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Post your completed form to: Companies Office, Private Bag 92061, Victoria Street West, Auckland 1142

## Certificate - Alteration of rules

Section 21 Incorporated Societies Act 1908

### 1. Name of society

MUAUPOKO TRIBAL AUTHORITY INC

### 2. Society number

WN 861775

I certify that the alteration has been made in accordance with the rules of the society.

### Name

STEVEN MATENGA HIRINI

### Position

CEO

### Signature

29 / 11 / 12

### 3. Complete this checklist before filing your application

- This certification has been completed by an officer of or a solicitor for the society.
- A copy of the rule alteration(s) is attached. **NOTE** | This can either be a complete copy of the updated rules with the alterations underlined or in bold type, or a copy of the particular rule(s) that were altered.
- The copy of the alteration to rules has been signed by three members of the society.

#### For society name changes --

- This rule alteration also includes a name change for the society, and
- We have checked that the new name of the society is available by conducting Register Searches at both [www.societies.govt.nz](http://www.societies.govt.nz) and [www.companies.govt.nz](http://www.companies.govt.nz).

**What must be included in your rules?**

Section 6 of the Incorporated Societies Act 1908 requires that a society's rules include the following:

- The name of the society (ending with the word Incorporated)
- The objects for which the society is established
- How people become members of the society and cease being members of the society
- How meetings of the society will be called and held and how voting will take place
- How officers of the society will be appointed
- Control and use of the common seal
- How the society's funds will be controlled and invested
- The powers (if any) that the society has to borrow money
- How any property of the society will be distributed in the event of the society being wound up
- How the rules of the society can be altered

### 4. Your contact details

Name and postal address

MUAUPOKO TRIBAL AUTHORITY INC  
PO Box 1080  
LEVIN

Telephone 06 3673311

Email (optional)

**The Rules**

**of**

**Muaupoko Tribal Authority  
Incorporated**

[Date]

## THE RULES OF

### MUAUPOKO TRIBAL AUTHORITY INCORPORATED

#### 1. Name

- 1.1. The name of the organisation is **Muaupoko Tribal Authority Incorporated**, a society incorporated under the Incorporated Societies Act 1908.

#### 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) any legislation includes a modification and re-enactment of, legislation enacted in substitution for, and a regulation, order-in-council and other instrument from time to time issued or made under, that legislation; and
- (d) headings are a matter of convenience and do not affect the construction or interpretation of these Rules.

##### 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;

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

**Act** means the Māori Fisheries Act 2004;

**Alternate** means the position referred to, and a person elected in accordance with, Rule 19;

**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 5.2, which meets the requirements for a company defined in the 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 Muaupoko Tribal Authority Incorporated;

**Board** means the Board of the Authority as constituted in accordance with Rule 17;

**Board Member(s)** means the persons elected from time to time to the Board in accordance with Rule 17 to represent their respective Hapū and Muaupoko generally;

**Board Meetings** means those meetings of the Board referred to in Rule 25;

**Chairperson** means the Chairperson of the Board appointed in accordance with Rule 26;

**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 involves 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;

**Charities Commission** means that body created by section 8 of the Charities Act 2005;

**Confidential Information** includes commercially sensitive information;

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

**Financial Year** means the period of twelve 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 22.4;

**Fishing Enterprise** means a fishing operation established by the Authority Incorporated under Rule 5.4 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) Ngāi 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 Rules 17 to 20 for the nomination, election and appointment of a Hapū representative as a Board Member on the Board;

**Income Share** has the meaning given to it in the Act;

**Iwi** means Muaupoko;

**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 Income Shares received by the Authority under the 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 Act;

**Member** means every individual who whakapapa to a Hapū of Muaupoko and every individual who is a Whāngai;

**Muaupoko** means the Iwi comprising individuals, whānau and Hapū who whakapapa to Muaupoko;

**Ordinary Resolution** means a resolution put at a Board Meeting which has been approved by the majority of Board Members at a Board Meeting;

**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 of the Act.

**Public Notice** means a notice:

- (a) 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 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 Rule 8 and which may also record the details of Non-registered Members where possible;

