

PROPOSED NEW MTA RULES

The Rules of Muaūpoko Tribal Authority Incorporated

(Incorporating changes for the Māori Fisheries Act Amendments and the Incorporated Societies Act 2022 – with content moved to schedules for:

- 1 Membership
- 2 Board elections

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THE RULES OF MUAŪPOKO TRIBAL AUTHORITY INCORPORATED

1. Name

- 1.1 The name of the organisation is Muaūpoko Tribal Authority Incorporated, a society incorporated under the Incorporated Societies Act 1908 on 21 August 1997.

2. Interpretation and definition

2.1 Interpretation

In these Rules, unless the context otherwise requires, any reference to:

- (a) a gender includes each other genders;
- (b) the singular includes the plural and vice versa;
- (c) reference to any enactment shall include any regulations, notices or orders made thereunder for the time being in force and shall be deemed to include any re-enactment, modification or amendment of such enactment, regulations, notice or order for the time being in force;
- (d) reference to a Rule is to a rule in the main body of these Rules, a reference to a Clause is to a clause in a schedule to these Rules and a reference to a recital or a schedule shall be to a, recital or a schedule to these Rules
- (e) headings are a matter of convenience and do not affect the construction or Interpretation of these Rules.
- (f) A “member” of the Authority for the purposes of the Incorporated Societies Act 2022 is an Adult Registered Member.

2.2 Definitions

ACE means Annual Catch Entitlement as defined in the Fisheries Act 1996;

Adult Member means a Member who is 18 years of age or older;

Adult Registered Member means an Adult Member who is registered on the Authority's Register;

AFL means Aotearoa Fisheries Limited;

AFL Share means a share in Aotearoa Fisheries Limited;

Alternate means the position referred to, and a person elected in accordance with Clauses 3.13 and 3.17 of Schedule One;

Aquaculture Agreement has the meaning given to it in section 186ZD of the Fisheries Act 1996;

Aquaculture Settlements Assets has the same meaning as the term 'Settlement Assets' in the Māori Commercial Aquaculture Claims Settlement Act 2004;

Asset Holding Company means a company established by the Authority in accordance with Rule 7, which meets the requirements for a company defined in the Māori Fisheries Act as an asset-holding company and includes any subsidiary of the asset-holding company;

Authorised Person means a Board member authorised in writing by the Board to perform a specific task;

Authority means Muaūpoko Tribal Authority Incorporated;

Board means the Board of the Authority as constituted in accordance with Rule 18 and Schedule Two;

Board Member(s) means the persons elected from time to time to the Board in accordance with Rule 18 and Schedule Two to represent their respective Hapū and Muaūpoko generally;

Board Meetings means those meetings of the Board as provided for in Rule 24;

Chairperson means the Chairperson of the Board appointed in accordance with Rule 25 and will include a Co-Chairperson where co-chairs are appointed;

Charitable Purpose means every purpose within New Zealand which in accordance with the laws of New Zealand for the time being is charitable, whether such purposes involve the relief of poverty, the advancement of education or religion, or any other object or purpose that is charitable as defined in section YA1 of the Income Tax Act 2007;

Confidential Information includes commercially sensitive Information;

Contact Person means a person holding the position of contact person of the Authority for the purposes of sections 112 to 116 of the Incorporated Societies Act 2022;

Corporate Entity includes the Asset Holding Company, any subsidiary of the Asset Holding Company, a Fishing Enterprise and any other company or trust wholly owned or controlled directly or indirectly by the Authority;

Financial Year means the period of twelve (12) consecutive months ending on 31 March;

Fisheries Annual Plan means an annual plan agreed between the Board and the Asset Holding Company in accordance with Rule 20.1;

Fishing Enterprise means a fishing operation established by the Authority Incorporated under Rule 7.4 to utilise ACE from its Settlement Quota;

General Meeting means any Annual General Meeting and Special General Meeting;

Hapū means the following individual Hapū:

- (a) Ngai Te Ao;
- (b) Ngarue;
- (c) Ngāti Hine;
- (d) Ngāti Pariri;
- (e) Ngāti Tamarangi;
- (f) Ngāti Whanokirangi; or
- (g) Punahau.

Hapū Election means the election process set out at Clauses 2 and 3 of Schedule Two;

Iwi means Muaūpoko;

Iwi Aquaculture Organisation has the meaning given to it in the Māori Commercial Aquaculture Claims Settlement Act 2004;

Iwi Fisheries Assets means the Settlement Quota and AFL Shares received by the Authority under the Māori Fisheries Act;

Kaimahi means people employed by the Authority and who are responsible for daily activities of the Authority;

Mandated Iwi Organisation has the meaning given to it in the Māori Fisheries Act;

Māori Fisheries Act means the Māori Fisheries Act 2004;

Member means every individual who can whakapapa to a Hapū of Muaūpoko and every Individual who is a Whāngai;

MTA Group means the authority and its Asset Holding Company, and any other subsidiary of either the Authority or the Asset Holding Company resolved by the Authority to be treated as a part of the MTA Group for the purposes of financial reporting;

Muaūpoko and **Iwi of Muaūpoko** means the iwi comprising individuals, whānau and Hapū who whakapapa to Muaūpoko;

Ordinary Resolution means a resolution put at a Board Meeting which has been approved by the majority of Board Members at a Board Meeting; or where an Ordinary Resolution of the Adult Members is required, a resolution approved by a majority of those Adult Members who vote on the matter;

Postal Vote means a vote cast by way of a Voting Paper cast by post or by way of an electronic notice or voting platform, or as otherwise provided for on the Voting Paper;

Private Notice means a notice:

- (a) sent by any means that is private to the recipient; and
- (b) complies with Kaupapa 4 of Schedule 7, if applicable, of the Māori Fisheries Act;

Public Notice means a notice that:

- (a) is published in a newspaper generally circulating in the relevant area or areas;
- (b) may also be published by pānui or electronic media, including radio and television; and
- (c) complies with Kaupapa 4 of Schedule 7, if applicable, of the Māori Fisheries Act;

Quota means quota shares within the meaning of the Fisheries Act 1996;

Register means the register of Registered Members held and maintained by the Board in accordance with Schedule One;

Registered Member means a Member who is registered on the Register;

Registrar means the Registrar of Incorporated Societies appointed in accordance with section 240 of the Incorporated Societies Act 2022;

Registration Form means the form developed by the Board from time to time to be used by persons wishing to register for membership with the Authority;

Rules means the Rules of the Authority set out in this document and any alteration, amendment or deletion of these Rules;

Settlement Quota means the quota shares within the meaning of the Māori Fisheries Act that are allocated and transferred to an Asset Holding Company on behalf of Muaūpoko by Te Ohu Kai Moana Trustee Limited;

Special Resolution means a resolution that has been approved by not less than 75% of Adult Members voting in accordance with Rule 16.1(b);

Strategic Governance means providing corporate governance over Corporate Entities and setting the strategic direction in a manner that complies with the Māori Fisheries Act including directing the exercise of the rights of the Asset Holding Company as shareholder in AFL;

Subsidiary means any Subsidiary (as defined by section 5 of the Companies Act 1993) of a Corporate Entity and includes any person or persons (other than a Subsidiary as so defined) that is controlled by a corporate Entity and includes a separate enterprise that is responsible to the Mandated Iwi Organisation, as that term is used in section 32(3) of the Māori Commercial Aquaculture Claims Settlement Act 2004;

Tikanga means in relation to a Hapū, its customary values and practices;

Voting Paper means a voting paper or link to an electronic voting process in a form approved by the Board from time to time and which shall enable the membership number of the Adult Registered Member to be recorded as part of the vote, or in the case of an Adult Member who is not an Adult Registered Member, may provide for information concerning that Member's whakapapa and/or Hapū affiliation;

Whakapapa Committee means each committee appointed under Rule 10.4;

Whangai means a person who does not whakapapa to a Muaūpoko Hapū but who is recognised by a Hapū as a person adopted by a Member affiliated to that Hapū in accordance with the Tikanga of that Hapū;

Working Day means the days Monday through Friday exclusive of any public holiday and excluding 24 December to 2 January (inclusive);

3. Registered Office

- 3.1 The Registered Office of the Authority is situated at 306 Oxford Street, Levin or such other place in New Zealand as the Board shall from time to time determine.

4. Charitable Purposes

4.1 The Authority is a charitable society for the benefit of all of Muaūpoko Members and Hapū and all funds must be applied and used exclusively by the Board for the Charitable Purposes for the benefit of all Muaūpoko, the Members and Hapū irrespective of where any Members reside within New Zealand, such purposes to include without limitation include:

- (a) education;
- (b) relief of poverty;
- (c) cultural matters;
- (d) protection and safeguarding of Māori urupa, wāhi, tapu and all Muaūpoko historic or sacred sites,
- (e) any other Charitable Purposes that benefit the Iwi of Muaūpoko its Hapū and Members, or where the board unanimously agrees, other Māori, as the Board from time to time decide in their absolute discretion;

4.2 In giving effect to its Charitable Purposes, the Authority may act to:

- (a) give recognition to the Tiriti O Waitangi;
- (b) promote and support the Tino Rangatiratanga of Muaūpoko and the Hapū where appropriate;
- (c) seek out, strengthen, and retain the traditional, cultural and spiritual values of the whānau, Hapū and Iwi of Muaūpoko;
- (d) enhance and enrich the quality of life of the whānau, Hapū and Iwi of Muaūpoko;
- (e) develop the social, educational, cultural and welfare needs of the whānau, Hapū and Iwi of Muaūpoko;
- (f) organise, encourage, develop and provide for employment, educational, recreational, training, health, housing, welfare and cultural opportunities, including the arts both contemporary and traditional within the rohe of Muaūpoko;
- (g) provide support and assistance to individuals, groups and organisations working for the benefit of the whānau, Hapū and Iwi within the rohe of Muaūpoko;

- (h) carry on other objectives which are relevant to the Authority's needs that will comprehensively enable the Authority to function beneficially for the whānau, Hapū and Iwi of Muaūpoko;
- (i) provide research and setting up a database of all information regarding Muaūpoko resources including nga roto, awa, moana, ngahere, whenua and tangata;
- (j) act ultimately for the benefit of all Muaūpoko as the Mandated Iwi Organisation for fisheries settlement purposes irrespective of where Members reside; and
- (k) acting ultimately for the benefit of all Muaūpoko as an Iwi Aquaculture Organisation for aquaculture settlement purposes irrespective of where Members reside.

