Information Sheet to Accompany Special Resolution

Te Rūnanga o Te Rarawa (the **Rūnanga**) is the Mandated Iwi Authority (**MIO**) for the iwi of Te Rarawa, pursuant to the Māori Fisheries Act 2004 (**MFA**).

The purpose of this information sheet is to provide explanatory information in relation to proposed changes to the Te Rūnanga o Te Rarawa Trust Deed (the **Trust Deed**) that are required as a result of the Māori Fisheries Amendment Act 2024 (the **MFAA**).

Background to the MFAA

The MFAA introduces a series of legislative changes. The changes arise from an independent review of the MFA resulting in a number of resolutions largely proposed and supported by iwi. The MFAA received Royal Assent on 26 July 2024. While the MFAA was passed back in 2024, it only come into force on 26 July 2026.

The MFAA requires amendments to the governing documents of MIOs, including the Rūnanga. Amendments must be approved, in order to retain MIO recognition. The Rūnanga will not be complaint by 26 July 2026, but is working with Te Ohu Kaimoana to get compliant, as soon as possible.

Summary of MFAA Amendments

The MFAA includes a range of mandatory amendments, together with some discretionary amendments that provide more flexibility to MIOs particularly in relation to the management of Income Shares and Settlement Quota.

A summary of the mandatory amendments are set out below:

(a) **Strategic Governance requirements**: The MFA requires the Rūnanga as the MIO to exercise strategic governance over the asset-holding company (and other certain entities), this has been made express in the proposed amendments.

(b) **Ownership of Iwi Fisheries Assets.** Iwi will hold 'ordinary' shares in Aotearoa Fisheries Limited (**AFL**) directly, rather than Te Ohu Kaimoana holding 'income' shares. References to "income shares" in the Trust Deed are replaced with the term "ordinary shares" throughout the deed.

(c) **Reporting on Interactions**: The MFAA introduces a requirement for MIOs to report on their interactions with AFL. This has been provided for in the proposed amendments.

(d) **Annual Plan Requirement.** The annual plan must now include a policy on the sale or exchange of Settlement Quota and the acquisition of shares in AFL.

(e) **Exercising Shareholder Rights in AFL.** Because will now own ordinary shares, MIOs must now explicitly direct the exercise of shareholder rights in AFL held by their AHCs. The Trust Deed currently provides strategic governance oversight for AHCs (and any subsidiaries) but does not specifically mention shareholder rights in AFL. We have amended the Trust Deed to provide for this.

(f) **Removal of Te Kawai Taumata.** This the electoral college used to appoint Te Ohu Kaimoana directors. This is being disestablished and appointments will likely occur in accordance with the Te Ohu Kaimoana constitution. We have made amendments to the Trust Deed, so that the Rūnanga can participate in these processes, noting the detail of how the appointment process will work is not yet clear.

The MFAA also allows for a range of discretionary amendments. The Rūnanga has decided, at this stage to not propose any amendments in this regard, and intends to consult with marae and iwi members, before amendments are proposed. This ensures the Rūnanga is complaint, but allows time for more robust discussion.

A summary of the discretionary amendments, together with the proposed response to each of the amendments, are set out below:

(a) **Electoral Provisions:** The MFAA now expressly allows for election models whereby iwi members vote differently, for example, on a marae or hapū basis. We note that this is already the case for the Rūnanga where voting occurs through a marae based model.

(b) **Restrictions on MIO Directors as AHC Directors Removed.** Currently, no more than 40% of an Asset Holding Company's (**AHC**) directors can also be trustees of the MIO. The current Trust Deed includes this restriction, but this is now optional and can be removed later if desired.

(c) **The MFAA also introduces changes as to how Settlement Quota and Income Shares can be transacted on, or disposed of by a MIO/AHC.** The MFA included a range of restrictions as to how Settlement Quota and Income Shares could be transacted on, to ensure that the settlement assets, being Settlement Quota and the Income Shares are protected. Before the MFAA come into force a Special Resolution of iwi members was required for:
- Any sale of Income Shares, or Settlement Quota
- A transaction with a third party (for example, an option, security, or guarantee) that could result in Income Shares or Settlement Quota being sold, or disentitled, for a period of more than five years
- A request to treat Quota, as Settlement Quota
- The rationalisation of Settlement Quota
- Treating non-Settlement Quota as Quota

The MFAA allows each MIO to now provide for its own bespoke approval process for the above matters. At this stage, the Rūnanga have retained the requirement for a Special Resolution.

Full set of proposed MFAA Amendments

See **enclosed** with this information sheet, a full set of the proposed amendments, showing as tracked changes in the Trust Deed.

Process for amendment

Even though the changes are required by law, the amendment process provided for in the Trust Deed must still be complied with.

Iwi members will be asked to vote on a single resolution to approve the amendments. In order for the amendments to be adopted, a Special Resolution is required. This requires at least 75% of the Adult Registered Members who vote, to vote in support of the resolution. For the avoidance of doubt, this does not mean 75% of all Adult Registered Members, just those who participate in the voting process.

Voting will occur, through the show of hands and/or through voting papers for those who have requested voting papers, through a private notice.

Special Resolution

The Special Resolution you are being asked to vote on is:

"That the Adult Registered Members of Te Rūnanga o Te Rarawa resolve to accept the proposed amendments to the Te Rūnanga o Te Rarawa Trust Deed as set out in the Information Sheet and as tabled and discussed at the Special General Meeting held on 29th August 2026 to take effect immediately."