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

**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 Act that are allocated and transferred to an Asset Holding Company on behalf of Muaupoko by Te Ohu Kai Moana Trustee Limited;

**Special Resolution** means a resolution at a General Meeting that has been approved by not less than 75% of Adult Members voting by ballot 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 Act;

**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 in a form approved by the Board from time to time and which shall record the membership number of the Adult Registered Member, 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;

**Whāngai** means a person who does not whakapapa to a Muaupoko 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. Objects**

- 4.1. The Authority is a charitable society for the benefit of all Members and Hapū and all funds must be applied and used exclusively by the Board for the Charitable Purposes for the benefit of all Members irrespective of where those Members reside within New Zealand and of the Members and shall without limitation include:

- (a) education;
- (b) relief of poverty;
- (c) cultural matters; and

Any other purposes that benefit the community of the Members and Hapū as the Board from time to time decide in their absolute discretion.

- 4.2. In giving effect to the Charitable Purposes of the society, the Authority may act to:

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

- (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 Muaupoko;
- (i) provide research and setting up a database of all information regarding Muaupoko resources including ngā roto, awa, moana, ngahere, whenua and tangata;
- (j) act ultimately for the benefit of all Muaupoko as the Mandated Iwi Organisation for fisheries settlement purposes irrespective of where they reside; and
- (k) acting ultimately for the benefit of all Muaupoko as an Iwi Aquaculture Organisation for aquaculture settlement purposes irrespective of where they reside.

## 5. Powers

5.1. 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. Without limiting the generality of the above powers, the Authority shall have the power to:

- (a) do any act or thing or procure the doing of any act or thing or enter into any obligation whatsoever;
- (b) exercise unrestricted powers to borrow and raise money;
- (c) give mortgages and other securities including guarantees and indemnities and agree the release, modification or variation of any rights, privileges or liabilities associated with those securities;
- (d) invest the Authority's funds that are not immediately required for its purposes in any type of investment that the Board considers is an appropriate investment;
- (e) sell or dispose of assets of the Authority;
- (f) borrow or obtain credit;
- (g) purchase, lease sell or otherwise improve or dispose of land or interest in land on such terms and subject to such conditions as the Authority determine, provided that the power to dispose of Māori land will be subject to the provisions of Te Ture Whenua (Māori Land) Act 1993 or any subsequent legislation in force at the time of dealing;
- (h) enter into management agreements and other contracts with any other person or entity for the purposes of promoting the objects of the Authority;
- (i) carry out and pay for repairs and improvements of Authority assets and generally manage those assets;



- (j) employ and dismiss persons;
- (k) engage independent contractors for any purpose connected with the attainment of the Authority's objectives;
- (l) commence, defend or settle any legal proceedings or arbitrations;
- (m) incorporate or form (whether by themselves or with others) a company or partnership or joint venture to carry on the business or venture;
- (n) to hold shares or equity in that company or partnership or joint venture;
- (o) protect and safeguard to the best of their ability Māori urupā, wāhi, tapu and all historic or sacred sites in or upon land vested in the Members;
- (p) act for the benefit of Māori other than the Members, or the community generally, provided that the Authority unanimously resolves to do so;
- (q) act on behalf of Muaupoko 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 Muaupoko settlement assets allocated to Muaupoko by Te Ohu Kai Moana Trustee Limited in accordance with the Māori Commercial Aquaculture Claims Settlement Act 2004; and
- (r) enter into agreements with other Iwi Aquaculture Organisations in relation to the allocation of Aquaculture Settlement Assets.

5.2. Without limiting Rule 5.1, the Authority:

- (a) will have the power to establish an Asset Holding Company; and
- (b) must establish the 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 & 17 of the Act.
- (c) Consider and determine the appropriate policies and processes for the distribution of proceeds from any financial return received by the Authority from the Asset Holding Company to Hapū provided that such policies and procedures shall be compliant with the

applicable rules and regulations concerning the use of income derived from the use of Iwi Fisheries Assets.

- (d) distribute funds to Hapū in accordance with policies and procedures determined by the Board pursuant to the preceding Rule.