5. Values

5.1 The affairs of the Authority will at all times be conducted in a manner that upholds Māori values, ensuring the mahi of the Authority is conducted with Integrity and Mana. Those values are expressed as:

- (a) **Kaitiakitanga** – Upholding and ensuring sustainable and responsible practices;
- (b) **Manaakitanga** – Demonstrating care, respect, and support for all involved, including providing a safe and inclusive environment. Fair and timely payment for services;
- (c) **Tika & Pono** – Transparency in shared korero, acting in good faith and fairness in engagements, actions and decisions;
- (d) **Tautoko** – Providing support and encouragement to ensure collective success, not limited to sharing of resources, materials;
- (e) **Whanaungatanga** – Engagement that provides trusts, respect and mana; and
- (f) **Te Reo me ōna Tikanga** – Valuing and incorporating Te Reo Māori and tikanga in all aspects of the mahi, engagement, ensuring these are upheld and applicable.

6. Powers

6.1 The Authority will have the powers of a natural person to do all things necessary or desirable for the attainment of any one or more of its objects as set out in Rule 4.

6.2 The Authority must exercise its powers:

- (a) consistent with the continued operation of the Authority for exclusively Charitable Purposes in New Zealand, and not for private profit;
- (b) in accordance with the Authority's policies as adopted and amended by the Authority from time to time;
- (c) consistent with the obligations of a Mandated Iwi Organisation including:
 - (i) to act on behalf of Muaūpoko in relation to aquaculture claims and settlement assets under the Māori Commercial Aquaculture Claims Settlement Act 2004 in respect of which the Authority must act for the benefit of all Members of the Iwi, irrespective of where those Members reside, including directly receiving and holding, on behalf of Muaūpoko settlement assets allocated to Muaūpoko by Te Ohu Kai Moana Trustee Limited in accordance with the Māori Commercial Aquaculture Claims Settlement Act 2004; and
 - (ii) to enter into agreements with other Iwi Aquaculture Organisations in relation to the allocation of Aquaculture Settlement Assets.

7. Asset Holding Company or Fishing Enterprise

7.1 Without limiting Rule 6.1, the Authority:

- (a) will establish and maintain an Asset Holding Company to:
 - (i) receive the Iwi Fisheries Assets;
 - (ii) provide any financial return on the use of the Iwi Fisheries Assets to the Authority; and
 - (iii) comply with and perform the functions required of it by sections 16 and 17 of the Māori Fisheries Act.

7.2 The Asset Holding Company referred to in Rule 7.1(a):

- (a) must be and remain owned and controlled by the Authority;
- (b) must have constitutional documents that have been approved by a simple majority of the Board members as complying with the requirements of the Māori Fisheries Act;
- (c) must have constitutional documents that have been ratified by a resolution passed by a majority of not less than 75% of the Board members, whether or not present at the meeting at which that resolution is proposed;

- (d) must receive and hold, on behalf of the Authority, for so long as they are to be retained, all Settlement Quota and AFL Shares allocated by Te Ohu Kai Moana Trustee Limited to, or otherwise acquired by Muaūpoko under the Māori Fisheries Act;
- (e) must provide dividends solely to the Authority;
- (f) must not undertake fishing or hold a fishing permit;
- (g) must not enter into any transactions relating to or affecting the AFL Shares it holds unless the Authority has complied with its obligations under these Rules and sections 69 to 72 of the Māori Fisheries Act;
- (h) must not enter into any transactions relating to or affecting the Settlement Quota it holds unless the Authority has authorised the transaction under Rule 7.3 and complied with its obligations under these Rules and section 162 of the Māori Fisheries Act;
- (i) in its function of receiving and holding Settlement Quota and AFL Shares must abide by all the requirements specified for Mandated Iwi Organisations in relation to those matters in the Māori Fisheries Act;
- (j) may establish one (1) or more Subsidiaries to be its Subsidiary Asset Holding Companies;
- (k) may transfer to any such Subsidiary Asset Holding Company some or all of the assets received under Rule 1.1(d); and any Subsidiary established under the proceeding Rules:
 - (i) must be and remain wholly owned by the Asset Holding Company established it;
 - (ii) may receive and hold some or all of the Iwi Fisheries Assets on behalf of the Asset Holding Company pursuant to the Māori Fisheries Act;
 - (iii) must provide dividends solely to the Asset Holding Company that established it;
 - (iv) must not enter into any transactions relating to or affecting the AFL Shares it holds unless the Authority has complied with its obligations under section 69 to 72 of the Māori Fisheries Act;
 - (v) in its functions of receiving and holding Settlement Quota and AFL Shares is bound by all the requirements specified for Mandated Iwi Organisations in relation to those matters in the Māori Fisheries Act and the requirements of Rule 7.2; and

(vi) must not undertake fishing or hold a fishing permit,

- 7.3 Settlement Quota must not be sold or gifted except to another Mandated Iwi Organisation or an entity within the AFL Group pursuant to section 161 of the Māori Fisheries Act. Any decision to sell Settlement Quota by an Asset holding Company, must be authorised by the Authority by way of a resolution passed by a majority of not less than 75% of the Board members.
- 7.4 If the Authority wishes to establish its own fishing operation utilising ACE from its Settlement Quota to harvest, process or market fish, or to be involved in a joint venture for those purposes, it must establish a Fishing Enterprise which is separate from, but responsible to, the Authority to undertake those operations. An enterprise set up to undertake such operations must be a separate entity from the Asset Holding Company to which any Settlement Quota or AFL Shares of the Iwi have been transferred.

Constitution of Asset Holding Company or Fishing Enterprise

- 7.5 The constitution of every Asset Holding Company or Fishing Enterprise or a Subsidiary of any of them must require that company to:
- (a) hold its assets and all accretions to those assets whether of a capital or revenue nature on trust for the benefit of the Charitable Purposes of the Authority, such purposes to be promoted by payment of dividends or other revenue or capital distributions directly or indirectly to the Authority;
 - (b) present an annual plan and statement of corporate intent to the Authority;
 - (c) report annually to the Authority;
 - (d) have its accounts audited where required by law, or as otherwise required by the Authority including as part of the MTA Group.

and may provide for the Authority to appoint Board members as Directors of that Asset Holding Company or Fishing Enterprise, as the case may be. subject to any requirements of the Māori Fisheries Act.

Criteria for Appointment of Office Holders of Asset Holding Company or Fishing Enterprise

- 7.6 In considering whether to appoint any person as a Director of any Asset Holding Company or Fishing Enterprise or any other Subsidiary, the Board shall, in addition to the matters set out in the constitution of the Asset Holding Company or Fishing Enterprise or other Subsidiary, determine the appointments so that the board concerned contains an appropriate combination of the following attributes:
- (a) Members;

- (b) Proven business experience in one (1) of the fields of:
 - (i) finance;
 - (ii) commerce;
 - (iii) operational management;
 - (iv) law;
 - (v) seafood industry; or
 - (vi) fishing.
- (c) Commitment to Muaūpoko Hapū and whānau.

7.7 If the Authority wishes to undertake commercial aquaculture activities (as that term is used in the Māori Commercial Aquaculture Claims Settlement Act 2004), it must establish an enterprise which is separate from, but responsible to, the Authority to undertake those activities, and which may be the Asset Holding Company that receives the Settlement Quota and AFL Shares.

7.8 Without derogating from its duties under any enactment or at law, the Authority has reporting responsibilities in relation to:

- (a) its own performance; and
- (b) the performance of any:
 - (i) Asset Holding Company;
 - (ii) Fishing Enterprise;
 - (iii) joint venture or other entity that conducts business using the Settlement Quota or AFL Shares; and
 - (iv) any other Corporate Entity (not including those referred to in Rules 7.8(b)(i) to 7.8(b)(iii) above.

8. Pecuniary Profit and benefits and advantages

8.1 No private pecuniary profit shall be made by any person from the Authority, except that (subject to Rules 8.2 and 8.3);

- (a) each Board Member may receive full reimbursement for all costs, charges and expenses properly incurred by the Board member in connection with the affairs of the Authority;

- (b) the Board may pay reasonable and proper remuneration to any person or, firm or company (including a Member or Board Member) employed or contracted to provide services to the Authority provided the remuneration is at a level that is reasonable relative to that person's duties and responsibilities, and the services provided;
 - (c) any Board Member may be paid all usual professional, business or trade charges for services rendered, time expended and all acts done by that Board member or by any entity of which that Board Member is a partner, member, employee or associate in connection with the affairs of the Authority; and
 - (d) any Board Member may retain any remuneration properly payable to the Board Member by any company or other body or firm or undertaking with which the Authority may be in any way concerned or involved for which the Authority has acted in any capacity whatever, notwithstanding that the Board Member's connection with that entity is in any way attributable to that Board Member's connection with the Authority.
- 8.2 No Board Member, or person associated with a Board Member, shall take part in or influence any decision made by the Authority in respect of payments to, or on behalf of, that Board Member or associated person of any income, benefit or advantage. Any payments made to a Board Member, or person associated with a Board Member, must be for goods or services that advance the purposes of the Authority and must be reasonable and relative to payments that would be made between unrelated parties. For the purposes of this Rule, a person associated with a Board Member is a person referred to in Rule 27.1.
- 8.3 Before any such reimbursement paid to a Board Member may be regarded as properly incurred by that Board Member or any such remuneration paid to a Board Member may be regarded as reasonable or properly payable or any such charges may be regarded as usual, the amount of that reimbursement, remuneration or charge must have been approved as such by a resolution of Board.
- 8.4 The Board must disclose, in its annual report next published after payment of that disbursement, remuneration or charge, in respect of all such reimbursements, remuneration or charges:
- (a) the amount received by the Board Member, firm or entity concerned;
 - (b) the nature of the reimbursement and the nature and extent of the services rendered or time expended; and
 - (c) the method used to calculate the reimbursement, remuneration or charge.

