



TE RARAWA

Proposed TRUST DEED updates

Rūnanga

Te Rūnanga o Te Rarawa (Rūnanga) was established in 2012 as the post-settlement governance entity to receive and hold Treaty settlement assets on behalf of Te Rarawa.

Trust Deed

The Trust Deed establishing the Rūnanga has been the subject of review for a number of years. In 2020, the Trustees re-engaged with the review process, to ensure that the Trust Deed is fit for purpose, future-proofed, compliant with new legislation and enables the Rūnanga to operate in an effective and efficient manner.

Proposed amendments

The proposed amendments have undergone extensive consultation and robust discussion. Te Ohu Kaimoana has also approved the proposed amendments, as required by the Māori Fisheries Act 2004.

Because of the large number of proposed amendments, it is proposed that, rather than amendments being made, the Trust Deed is replaced with a new Trust Deed.

Voting

Iwi are being asked to vote on a single resolution to approve the replacement. For the Proposed Rūnanga Trust Deed to be adopted, it must be passed by Special Resolution.

Proposed Rūnanga Trust Deed

Many aspects of the existing Trust Deed remain with the Proposed Rūnanga Trust Deed. There are however some proposed amendments, and these are set out in more detail below.

A full copy of the Proposed Rūnanga Trust Deed is also available on the Rūnanga website, or by emailing admin@terarawa.co.nz. A presentation will also be provided at the Annual General Meeting.

Proposed amendments

The proposed amendments are set out below.

Use of Corporate Trustee

The Proposed Rūnanga Trust Deed includes the use of a corporate trustee. A corporate trustee is being proposed for the following reasons:

- Protection for Trustees, so that they are not exposed to personal liability;



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- It allows for less disruption as the Trustee (the company) does not change, just the directors do; and
- It upholds the mana of the Rūnanga, as land, and other assets will be held in the name of the Rūnanga, as opposed to individuals (as is currently the case), as the trustee company can carry the name of the Rūnanga.

The adoption of a corporate trustee **does not** change the existing process that allows for every Marae to appoint a Marae Delegate. Marae Delegates will still govern the Rūnanga, they will do so by acting as directors of the trustee company, as opposed to trustees in a personal capacity.

The decision to appoint a corporate trustee is also not a permanent one, and the Proposed Rūnanga Trust Deed allows a 'switch back' to the individual trustee model if that was required in the future.

Trustee eligibility

There have been some changes to the trustee eligibility criteria. In order to be appointed as a trustee (or director of a corporate trustee), a person must be an Affiliated Adult Te Rarawa Member, meet eligibility criteria set out in the relevant ideal person specification and consent to undergoing a Police vet.

In addition, the person must not:

- Be an employee of the Rūnanga;
- Be bankrupt, or have within five years been adjudged bankrupt;
- Have ever been convicted of an offence:
 - involving dishonesty as defined in section 2(1) of the Crimes Act 1961; or
 - an offence under section 373(4) of the Companies Act 1993 (unless that person is an eligible individual for the purposes of the Criminal Records (Clean Slate) Act 2004); or
 - involving a sexual crime under sections 127 to 144 of the Crimes Act 1961; or
 - of a serious violent nature against another person.
- Be or have been disqualified from being a director of a company registered under the Companies Act 1955 or the Companies Act 1993;
- Be or ever have been removed as a trustee of a trust by order of Court on the grounds of breach of trust, lack of competence or failure to carry out the duties of a trustee satisfactorily;
- Be physically or mentally incapacitated to the extent that he or she is unable to perform the duties of a Marae Delegate, Alternate Marae Delegate or Chairperson as the case may be;
- Be subject to a property order made under section 30 or 31 of the Protection of Personal Property Rights Act 1988;



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- Have been convicted in the last 10 years of an offence punishable by more than three years imprisonment (unless that person is an eligible individual for the purposes of the Criminal Records (Clean Slate) Act 2004); or
- Have been removed as a Marae Delegate, Alternate Marae Delegate or Chairperson under the Trust Deed within the past three years.

Process to Remove Marae Delegates

The Proposed Rūnanga Trust Deed provides for a new process that allows Hapū Marae to remove their Marae Delegate. This can be done for the following reasons:

- If they consistently fail to attend Hapū Marae meetings;
- If they fail to appropriately report back to the Hapū, Marae;
- If they fail to act in accordance with reasonable direction provided by the Hapū Marae, provided that direction is not inconsistent with their obligations as a trustee, or director as the case may be; or
- If the Marae Delegate breaches the Code of Conduct, or otherwise brings the Hapū Marae into serious disrepute.

The Hapū Marae must hold a properly constituted Hapū Marae meeting (including by way of providing adequate notice to all relevant members), ensure a resolution is passed supporting the removal and provide the decision, together with meeting documentation and written reasons, to the Rūnanga to confirm the removal.

Code of Conduct

The Proposed Rūnanga Trust Deed references a Code of Conduct, that trustees, or directors of the corporate trustee must comply with. Non-compliance can lead to removal. The Code of Conduct sits outside of the Proposed Rūnanga Trust Deed and will be a living document that is updated as required from time to time.

Use of Alternate Trustees

The Proposed Rūnanga Trust Deed changes the role of the Alternate Marae Delegate. The current trust deed only allows for the Alternate Marae Delegate to become the Marae Delegate if a vacancy arises. The Proposed Rūnanga Trust Deed, allows for:

- The Alternate Marae Delegate to attend as a proxy for the Marae Delegate, and exercise a vote (if the Marae Delegate is not present);
- Become the Marae Delegate if a vacancy arises; and
- To attend trustee meetings, but if the Marae Delegate is present the Alternate Marae Delegate cannot vote or be remunerated for attendance.

Use of Alternate Trustees continued...



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The Proposed Rūnanga Trust Deed also changes the way the Alternate Marae Delegate is appointed as it provides for a separate voting process for Alternate Marae Delegates, as opposed to the person with the second number of votes being automatically appointed. This will assist some Hapū Marae with succession planning.

Affiliation process

The Proposed Rūnanga Trust Deed keeps the affiliation system largely the same, except that it provides for the ability for Trustees/Directors to establish a sub-committee to consider affiliation applications, where there is no Trustee/Director for a Hapū Marae, or where the Hapū, Marae has not provided a response within six months of the application being received. This enables affiliation applications to be dealt with in an effective and efficient manner.

Proposed Resolution

The adult Te Rarawa Members (18+) resolve to replace the existing Trust Deed, with the Proposed Rūnanga Trust Deed, tabled and discussed at the 2020 Annual General Meeting.

Resolution

Every adult (18+) registered member of Te Rūnanga o Te Rarawa will be sent a voting pack in the post from Monday 2 November 2020, to vote on the Special Resolution.

There are three ways you can submit your vote:

1. By return postage paid envelope provided;
2. By casting your vote online (access code and password provided);
3. By hand delivering your vote into the ballot box that will be present at the SGM.

Voting will close at 11.00am on Saturday 5 December 2020.

Please remember, you can only vote once.

The Resolution you are being asked to vote on is:

That the adult Te Rarawa Members resolve to replace the existing Trust Deed, with the Proposed Rūnanga Trust Deed, tabled and discussed at the 2020 Annual General Meeting.

For the resolution to be passed, at least 75% of the adult Te Rarawa Members who vote, must vote in support of the resolution.