed of a spelling, grammar and formatting nature. For example, macrons have been inserted throughout the document and some amendments have been made to ensure consistent definitions and use of terms.

Some amendments have been made – throughout the Deed - to simplify the language used and take a plain English approach where possible, acknowledging that some provisions are quite technical and need to remain quite detailed.

A new provision has also been added which enables the Trust to make basic modifications to the Trust Deed by a special resolution of Trustees. Substantive changes to the Trust Deed are still to be dealt with under the standard process.

Transitional Provisions and Reviews

Clauses 18.0, 19.0

As changes are proposed to the election process and AGM timeframes (as noted above), transitional provisions have been included in the Trust Deed.

The first AGM under this Trust Deed must be held before June 2018. This AGM will cover the income year ending 30 June 2017. The Trustees currently in office will remain in office until that AGM, at which all Trustees will resign and a fresh election will be held.

Further reviews of the Trust Deed will continue every five years.

Special General Meeting

As required by the Trust Deed, a Special General Meeting is called at the time and place specified below to discuss and consider the special resolution outlined above.

Āwhea: 10am, Saturday 4 November 2017
Kei hea: Whakato Marae, Manutuke

Agenda

1. Karakia/Whakatau
2. Apologies
3. Discussion and questions on the proposed changes to the Trust Deed
4. Explanation of the Resolution and the Voting Process

Voters do not need to attend the Special General Meeting to vote. We encourage all members to attend to understand the amendments to the Trust Deed. A secure ballot box will be provided for votes cast at the Special General Meeting. If you are a member of Trust and are over the age of 18 but are not registered, you will still be able to register and place a Provisional Vote (see below).

The Trust has engaged an independent Chief Returning Officer. The Chief Returning Officer will be present at the Special General Meeting.

The results of the voting will be announced via email, the Trust Facebook page and online at <https://rongowhakaata.iwi.nz/>.

Voting Process

All registered members of the Trust who are over the age of 18 before the close of voting, can vote in the following ways:

- by post (by completing and returning the voting form);
- by email (using the information on your voting form); or
- by bringing the voting form and casting it at the Special General Meeting and giving it to the Chief Returning Officer.

Voting opens at **12noon, 12 October 2017** and will close at **5pm, Saturday 4 November 2017**.

All registered members of the Trust who are over the age of 18 have been sent a voting pack which includes this notice and a voting paper. The voting pack also includes a free post envelope through which you can submit your vote and a voter identifier number which members can use to vote online at <https://rongowhakaata.iwi.nz/>.

Provisional Votes

As above, iwi members who are not currently registered may cast a Provisional Vote by completing a voting form together with a registration form which will be reviewed by the Membership Validation Committee before the vote is counted. Iwi members can request voting forms (and registration forms) from the Chief Returning Officer.

If you have not registered before the start of the voting period, or if you turn 18 during the voting period, you can contact the Chief Returning Officer to request a voting pack and a registration form.

Your voting pack will be marked with a provisional number for registration, which will also be your voting identification number.

If you are not registered and wish to place a Provisional Vote, you must complete a registration form together with your voting form to be returned to the Chief Returning Officer. Provisional Votes will be subject to verification that the voter fits within the criteria for eligibility, in accordance with the Trust Deed.

You must complete a Provisional Vote form if you:

- a) Enrol on the Trust register during the voting period, but before the closing date of voting;
- b) Turn 18 during the voting period;
- c) Did not receive your voting pack in the mail; or
- d) Do not have the voting paper you received in the mail but wish to cast your vote at the Special General Meeting on 4 November 2017.

Contact Details

For any enquiries relating to the voting process itself and/or the voting and registration forms, contact:

Adam Maynard
Email: elections@rongowhakaata.iwi.nz
Voting Hotline: 0800 766 469

For any other enquiries relating to the Trust Deed amendments or the Special General Meeting:

Rongowhakaata Iwi Trust Offices
Email: trust@rongowhakaata.iwi.nz
Telephone: (06) 862 8086

The detailed notice explaining the proposed changes to the Trust Deed and the special resolution, together with the current Trust Deed can be located online at <https://rongowhakaata.iwi.nz/> or by contacting the Rongowhakaata Iwi Trust Offices.

Kia ora

Moera Brown
Chairperson