9. Muaūpoko Kaunihera Kaumatua Me Nga Kuia

- 9.1 The Board may at any time consult Muaūpoko Kaunihera Kaumatua me nga Kuia being a council of elders of Muaūpoko whom the Board may recognise, consult and receive advice from in an advisory capacity and/or seek endorsement on any matter from time to time.

10. Membership

- 10.1 Membership, registration of Members and the Members Register are provided for in Schedule 1.
- 10.2 To avoid doubt, it shall not be necessary in order to be considered a Member of Muaūpoko for the purposes of Rule 4.1, for that Member to be a Registered Member.
- 10.3 Registered Members may receive Private Notices and/or Voting Papers from the Authority as they become available for the following:
- (a) the election of Board Members;
 - (b) General meetings which relate to any amendment to these Rules.

The Authority shall supply all Adult Members with the above information if that Member requests it. The information may be supplied electronically.

- 10.4 It shall not be necessary for the Board to provide Private Notices to Registered Members where the Board believes on reasonable grounds (and have evidence supporting that belief), that the Registered Member's contact details are not current.

11. General Meetings and Reporting

- 11.1 The Annual General Meeting shall be held not later than 6 months after the balance date of the Authority and not later than 15 months after the previous Annual General Meeting.
- 11.2 The purpose of the Annual General Meeting is to:
- (a) review the work of the Authority;
 - (b) receive the minutes of the previous Annual General Meeting and of any Special General Meeting held since the last Annual General Meeting;
 - (c) receive and consider the annual report;
 - (d) receive and consider the Audited financial statements of the Authority prepared in accordance with generally accepted accounting practice;

- (e) appoint an auditor for the ensuing year; and
- (f) receive notice of any related party transactions (but not full conflicts register) involving conflicts of interest as noted in the financial statements.
- (g) consider any other matter that concerns the Authority.

11.3 The annual report for the previous Financial Year must comply with Kaupapa 7 of the 7th Schedule of the Māori Fisheries Act and must be made available not less than 20 Working Days before the General Meeting, that reports against the objectives set out in the annual plan for the previous year, including:

- (a) information on the steps taken by the Board to increase the number of Registered Members;
- (b) a comparison of the Board's performance against the objectives set out in the annual plan including:
 - (i) changes in shareholder or member value; and
 - (ii) dividend performance or profit distribution; and
- (c) the annual financial reports of the MTA Group, prepared in accordance with generally accepted accounting practice, and accounting separately for Settlement Cash Assets;
- (d) a report giving information of the sales and exchanges of Settlement Quota in the previous year, including:
 - (i) the quantity of Settlement Quota held by the Asset Holding Company at the beginning of that year;
 - (ii) the value of Settlement Quota sold or exchanged in that year;
 - (iii) the identity of the purchaser or other party to the exchange;
 - (iv) any transaction with Settlement Quota that has resulted in a registered interest by way of caveat or mortgage being placed over the Settlement Quota;
 - (v) the Settlement Quota interests that have been registered against the Quota shares of the Authority; and
 - (vi) the value of AFL Shares sold, exchanged, or acquired;
- (e) a report on the interactions of the Authority in fisheries matters:
 - (i) with other entities within Muaūpoko;

- (ii) with other Mandated Iwi Organisations;
 - (iii) With Te Ohu Kaimoana Trustee Limited; and
 - (iv) with Aotearoa Fisheries Limited.
- (f) any changes made under section 18 of the Māori Fisheries Act to these Rules or the Asset Holding Company; and
- (g) an Annual Plan for the next financial year that complies with Kaupapa 7 of the 7th Schedule of the Māori Fisheries Act including that must include:
- (i) the objectives of the annual plan;
 - (ii) the policy of the Authority in respect of the sales and exchanges of Settlement Quota and the acquisition of shares in Aotearoa Fisheries Limited;
 - (iii) any changes in that policy from the policy for the previous year; and
 - (iv) any proposal to change the constitutional documents of any fishing company owned by the Authority.

11.4 In relation to every Asset Holding Company or Subsidiary that receives Settlement Quota and AFL Shares (or other settlement assets), an annual report that complies with Kaupapa 7 of the 7th Schedule of the Māori Fisheries Act, including reporting on:

- (a) the performance of that Asset Holding Company or Subsidiary;
- (b) the investment of money of that Asset Holding Company or Subsidiary;
- (c) the annual plan of that enterprise, including:
 - (i) the key strategies for the use and development of Iwi Fisheries Assets;
 - (ii) the expected financial return on those assets; and
 - (iii) any programme to:
 - A. manage the sale of ACE derived from the Settlement Quota; or
 - B. reorganise the Settlement Quota held by that enterprise by buying or selling Settlement Quota in accordance with the Māori Fisheries Act; and

- (d) any proposal to change the constitutional documents of any Asset Holding Company or Subsidiary.
- 11.5 All Registered Members are entitled to attend the Annual General Meeting. All Board Members are expected to attend the Annual General Meeting.
- 11.6 Persons who are not Registered Members may only attend an Annual or Special General Meeting on the approval of the meeting by Ordinary Resolution.
- 11.7 At the Annual General Meeting and any Special General Meeting the chair shall be taken by the Chairperson and, in the Chairperson's absence, the Deputy Chairperson and, failing that, a Member of the Board nominated by the Board shall chair the meeting.
- 11.8 No Member or attendee at a meeting may use any visual or audio recording devices at an Annual or Special General Meeting without the approval of the meeting by Ordinary Resolution. This does not prevent the Board from recording its meetings or proceedings.
- 11.9 The Authority must keep minutes of all General Meetings.

12. Calling a Special General Meeting

- 12.1 A Special General Meeting shall be called by the Board, if requested in writing by:
 - (a) the Chairperson of the Board (or the vice-Chairperson if the Chairperson is indisposed);
 - (b) not less than 50 of the Adult Registered Members; or
 - (c) not less than five (5) Board Members representing five (5) Hapū.
- 12.2 A request for a Special General Meeting must state the purposes for which the Special General Meeting is required and be signed (including counterparts) by those requesting the Special General Meeting.
- 12.3 The Special General Meeting requested under Rules 12.1(b) or 12.1(c) must be held within 30 Working Days from the date the request was received by the Board.
- 12.4 If the Chairperson does not within 15 Working Days from the date of the request proceed to convene a Special General Meeting to be held with proper Notice within thirty (30) Working Days from that date, the Adult Registered Members who made the request may themselves convene a Special General Meeting in accordance with these Rules, but any Special General Meeting so convened is not to be held after the expiry of three (3) calendar months from the date of effective notice of the request.

13. Notice of a General Meeting

- 13.1 Notice of the Annual General Meeting and Special General Meeting shall:
- (a) be given at least 20 Working Days prior to the Meeting;
 - (b) be in a Public Notice in the local daily newspaper in the vicinity of the rohe of Muaūpoko and in any other region of New Zealand in which the Board considers there to be significant concentrations of Members residing; and
 - (c) include:
 - (i) the agenda and the nature of the business to be discussed and any proposed resolutions;
 - (ii) the date and time of the meeting and its venue and the means of joining the meeting if remote attendance is provided for;
 - (iii) how voting may occur and when voting closes;
 - (iv) where any relevant explanatory documents may be viewed or obtained;
 - (v) a brief summary of any constitutional amendments, if proposed, and indicate that the details of the proposed amendments can be obtained from the Authority office; and
 - (vi) where relevant, any other information specified or required under the Māori Fisheries Act.
- 13.2 Any accidental omission to give notice of a General Meeting to, or failure to receive Notice of a General Meeting by a Member does not invalidate any resolution passed at that Special General Meeting.

14. Quorum

- 14.1 No business shall be transacted at an Annual General Meeting or Special General Meeting unless a quorum is present. The quorum at an Annual or Special General Meeting is 25 Adult Members.
- 14.2 Where a meeting is conducted partly or wholly by way of an electronic platform, a person is present for the purposes of forming the quorum if they have joined the meeting, remained connected and are able to be seen by and communicate with the others present in the meeting.

15. Adjourned Meeting

- 15.1 If a quorum is not present within one (1) hour of the time appointed for the start of an Annual General Meeting or Special General Meeting the meeting is to stand adjourned until such time, date and place, and/ or electronic platform as may be determined by the Chairperson of such meeting unless the Board otherwise determines.
- 15.2 No business shall be transacted at any adjourned meeting other than the business left unfinished or to be dealt with at a meeting which was adjourned.
- 15.3 When a meeting is adjourned for 20 working days or more, notice of the adjourned meeting shall be given as in the case of original meeting. Otherwise it shall not be necessary to give any notice of an adjourned meeting or the business to be transacted at any adjourned meeting which shall be held at the same time, place and /or electronic platform, or to such other date, time, place and or electronic platform as the Authority may appoint and, If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the meeting, those present shall form the quorum.
- 15.4 Where an adjourned meeting is to be wholly or partially conducted via an electronic platform, notice of how to access any electronic links needed to join the meeting are to be notified on the Trust's website and/ or social media platforms.

16. Voting

Voting Thresholds and method of voting

- 16.1 Decisions of Adult Members in relation to any matter put to a vote shall be made on the following basis:
- (a) except in the case of decisions referred to in paragraph (b) below, a resolution shall be passed if more than 50% of the Adult Registered Members who cast a vote, vote in favour of the resolution in accordance with the voting procedure determined and published by the Board and in the absence of the Board publishing the procedure, by a show of hands at the General Meeting; and
 - (b) in the case of a Special Resolution for changes to these Rules (in accordance with the requirements of sections 17, and 18 of the Māori Fisheries Act), a Resolution shall be passed if 75% of the Adult Members who cast a vote at a General Meeting, or by Postal Vote, vote in favour of the resolution (with both methods of voting being required for so long as that is required under the Māori Fisheries Act), No such Special Resolution shall be passed unless notice in respect of those resolutions has been given in accordance with rule 16.5 and the Māori Fisheries Act.

Number of votes

- 16.2 Each Adult Member shall have one (1) vote on each motion subject to a vote pursuant to Rule 16.1.

Appointment of Returning Officer

- 16.3 The Board shall appoint a Returning Officer where the Board considers it necessary or where required to under these Rules. The Returning Officer will supervise the conduct of votes held of Adult Members under these Rules or under the Māori Fisheries Act.
- 16.4 Board Members and Kaimahi of the Authority shall not be eligible to act as a Returning Officer.

Notice of Voting

- 16.5 Any vote to be conducted under Rule 16.1 for which a General Meeting is required must be publicly notified within the notice of the relevant General Meeting under Rule 13
- 16.6 If the vote is for a change to the constitution of the Authority the notice procedures must comply with those specified in the Māori Fisheries Act, which at the date of these Rules are:
- (a) Public Notice that includes the matters set out for public notice of a General Meeting under Rule 13.1(c).
 - (b) Private Notice to every Adult Registered Member who has requested such from the Authority in writing in accordance with Rule 10.3, that gives:
 - (i) the Information in the preceding paragraph of this Rule 16.5;
 - (ii) a copy of or link to the Voting Paper; and
 - (iii) the address and closing date return for the Voting Paper.

Valid Votes

- 16.7 Adult Registered Members only shall be eligible to vote on a resolution put to a General Meeting or Postal Vote except for a vote under Rule 16.1(b) relating to a change of constitutional documents in which all Adult Members can vote.
- 16.8 The conduct of a vote of Adult Members must provide for the following matters:
- (a) where a vote is being taken at a General Meeting by an expression of agreement, either orally or by a show of hands, and the person voting is challenged by any other person as to their status as an Adult Member due

to age and/or whakapapa, the Returning Officer, or the Authority as the case may be, must then count the vote as provisional only and seek verification of the person's age and/or from the relevant Whakapapa Committee in regard to whakapapa;

- (b) where a vote is taken by a ballot at a General Meeting or a Postal Vote, in order for a vote to be validly cast, the person casting it must:
 - (i) where the person is an Adult Registered Member, correctly record their membership number on the Voting Paper; or
 - (ii) where the person is an Adult Member, but not registered correctly, record the Hapū they affiliate to on the Voting Paper and include relevant whakapapa information;
 - (iii) return the Voting Paper in accordance with the instructions issued approved by the Board, or placing the Voting Paper in the ballot box at the General Meeting. For the avoidance of doubt it is up to the Adult Member to choose how their vote is returned.
- (c) no vote shall be finally counted unless:
 - (i) in the case of a vote given orally or by show of hands that is challenged under Rule 16.8(a) that vote is validated by the relevant Whakapapa Committee; or
 - (ii) in the case of a vote by Voting Paper, the details provided on the Voting Paper submitted by non-registered Member (except the ancillary information) are validated by the relevant Whakapapa Committee and confirmed as correct;

except that a provisional result, disclosing the number of such persons and counting their votes for provisional purposes only, may be declared at any time;

- (d) those persons who exercise a vote pursuant to Rule 16.1 may be called upon by the Authority to prove their affiliation to a Hapū and that they are over 18 years of age.

16.9 All votes cast by way of ballot or Postal Vote shall be conducted so as to ensure that:

- (a) the manner in which a vote is cast by an Adult Member shall be known to the Returning Officer, persons assisting the Returning Officer and members of a Whakapapa Committee (if needed), but not to others; and
- (b) the Returning Officer and such other persons shall undertake to keep that information confidential.

- 16.10 Subject to Rules 16.7 and 16.8 a vote cast at a General Meeting either orally or by show of hands (including pursuant to Rule 16.1(a)) is validly cast if the Adult Member voting has entered their name and contact details, or if attending remotely, has had their name and contact details recorded on the attendance register provided at the General Meeting. An attendance register must be provided at all General Meetings.
- 16.11 All Voting Papers, envelopes, documents or other records used in connection with a ballot, postal or electronic vote shall be preserved and retained by the Retuning Officer for a period of 3 months from the date of the ballot and thereafter, shall be destroyed.
- 16.12 On the acceptance of a vote from an Adult Member who is not also an Adult Registered Member, that person will for the purposes of the Incorporated Societies Act 2022 be deemed to be an Adult Registered Member on the date of the vote, and the Authority will immediately take all appropriate steps to have that Adult Member's details verified and entered on the Register.

17. Information for Members

- 17.1 An Adult Registered Member may at any time make a written request to the Authority.
- 17.2 The request must specify the information sought in sufficient detail to enable the information to be identified.
- 17.3 The Authority must, within a reasonable time after receiving a request:
- (a) provide the information; or
 - (b) agree to provide the information within a specified period; or
 - (c) agree to provide the information within a specified period if the Adult Registered Member pays a reasonable charge to the Authority (which must be specified and explained) to meet the cost of providing the information; or
 - (d) refuse to provide the information, specifying the reasons for the refusal.
- 17.4 Without limiting the reasons for which the Authority may refuse to provide the information, the Authority may refuse to provide the information if:
- (a) withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons; or
 - (b) the disclosure of the information would, or would be likely to, prejudice the commercial position of the Authority or of any of its Members; or

- (c) the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the Authority; or
- (d) the information is not relevant to the operation or affairs of the Authority; or
- (e) withholding the information is necessary to maintain legal professional privilege; or
- (f) the disclosure of the information would, or would be likely to, breach an enactment; or
- (g) the burden to the Authority in responding to the request is substantially disproportionate to any benefit that the Adult Member (or any other person) will or may receive from the disclosure of the information; or
- (h) the request for the information is frivolous or vexatious; or
- (i) the request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under these Rules and the Incorporated Societies Act 2022.

17.5 If the Authority requires the Adult Registered Member to pay a charge for the information, the Adult Registered Member may withdraw the request, and must be treated as having done so unless, within 10 Working Days after receiving notification of the charge, the Registered Member informs the Authority:

- (a) that the Adult Registered Member will pay the charge; or
- (b) that the Adult Registered Member considers the charge to be unreasonable.

17.6 Nothing in this Rule 17 limits Information Privacy Principle 6 set out in section 22 of the Privacy Act 2020 relating to access to personal information.

18. Board Members

18.1 The provisions of Schedule Two apply to Board Members including their election, the term of office and how they cease to hold office.

19. Powers of the Board

19.1 The whole of the organisation and undertaking of the Authority shall be governed by the Board which may exercise all such powers of the Board as are not, by the Incorporated Societies Act 2022 or these Rules, required to be exercised by the Adult Members or Adult Registered Members at the Annual General Meeting or at

a Special General Meeting (subject nevertheless to these Rules and to the provisions of the Māori Fisheries Act).

- 19.2 The Board shall, without prejudice to the generality of Rule 19.1, have the power to:
- (a) do all things that in the opinion of the Board are necessary to carry out the Charitable Purposes of the Authority;
 - (b) in the case of temporary incapacity or absence from New Zealand of the Chairperson, appoint an acting Chairperson until the Chairperson's return;
 - (c) appoint subcommittees, appoint a convenor and co-opt persons to form the committee;
 - (d) deal with all administrative and financial matters, including expenditure and borrowing that has been previously approved by a Meeting of the Authority;
 - (e) exercise all of the powers of the Authority described in Rule 6.1;
 - (f) delegate any of its powers in writing to the Chief Executive Officer; and
 - (g) monitor the performance of any subsidiary entities.
- 19.3 The Board's role in relation to the Asset Holding Company and any Fishing Enterprise or joint venture that uses settlement quota or holds AFL Shares will be:
- (a) to exercise strategic governance over its Asset Holding Companies any Subsidiary and any Fishing Enterprise or joint venture; and
 - (b) direct the exercise of the rights of a shareholder in AFL held by any Asset Holding Company or Subsidiary and exercise strategic governance over the process to examine and approve annual plans that set out
 - (i) the key strategies for the use and development of Iwi Fisheries Assets;
 - (ii) the expected financial return on the Iwi Fisheries Assets; and
 - (iii) any programme to:
 - A. manage the sale of annual catch entitlements derived from the Settlement Quota held by the Asset Holding Companies or its subsidiaries; and
 - B. reorganise the Settlement Quota held by the Asset Holding Company or its subsidiaries, by buying and selling

or exchanging Settlement Quota in accordance with the Māori Fisheries Act.

20. Fisheries Annual Plan

- 20.1 The Asset Holding Company must submit to the Board a draft Fisheries Annual Plan not later than two (2) calendar months (or such other period as the Board may advise in writing) before the beginning of each Financial Year.
- 20.2 The Board must consider any draft Fisheries Annual Plan submitted pursuant to Rule 20.1 and within one (1) calendar month of receipt from the Asset Holding Company (or such other period as the Board may from time to time decide) must:
- (a) approve the Fisheries Annual Plan; or
 - (b) refer the Fisheries Annual Plan back to the Asset Holding Company for reconsideration with recommended changes.
- 20.3 If a Fisheries Annual Plan is referred back to the Asset Holding Company for reconsideration the revised Fisheries Annual Plan must be resubmitted to the Authority 10 Working Days after the referral is made.

21. Obligations of the Board

- 21.1 The Board shall:
- (a) act in accordance with the policies adopted by the Authority from time to time;
 - (b) consider and determine appropriate policies and processes for the distribution of proceeds from any financial return received by the Authority from the Asset Holding Company for the benefit of Hapū / Marae / Members provided that such policies and procedures are compliant with the applicable laws concerning the use of income derived from Iwi Fisheries Assets for charitable purposes; and
 - (c) distribute funds to Hapū / Marae in accordance with such policies and.
 - (d) report fully its activities to the Meetings of the Authority;
 - (e) take into account any direction passed by Ordinary Resolution of the Adult Registered Members at an Annual General Meeting or a Special General Meeting, but subject to the Authority's legal responsibilities; and
 - (f) act in a manner that accords with the Charitable Purpose.

22. Board Policies

- 22.1 In furtherance of its purposes, the Board will develop, adopt and maintain policies for the purposes of regulating the Board's processes including governance processes.
- 22.2 The Board's policies may not be inconsistent with the express terms of these Rules and may not authorise activities outside of the Charitable Purposes provided for in these Rules.
- 22.3 The Board must abide by the policies as adopted from time to time.
- 22.4 The Board will review the Authority's governance policies every three (3) years to ensure that the governance procedures are:
- (a) fit for purpose;
 - (b) assist the Authority in achieving its Charitable Purposes; and
 - (c) assist the Authority to comply with the requirements of the Charities Act 2005.

23. Chief Executive Officer

- 23.1 The Board shall appoint a Chief Executive Officer.
- 23.2 The Chief Executive Officer shall be responsible for the weekly activities of the Authority, including the management of staff, who will be responsible for the daily activities.
- 23.3 The Chief Executive Officer must act in accordance with any written delegation from the Board, which includes any general delegation in any employment contract for the Chief Executive Officer.

24. Meetings of the Board

- 24.1 Meetings of the Board shall be held monthly. They may be called by notice in writing given by the Chairperson in accordance with this Rule 24.
- 24.2 Any notice given by the Chairperson of the Board pursuant to Rule 24.1 must:
- (a) be received by the Board members at least five (5) Working Days prior to the Meeting; and
 - (b) specify the:
 - (i) place or method of;

- (ii) date and time of; and
- (iii) general nature of the business to be disclosed at the Board Meeting.

The regular dates and times for meetings may be included in a single Notice.

- 24.3 Any Board Meeting will, notwithstanding that it is called by shorter notice than that provided for in Rule 24.2, be deemed to have been properly convened if, prior to the Meeting proceeding to business, it is so approved:
- (a) in the case of a Meeting where the business comprises only one (1) or more Ordinary Resolutions of the Board, by a majority in number of the Board represented in person; and
 - (b) in the case of a Meeting where the business comprises one (1) or more Special Resolutions of the Board, by 75% of the Board members in person.
- 24.4 Subject to Rule 27.6, the quorum for a Board Meeting shall consist of five (5) Board Members representing five (5) Hapū, present throughout. Where a meeting is conducted by way of an electronic platform, phone or other means, a person is present for the purposes of forming the quorum if they have joined the meeting and remain connected and able to be seen by and communicate with the others present in the meeting.
- 24.5 The Board Members may act notwithstanding any vacancy in their body, but if and so long as the number of Board members holding office is less than the number fixed for a quorum under Rule 24.4, the continuing Board members may act only for the purposes of calling an election pursuant to these Rules to increase the number of Board Members to that number.
- 24.6 The Chairperson shall chair Meetings of the Board and in the Chairperson's absence the Deputy Chair. If neither the Chairperson or the Deputy Chair is present, Board Members may elect one of their number to chair the Meeting.
- 24.7 Board Members may vote at Meetings of the Board personally, by telephone conference, audio and visual communication, by written advice, email or by other appropriate means of electronic communication.
- 24.8 A resolution of the Board may be passed without a meeting if that resolution and any accompanying explanatory materials are sent to all Board Members and the resolution is approved in writing, including by email, by sufficient Board members to constitute a quorum, if a meeting was held.
- 24.9 Each Board Member shall be entitled to one (1) vote only and every question shall be determined by a majority of the votes of the Board Members voting. In the case of an equality of votes the Chairperson shall not have a casting vote.

24.10 Minutes of the proceedings of all Board Meetings shall be recorded by the Board and shall be approved by the Chairperson of the meeting at which the minutes are confirmed and then signed by that Chairperson or by another Board member who was in attendance. Every such minute purporting to be so signed shall be prima facie evidence of the matters recorded. A minute of the proceedings of any meeting by telephone or other electronic means of communication shall be sufficient evidence of the observance of all necessary formalities if the signed minute of the meeting contains a certificate to that effect.

25. Chairperson, Co- Chairpersons and Deputy Chairperson

25.1 The Board shall elect a Board Member or Members to act as Chairperson, or Co-Chairpersons for the duration of the Board Member's term or, if a Chairperson person vacates, or is removed from the role for any reason, elect another of their number to fill the role for the remainder of the term, provided that the Board is not obliged to appoint or retain Co-Chairpersons.

25.2 The Board may also elect one (1) Board Member to act as deputy Chairperson. In the absence of the Chairperson the Deputy Chairperson shall have and may exercise all the powers of, and shall perform all the duties, of the Chairperson.

25.3 Where Co-Chairpersons are appointed, the Co-Chairpersons must determine how they will share the responsibilities of the role and inform the Board of the manner in which the Co-Chairperson roles will operate having regard to the experience and availability of each of the Co- Chairpersons.

25.4 The Board may, in the same way that it elects Co- Chairpersons, determine that a Co-Chairperson role will cease to operate and establish a sole Chairperson position in its place should the Board be dissatisfied with the manner in which the Co-Chairperson roles are being managed at any time.

26. Sub-committee meetings

26.1 Sub-Committee meetings shall be held from time to time and membership of a Sub-Committee to be determined by the Board. Non-Board Members may be seconded to and/or removed from a Sub-Committee by the Board provided that where a Sub-Committee is delegated any authority of the Board, any non-Board Members shall have no voting rights.

26.2 The sub-committee meetings shall be called by written notice from the Chairperson.

26.3 The notice should include the meeting time, venue and agenda.

26.4 The terms of reference for Sub-Committee shall be set by the Board.

26.5 The quorum shall be no less than 50% of the Sub-Committee members nominated by the Board.

26.6 The Sub-Committee shall be responsible for formulating recommendations or completing set outcomes, as required by the Board.

27. Conflicts of Interest and Interest Register

27.1 For the purposes of this Rule 27,

- (a) A Board Member (**A**) is "Interested" in a matter if A—
- (i) may obtain a financial benefit from the matter; or
 - (ii) is the spouse, civil union partner, de facto partner, child, parent, sibling, nephew, niece, uncle, aunt, or first cousin of a person who may obtain a financial benefit from the matter; or
 - (iii) may have a financial interest in a person to whom the matter relates; or
 - (iv) is a partner, director, officer, Board Member, or trustee of a person who may have a financial interest in a person to whom the matter relates; or
 - (v) is interested in the matter because the Authority's Rules so provide.
- (b) However, A is not Interested in a matter—
- (i) merely because A receives an indemnity, insurance cover, remuneration, or other benefits authorised under these Rules; or
 - (ii) if A's interest is the same or substantially the same as the benefit or interest of all or most other Members of the Authority due to the membership of those Members; or
 - (iii) if A's interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence A in carrying out A's responsibilities under these Rules and the Board determines that A does not have an Interest in the matter; or
 - (iv) if A's interest is as a member of a hapū or marae where his or her interest is not different in kind from the interests of other members of that hapū or marae and the Board determines that A is not personally Interested in the matter;

27.2 The Board shall at all times maintain an up-to-date register of the interests disclosed by Board Members.

- 27.3 A Board Member who is Interested in respect of any matter being considered by the Authority, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):
- (a) to the Board, and
 - (b) in an Interests Register kept by the Board.
- 27.4 Disclosure must be made as soon as practicable after the Board becomes aware that they are interested in the Matter.
- 27.5 A Board Member who is Interested regarding a matter:
- (a) must not vote or take part in the decision of the Board relating to the matter unless all members of the Board who are not Interested in the matter consent; and
 - (b) must not sign any document relating to the entry into a transaction or the initiation of the matter unless all members of the Board who are not Interested in the matter consent; but
 - (c) may take part in any discussion of the Board relating to the matter and be present at the time of the decision of the Board (unless the Board decides otherwise).
- 27.6 A Board Member who is prevented from voting on a matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the matter is considered. In that case, the matter to be determined may be passed to by those Board Members who are not Interested, irrespective of the number of non-Interested Board Members who can vote and any such resolution will be deemed to have been passed as if those voting formed a quorum for that purpose.

28. Finances, Accounts and Audit

Financial Year

- 28.1 The financial year of the Authority shall be from 1 April to 31 March in each year, or as may otherwise be determined by the Board.

Control of Funds, Income and Property

- 28.2 The Board shall keep an account or accounts at such bank or banks as the Board may decide.
- 28.3 All funds received by or on behalf of the Authority shall be paid into its account at a bank nominated by the Board.

- 28.4 All, withdrawals and authorities shall be approved on behalf of the Board by those Board members or other persons that are authorised either specifically or generally by the Board.
- 28.5 The income and property of the Authority shall be applied solely to further the Charitable Purposes of the Authority and subject to Rule 8, no portion shall be paid or transferred directly or indirectly by way of dividends, bonuses or profit to individual Members.
- 28.6 The requirements of Rule 28.5 above shall not preclude any payment to a Member for services rendered or for goods supplied or by way of rent for premises let or leased to the Authority by any Member.

Accounts and Audit

- 28.7 The Trustees must ensure that:
- (a) full and correct records and accounts are kept of all their receipts, credits, payments, assets, liabilities, transactions and all other matters necessary for showing the true state and condition of the Trust Fund; and
 - (b) financial statements are prepared as soon as practicable after the end of each Financial Year, those statements must include:
 - (i) a statement of financial position;
 - (ii) a statement of financial performance; and
 - (iii) notes to those statements giving a true and fair view of the financial position of the Authority for that Financial Year .
- 28.8 An auditor is appointed at the Annual General Meeting in each year. An auditor shall not be a member of the Board but shall be a member of Chartered Accountants of Australia and New Zealand or its successor.
- 28.9 The auditor shall examine and certify the accounts and securities and any other assets of the MTA Group for the current year with the intent that unless legally required to do otherwise, there will be one set of consolidated audited accounts produced for the Annual Meeting of the Authority.
- 29. Contact Persons**
- 29.1 The Board shall appoint at least 1 but no more than 3 Contact Person(s) whom the Registrar can contact when needed.

- 29.2 A Contact Person must be:
- (a) At least 18 years of age; and
 - (b) Ordinarily resident in New Zealand.
- 29.3 Each Contact Person's name must be provided to the Registrar, along with their contact details, including:
- (a) a physical address;
 - (b) an electronic address where available; and
 - (c) a telephone number.
- 29.4 Any change in Contact Persons or their contact details shall be advised to the Registrar within 20 Working Days of that change occurring, or the Authority becoming aware of the change.

30. Common Seal

- 30.1 The seal of the Authority shall have the name of the Authority engraved or inscribed on it.
- 30.2 The seal shall be kept in the custody of the Chief Executive who shall affix it to such documents as the Board may, by resolution from time to time, direct. The affixing of the seal shall be attested by the Chairperson of the Board or by another Authorised Person by signing his or her name to the document and any document so sealed and attested shall be binding on the Board.
- 30.3 No person dealing with the Board members shall be bound or concerned to see or inquire as to the authority to affix the seal, or to inquire as to the authority under which any document was sealed or in whose presence it was sealed.

31. Disputes Procedure

Disputes under the Māori Fisheries Act and General Disputes

- 31.1 If any dispute shall arise between Members and the Authority (other than a dispute provided for in Rules 31.3 or 31.5), and the parties are unable, within a reasonable time, to resolve the dispute, they must, acting in good faith, endeavour to agree on a process for resolving the dispute.
- 31.2 Should the parties fail to reach agreement on the process to resolve a dispute relating to matters arising under the Māori Fisheries Act, that dispute shall be determined in accordance with Part 5 of the Māori Fisheries Act.

- 31.3 Any dispute of a general nature, being a dispute not covered by Part 5 of the Māori Fisheries Act, shall be referred to mediation, by a mediator to be agreed by the disputing parties, or failing agreement within 10 Working Days, to be appointed by the Registrar of the Māori Land Court or its successor. Should the matter not be resolved by mediation then the Board shall make a decision, and any such decision shall then be binding upon the parties.
- 31.4 The provisions of this Rule 31 shall not derogate from the rights or obligations of the Authority or any Member pursuant to any other Act or provision of law or equity.

Member Registration Disputes

- 31.5 If the Board makes a decision under clause 4 of Schedule One to either not register a person, or to remove a person from the register or decline the changes requested in a notice, the Board must notify the person concerned of its decision and, if requested by that person, of the principle reasons for that decision.
- 31.6 If the person concerned disputes that decision, that person may exercise their rights under section 180(1)(m) of the Māori Fisheries Act.
- 31.7 When making a recommendation to the Board in relation to Clause 4.1 of Schedule One, the relevant Whakapapa Committee must apply the provisions of the Māori Fisheries Act relating to the registration of Members. The relevant Whakapapa Committee shall provide the person concerned, and any representative that person appoints, the opportunity to attend a meeting of the Whakapapa Committee and present their account of why they should be registered or remain, on the Register, as the case may be. The relevant Whakapapa Committee shall have the discretion to take into account the Whakapapa Committee Member's own knowledge and such other matters as the Whakapapa Committee considers will assist it in making a determination. The relevant Whakapapa Committee must also inform the person concerned of those other matters and take into account any submissions or information provided by that person on those matters.
- 31.8 The determination of the Board on the registration of the person concerned shall be final and binding on that person and the Authority, subject to the provisions of section 180(1)(m) of the Māori Fisheries Act.

32. Amendment of Rules

- 32.1 These Rules may be altered, amended, added to or rescinded by a resolution passed by a 75% majority of the votes cast by Postal Vote or at an Annual General Meeting or Special General Meeting as provided for at Rule 16.1(b) provided that no alteration, amendment or rescission shall be made that in any way detracts from the charitable purposes of the Authority. Any alteration, amendment addition or rescission of the Constitution registered with the Registrar of Incorporated Societies and with Charities Services.

- 32.2 Any amendment or addition to these Rules shall not be inconsistent with the Māori Fisheries Act, the Incorporated Societies Act 2022, the Charities Act 2005 or any other enactment or rule of law.
- 32.3 To the extent that a proposed amendment or addition relates to matters provided for, by or under the Māori Fisheries Act, such change:
- (a) must not be inconsistent with the Māori Fisheries Act;
 - (b) must be approved by Te Ohu Kai Moana Trustee Limited,
 - (c) may only be promoted if the amendment is for the collective benefit of all Members and a Special Resolution is put and passed at a General Meeting in accordance with Rule 16.1(a); and
- 32.4 Notwithstanding any other provision of these Rules, no amendment to these Rules may be made, and if purported to be made shall be of no legal effect, if the consequence of that amendment is to prejudice in a material manner the Authority's entitlement to charitable status under the law of New Zealand, or its entitlement to an available income tax exemption under the Income Tax Act 2007 in respect of income derived by it.
- 32.5 Prior to any resolution to amend these Rules being placed before Members, competent advice shall be obtained by the Board Members confirming that the proposed amendments will not jeopardise the charitable status of the Trust or its entitlement to an income tax exemption on income derived by it.

Changes to Constitutions of Asset holding Company and Subsidiaries

- 32.6 To the extent that a proposed change to the constitutional documents of an Asset Holding Company or a subsidiary of an Asset Holding company relates to matters provided for, by or under the Māori Fisheries Act, such amendment:
- (a) must not be inconsistent with the Māori Fisheries Act or any other enactment or rule of law;
 - (b) may only be promoted if a Special Resolution is put and passed by Adult Members at a General Meeting in accordance with Rule 16.1(a) of these Rules unless the change is required as a consequence of rules made or amended under section 25 of the Māori Fisheries Act ; and
 - (c) must not jeopardise any charitable status of such Asset Holding Company.

Proposal from Adult Member

- 32.7 Any Adult Member may put forward in writing proposals for changes to these Rules for consideration by the Members at an Annual General Meeting.

33. Winding Up

- 33.1 The Authority may be wound up voluntarily in the manner prescribed by Part 5 of the Incorporated Societies Act 2022 and in accordance with the Māori Fisheries Act. The Authority may only be wound up if the decision to do so is made at two (2) consecutive General Meetings, the second of which must be held at least 25 Working Days after the first.
- 33.2 In the event that the Authority is wound up then any surplus assets after payment of costs, debts and liabilities and subject to any trust affecting the same, shall be transferred to such approved Hapū charitable organisation, or other charitable organisation or organisations in New Zealand operating for the benefit of Muaūpoko whose Charitable Purposes include, in whole or in part, the Charitable Purposes set out in these Rules or as the Board may determine by resolution.
- 33.3 No individual Member or Members of Muaūpoko shall profit by the dissolution of the Authority.

34. Insurance and Indemnity

- 34.1 The Authority indemnifies Board Members and officers of the Authority, and may provide insurance to cover such persons against all losses expenses and liability incurred by them in carrying out their duties including:
- (a) liability to any person other than the society for any act or omission in their capacity as an officer, or Board Member, of that society; or
 - (b) costs incurred by the officer, member, or Kaimahi of the Authority in defending or settling any claim or proceeding relating to that liability,
 - (c) except when the liability is :
 - (i) criminal liability, unless they are acquitted; or
 - (ii) the liability that arises out of a failure to act in good faith and in what the officer, member, or Kaimahi believes to be the best interests of the Authority when acting in their capacity as an officer, or Board Member of the Authority.

35. Transitional position prior to July 2026

- 35.1 Notwithstanding the adoption of these Rules, the provisions of the Authority's prior rules relating to matters stipulated in the Māori Fisheries Act 2004 including in respect of Income Shares, the composition of the Board of an Asset Holding Company, the sale of Quota and all matters required to be subject to a special resolution of the Adult Registered members shall continue to apply to the Authority until 26 July 2026, being the date at which the remaining provisions of the Māori Fisheries Amendment Act 2024 come into force. Any provision of

these Rules that is inconsistent with the requirements of the Māori Fisheries Act between the date of adoption of these Rules and 26 July 2026 shall have no effect.

SCHEDULE ONE MEMBERSHIP AND MEMBERS' REGISTER

1. Board must keep Register

1.1 The Board must:

- (a) have, and maintain in a current state, a Register that:
 - (i) includes the name, date of birth, and contact details of every Member of Muaūpoko who applies, and is accepted, for registration;
 - (ii) is available for inspection by a Registered Member of Muaūpoko who can view their own registration details in a manner consistent with the Privacy Act 2020;
 - (iii) is available for inspection by a parent, legal guardian or other person standing in the stead of a parent, who may view the registration details of any child, ward or other dependant under 18 years of age who was registered by such persons, whichever the case may be;
 - (iv) records the Hapū that the Registered Member affiliates to and whether their status is as Whangai; and
 - (v) allocates a registration number to each Registered Member,
 - (vi) Records the name of each person who has ceased to be a Member of the Authority in the past 7 years and the date that person ceased to be a Member.
- (b) make ongoing efforts to register all Members on the Register.

2. Applying for membership

2.1 An application to be entered in the Register may be made by:

- (a) an Adult Member on their own behalf or by their legal guardian; or
- (b) any other Member who is not an Adult Member, by his or her parent or legal guardian or a person who the Board considers to stand in the stead of a parent of that other Member;

and such application must be made by completing a Registration Form.

2.2 The Board may with the consent of the Member, enter in the Register any existing Member of Muaūpoko whose details are already held by the Board for registration of membership purposes where:

- (a) the details held by the Board fulfil the requirements of Kaupapa 5 of the Māori Fisheries Act, except that the requirement in clause (b)(iii) of that Kaupapa need not necessarily be fulfilled unless all necessary details are available; and
- (b) the particulars were acquired by the Board as a result of an application (not necessarily being the current Registration Form) made by:
 - (i) Adult Members or Whangai, on their own behalf or by their legal guardian at the time of the application;
 - (ii) other Members, who were not Adult Members at the time of the application, by their parent on their behalf, or by their legal guardian at the time; and
 - (iii) other Members by an Adult Member on their behalf who, in the opinion of the Whakapapa Committee, stood in the stead of a parent of that person at the time of the application.

Registering a Member

- 2.3 Each Registration Form completed in accordance with Clause 2, or any notified changes received by the Board pursuant to Clause 6.2 of this Schedule shall be copied to the relevant Whakapapa Committee(s).
- 2.4 Upon receipt of the Registration Form or notice to change a Member's Hapū affiliation recorded on the Register, the relevant Whakapapa Committee shall decide whether in its opinion, acting reasonably:
- (a) such person can whakapapa to the Hapū selected;
 - (b) such person does not whakapapa to the Hapū selected; or
 - (c) such Registration Form or notice should be suspended on the basis that further information is necessary or desirable to determine the application, in which case Clause 3 of this schedule shall apply,
- and advise the Board of Its decision within 15 Working Days of receipt of the Registration Form or notice.
- 2.5 If there is no Whakapapa Committee in place at the time a Registration Form is submitted to the Authority, or if the Whakapapa Committee fails to respond to the Authority within the applicable timeframe, the Authority shall consider the application and determine the applicant's Hapū affiliation.

2.6 Subject to Clause 4 of this schedule the Board must enter in the Register:

- (a) any person who has applied in the correct form and who is confirmed for registration by the Board taking into account the decision of the relevant Whakapapa Committee (if applicable); and
- (b) any changes requested using the correct form by a Registered Member pursuant to Clause 6.2 of this schedule to that Registered Member's registration details held on the Register which, in the reasonable opinion of the Board, taking into account the recommendation, findings and/or decision of the relevant Whakapapa Committee (if applicable), are correct.

3. Further Information

3.1 The Board or the relevant Whakapapa Committee:

- (a) may require any person seeking registration as a Registered Member to provide:
 - (i) evidence verifying he or she is a Member or affiliated to the Hapū selected on their Registration Form; or
 - (ii) such other information as the Board or Whakapapa Committee may request,
 - (iii) before that person is entered in the Register; and
- (b) may require any person who is entered on the Register to provide evidence verifying that he or she is a Member or affiliated to the Hapū selected on their Registration Form; and
- (c) may consult with each other in relation to any application for registration or continued registration as a Registered Member, or notice under Clause 2. and this Schedule One.

3.2 Without limiting the foregoing, the Board may request the relevant Whakapapa Committee to determine and advise the Authority who are the common ancestors or primary ancestors, of the relevant Hapū.

4. Board may decline or remove registration

4.1 If the Board, acting reasonably and taking into account the decision of the relevant Whakapapa Committee (if applicable), considers that:

- (a) any information received about a person, or

(b) the existing information on the Register,

is not accurate or complete such that in either case the person concerned does not meet the qualifications required by these Rules for entry on, or change of details in, the Register the Board may:

- (i) in relation to an application for registration, decline to register that person; and
- (ii) in relation to a notice under Clause 6.2 of this schedule, decline to make changes requested, or may remove that person from the Register, as the case may be.

- 4.2 If the Board exercises its powers in Clause 4.1 of this schedule above, it must notify the person concerned of its decision, and, if requested by that person, of the principal reasons for that decision.
- 4.3 Where any application for registration is declined or the changes requested in a notice are declined, or any decision is made by the Board to remove any person from the Register, the person concerned may dispute that decision of the Board and may exercise his or her rights under Rules 31.5 to 31.8.
- 4.4 The determination of the Board on the registration of a person concerned shall be final and binding on that person and the Authority, subject to the provision of Rules 31.5 to 31.8.

5. Ceasing to be a Member

- 5.1 A Registered Member may, at any time, request that his or her registration be removed or terminated. His or her registration will be deemed ceased at the date on which the written request is received at the registered Authority office.

6. Board to inform Hapū

- 6.1 The Board must inform the relevant Hapū when:
- (a) the Authority receives a Registration Form from a Member claiming an affiliation with that Hapū;
 - (b) it enters on the Members' Register a Member affiliated or claiming affiliation to that Hapū; and
 - (c) a decision of the Board is made under Clause 4.1.
- 6.2 A Registered Member may notify the Board of a change to:
- (a) their details recorded on the Register; or

- (b) their Hapū affiliation.

7. Whakapapa Committee

7.1 Each Hapū shall establish one (1) Whakapapa Committee. The Hapū representative Board Member(s) shall organise for their respective Hapū to establish a Whakapapa Committee for that Hapū. A Whakapapa Committee shall be deemed established upon the Board receiving notice of the name and contact details of one (1) or more persons appointed by the Hapū.

7.2 Where:

- (a) a Hapū has not appointed a Whakapapa Committee;
- (b) for the time being, the Whakapapa Committee of a Hapū subsequently becomes vacant;
- (c) the Board has reason to believe the appointee(s) are no longer able to be contacted; or
- (d) the Whakapapa Committee fails to provide a response in a timely manner where a response is required of that Whakapapa Committee under these Rules;

the Board may determine how it wishes to proceed on a particular matter to ensure the Authority's operations or other business continues without disruption. This may include fulfilling the responsibilities of the Whakapapa Committee under these Rules where necessary provided that the Board Members in making such decisions will act reasonably and to the best of their knowledge, skill and ability.

7.3 The primary role of a Whakapapa Committee is to assess validity of whakapapa links to Hapū. Members of the Whakapapa Committee shall be appointed by the Hapū and shall comprise at least one (1) person who that Hapū considers is knowledgeable in the whakapapa of that Hapū and recognised as such by Members of that Hapū.

7.4 Each Whakapapa Committee shall have the discretion to take into account the Whakapapa Committee members' own knowledge and such other matters as the Whakapapa Committee considers will assist it in making a determination from time to time. The Whakapapa Committee must adopt an approach for dealing with matters arising under these Rules in a manner that is consistent with these Rules and the Māori Fisheries Act.

7.5 The Board will be responsible for making all reasonable enquiries into the process undertaken by the Whakapapa Committee to ensure that it complies with these Rules and the Māori Fisheries Act.

- 7.6 The Authority may request a Whakapapa Committee to provide details about any information relied upon in reaching a determination on any matter under these Rules and whether the person concerned was informed of the same and given an opportunity to make a submission or provide further information and whether that additional information was also duly considered.
- 7.7 The Authority and each Whakapapa Committee shall exercise discretion when dealing with private information of individual Members.

SCHEDULE TWO - BOARD MEMBERS AND ELECTIONS

1. Qualification of Board Members

1.1 Every Board Member must be a natural person who:

- (a) has consented in writing to be a Board Member of the Authority, and
- (b) certifies that they are not disqualified from being elected or appointed or otherwise holding office as a Board Member of the Authority.

1.2 Board Members must not be disqualified under section 47(3) of the Incorporated Societies Act or section 36B of the Charities Act 2005 from being appointed or holding office as an Officer of the Authority, namely:

- (a) a person who is under 16 years of age;
- (b) a person who is an undischarged bankrupt;
- (c) a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993, or any other similar legislation;
- (d) A person who is disqualified from being a member of the governing body of a charitable entity under the Charities Act 2005;
- (e) a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years:
 - (i) an offence under subpart 6 of Part 4 of the Incorporated Societies Act 2022;
 - (ii) a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961);
 - (iii) an offence under section 143B of the Tax Administration Act 1994;
 - (iv) an offence, in a country other than New Zealand, that is substantially similar to an offence specified in subparagraphs (i) to (iii);
 - (v) a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere;

- (f) a person subject to:
 - (i) a banning order under subpart 7 of Part 4 of the Incorporated Societies Act 2022; or
 - (ii) an order under section 108 of the Credit Contracts and Consumer Finance Act 2003; or
 - (iii) a forfeiture order under the Criminal Proceeds (Recovery) Act 2009; or
 - (iv) a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act.

1.3 Prior to election or appointment as a Board Member a person must

- (i) consent in writing to be a Board Member; and
- (ii) certify in writing that they are not disqualified from being elected or appointed as a Board Member either by these Clauses or the Incorporated Societies Act 2022.

2. Election of the Board and Term

- 2.1 The Adult Members of each Hapū shall elect a minimum of one (1) and a maximum of two (2) Board Members for each Hapū in accordance with this Schedule Two. One Board Member shall have a term of three years with the second Board Member, if any, having a term of 18 Months.
- 2.2 Where a Hapū has 2 board members, those members shall between them have only one vote at the Board, with the intent that there is one vote able to be cast per Hapū.
- 2.3 Board Members shall hold office until such time as their position comes up for re-election provided that no Board Member shall hold office for longer than three (3) years without facing re-election. For the avoidance of doubt, a Board Member will continue to hold office until the election for their position is determined, as long as the election process has commenced prior to the expiry of the three (3) years.
- 2.4 Retiring Board Members shall be eligible for re-election.
- 2.5 For the avoidance of doubt a person may be nominated for more than one (1) Hapū position on the Board where there are multiple positions vacant, but no member of the Board may hold more than one (1) position on the Board at any time.

3. Hapū Elections for Board

- 3.1 Each Hapū shall hold a Hapū Election to elect a minimum of one (1) and a maximum of two (2) Board members. The Board must determine in consultation with the Hapū:
- (a) a date for each Hapū Election, which shall be a date at least two (2) calendar months before the relevant Board Member's tenure is due to expire; and
 - (b) How many positions are to be filled.
- 3.2 The Hapū shall hold, and the Board must ensure that the Hapū holds, the Hapū Election:
- (a) on the date determined; and
 - (b) in accordance with the election procedures set out in this Schedule and in compliance with the Māori Fisheries Act.
- 3.3 If the Hapū fails to:
- (a) agree a date for holding the Hapū Election with the Board within a reasonable period of time;
 - (b) hold the Hapū Election on the date determined by the Board pursuant to Clause 3.1 of this schedule; or
 - (c) hold the Hapū Election in accordance with these Rules or the Māori Fisheries Act in which case that Hapū Election shall be deemed to be invalid,

then the Board shall proceed to carry out the Hapū Election on behalf of the Hapū by applying the procedures of and conducting the election for that Hapū. All applicable Rules concerning the conduct of Voting at a Hapū Election Meeting, and the election of Board members under these Rules shall apply to a Hapū Election run by the Board. The Board may hold more than one (1) Hapū Election under this Rule at the same Special General Meeting provided that a transparent process is adopted to determine eligibility of Adult Members to vote for a particular Hapū and validity of votes.

Nominations

- 3.4 At least 30 Working Days before the date of the Hapū Election, the Board will give a notice published in all daily newspapers in the vicinity of the rohe of Muaūpoko and in any region of New Zealand in which significant concentrations of Members reside of:

- (a) the positions to be filled for the relevant Hapū Election; and
 - (b) the date by which the nominations in writing are to be received by the Board or its nominated representative at the Registered Office, such date to be no later than 10 Working Days after the date of the notice given under this Clause 3.4.
- 3.5 Adult Registered Members are eligible to be nominated and elected as a Board Member of the Board. Only Adult Registered Members who whakapapa to a Hapū are eligible to be nominated to represent that Hapū.
- 3.6 Such nomination shall:
- (a) be made on the form approved by the Board from time to time;
 - (b) be signed by the candidate to indicate his or her consent to the nomination and include all other names previously used including preferred names, commonly used names and aliases;
 - (c) include a declaration signed by the candidate that declares that he or she is not a person who is precluded from holding office as a Board Member on the basis of one or other of the matters specified in Clause 4 of this schedule; and
 - (d) be delivered to the Board no later than 10 Working Days after the date of notice given under Clause 3.4 of this schedule.
- 3.7 Nominations shall be void if they do not comply with the requirements of Clauses 3.4 to 3.6 of this schedule.
- 3.8 If there is only one (1) nomination to fill a vacant position, the candidate shall be deemed elected and there shall be no requirement to conduct an election.

Hapū Election notices and voting processes

- 3.9 Not less than 20 Working Days prior to the date of the Hapū Election, the Board shall publicly notify the Hapū Election in the same way notice is given for a General Meeting involving a constitutional rule change under Rule 16.5 to include a public notice compliant with Rule 13 and private notices where required in accordance with Rules 10.3 and 16.5
- 3.10 Voting will be by way of Postal Vote or at a General Meeting called for the Hapū election, with both methods of voting being required for so long as that is required under the Māori Fisheries Act. Should that cease to be the case, then the Hapū and Board will determine the method of voting at the time that the Election date is determined.

- 3.11 The Board, in consultation with Hapū must appoint a returning officer for all Hapū Elections who shall be a person that is independent of the Authority and the Hapū concerned.
- 3.12 Each Adult Member is entitled to vote for one (1) Nominee for each vacant position that is the subject of the election but only for the Hapū that they affiliate to.

Alternates

- 3.13 Each Hapū is further entitled to elect one (1) Alternate at the Hapū Election who shall be the highest polling nominee eligible for election after the persons who are elected to office and shall hold office as Alternate for a period no longer than three (3) years without facing re-election. If in any election for a Board Member position there are not sufficient nominees to make an appointment of Alternate, the position shall not be filled. In that case, a Hapū may nominate an Alternate separately following their own processes should they wish to do so and such Alternate will hold office until such time as an Alternate is elected under Clause 3.17.
- 3.14 Any Alternate may exercise the powers of a Board Member should a Board Member for the relevant Hapū be unable for any reason to undertake their duties, but such exercising of Board Member powers ceases upon the resumption of duties of the Board Member concerned.

Results of Hapū Elections

- 3.15 The Returning Officer must notify the Authority and the respective Hapū in writing within 10 Working Days of the Hapū Election of the results of each Hapū Election, immediately after such results are known. The results shall include in respect of each Hapū Election:
- (a) a declaration from the Returning Officer stating the number of Voting Papers received, the number of votes given to each nominee for each position, the number of provisional votes counted, the number of provisional votes confirmed and/or rejected in accordance with Rule 16.8(b) and the number of Voting Papers rejected as informal;
 - (b) the nominee who received the highest number of votes for each position;
 - (c) the nominee who received the highest number of votes after those who were successful in the election
- 3.16 The nominee who is the highest polling candidate for each Board position shall be appointed as the Board Member for the relevant Hapū for that position being for a three (3) year or eighteen(18) month term.

- 3.17 The nominee who received the highest number of votes after those who were successful in the election shall be elected as the Alternate for the relevant Hapū in accordance with Clause 3.13 of this schedule for three (3) years.
- 3.18 The Board must announce the result of a Hapū Election either:
- (a) In writing at the next annual General Meeting; or
 - (b) If the next annual General Meeting will not be held within 40 Working Days of the Board receiving a declaration from the Returning Officer in accordance with Clause 3.15(a) of this schedule, by Public Notice in all daily newspapers in the vicinity of the rohe of Muaūpoko; and
 - (c) In the Authority's next written communication to Members of Muaūpoko.

Vacancies

- 3.19 Should any vacancy occur as a result of a Board Member ceasing to hold office prior to the expiry of his or her term of office then that vacancy shall be filled by the Alternate, or if there is no available Alternate, the next highest polling nominee who does not already hold office as a Board member.
- 3.20 In the event that there is no subsequent highest polling nominee to fill the vacancy then that vacancy shall be filled by the holding of a by-election in accordance with Clause 3, provided that where, at the time of the vacancy, the Hapū still has an Adult Registered Member holding office as a Board Member, the Hapū may decide not to fill the vacancy for so long as one elected Board member remains in office for that Hapū.
- 3.21 In the case of a Board Member elected pursuant to Clause 3.19 or 3.20 of this schedule the Board Member thereby appointed shall hold office for the balance of the term of office of the Board Member that he or she has replaced.

4. Ceasing to be a Board member

- 4.1 A person shall cease to be a Board Member if he or she:
- (a) shall have been in office for more than three (3) years since his or her election where no election for that position has been notified ;
 - (b) resigns or retires by written notice to the other Board Members;
 - (c) dies;
 - (d) fails to attend more than three (3) consecutive Meetings or Board Meetings without reasonable excuse;

- (e) is a bankrupt who has not obtained a final order of discharge or whose order of discharge has been suspended for a term not yet expired, or is subject to a condition not yet fulfilled, or to any order under section 111 of the Insolvency Act 1967;
- (f) is a person who has been convicted of any offence punishable by a term of imprisonment of two (2) or more years;
- (g) is a person who is disqualified from being a director of a company under section 199K of the Companies Act 1955 or section 382 of the Companies Act 1993;
- (h) is a person in respect of whom an order has been made under section 199L of the Companies Act 1995 or section 383 of the Companies Act 1993;
- (i) is a person who is mentally disordered within the meaning of the Mental Health (Compulsory Assessment and Treatment) Act 1992; or
- (j) is a person who is subject to a property order made under section 30 or section 31 of the Protection of Personal and Property Rights Act 1988.
- (k) Is a person who becomes disqualified from being an officer of an incorporated society under section 47(3) of the Incorporated Societies Act 2022; or of a Charity under the Charities Act 2005.

4.2 The Board Member concerned shall cease to hold office:

- (a) in a case where Clause 4.1(a) of this schedule applies, from the end of the day three (3) years after the date on which that Board Member was last elected to office, unless an election for that position has been notified prior to the end of the three year period, in which case the Board Member shall cease to hold office when the outcome of the election is notified ;
- (b) in a case where Clause 4.1(b) of this schedule applies from the date the notice of retirement shall have been delivered to the Authority;
- (c) in the case where Clause 4.1(d) of this schedule applies from the date of the first meeting of the Board after the Board Member's third consecutive absence without reasonable excuse; or

in the case where Clause 4.1(e) to 4.1(k) of this schedule apply, from the date on which the Board was notified in writing of the relevant fact together with such evidence as the Board Members may reasonably require.