5.3. The Asset Holding Company referred to in Rule 5.2:

- (a) must be and remain owned and controlled by the Authority;
- (b) must not permit more than 40% of its Directors to be Board members;
- (c) must have constitutional documents that have been approved by a simple majority of the Board members as complying with the requirements of the Act;
- (d) 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;
- (e) must receive and hold, on behalf of the Authority, for so long as they are to be retained, all Settlement Quota and Income Shares allocated by Te Ohu Kai Moana Trustee Limited to, or otherwise acquired by, Muaupoko under the Act;
- (f) must provide dividends solely to the Authority;
- (g) must not undertake fishing or hold a fishing permit;
- (h) must not enter into any transactions relating to or affecting the Income Shares it holds unless the Authority has complied with its obligations under these Rules and sections 69 to 72 of the Act;
- (i) must not enter into any transactions relating to or affecting the Settlement Quota it holds unless the Trust has complied with its obligations under these Rules and sections 161 to 176 of the Act;
- (j) in its function of receiving and holding Settlement Quota and Income Shares is bound by all the requirements specified for Mandated Iwi Organisations in relation to those matters in the Act;
- (k) may establish one (1) or more Subsidiaries to be its Subsidiary Asset Holding Companies;
- (l) may transfer to any such Subsidiary Asset Holding Company some or all of the assets received under Rule 5.3(e); and
- (m) any Subsidiary established under the preceding Rules:

- (i) must be and remain wholly owned by the Asset Holding Company that established it;
- (ii) must not have more than 40% of its Directors who are also members of the Board elected in accordance with these Rules;
- (iii) may receive and hold some or all of the Iwi Fisheries Assets on behalf of the Asset Holding Company pursuant to the Act;
- (iv) must provide dividends solely to the Asset Holding Company that established it (but indirectly) to the Authority;
- (v) must not enter into any transactions relating to or affecting the Income Shares it holds unless the Authority has complied with its obligation under section 69 to 72 of the Act;
- (vi) In its functions of receiving and holding Settlement Quota and Income Shares is bound by all the requirements specified for Mandated Iwi Organisations in relation to those matters in the Act; and
- (vii) must not undertake fishing or hold a fishing permit, but the Asset Holding Company may undertake any other activity or hold any other assets.

5.4. 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 Income Shares of the Iwi have been transferred.

#### **Requirements of Constitution**

- 5.5. 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;

and may provide for the Authority to appoint up two (2) Board members as Directors of that Asset Holding Company or Fishing Enterprise, as the case may be, provided however that at no time may the Board members comprise more than 40% of the total number of Directors of that Company or Fishing Enterprise.

#### **Criteria for Appointment of Office Holders**

5.6. *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 Muaupoko Hapū and whānau.

5.7. *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 Income Shares.*

5.8. *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 Income Shares, and

(iv) any other Corporate Entity (not including those referred to in clauses (i) to (iii) above),

## **6. Pecuniary Profit and benefits and advantages**

6.1. No private pecuniary profit shall be made by any person from the Authority, except that;

(but subject to Rules 6.2 and 6.3);

(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 Board Member) in return for services actually rendered to the Authority;

(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.

6.2. 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.

6.3. 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.

6.4. 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.

## **7. Muaupoko Kaunihera Kaumātua Me Ngā Kuia**

7.1. Muaupoko Kaunihera Kaumātua me ngā Kuia being a council of elders of Muaupoko whom the Board may consult, receive advice from in an advisory capacity and/or seek endorsement on any matter from time to time.

## **8. Membership**

8.1. 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 Muaupoko who applies, and is accepted, for registration;
  - (ii) is available for inspection by a Registered Member of Muaupoko who can view their own registration details in a manner consistent with the Privacy Act 1993;
  - (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 Whāngai; and
  - (v) allocates a registration number to each Registered Member.
- (b) make ongoing efforts to register all Members on the Register.

## **9. Applying for membership**

9.1. 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.

9.2. The Board may enter in the Register any existing Member of Muaupoko 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 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 Whāngai, 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.

9.3. Registered Members may receive Private Notices and/or Voting Papers automatically from the Authority as they become available for the following:

- (a) General Meetings;
- (b) the election of Board Members;
- (c) any amendment to these Rules or the constitutional documents of any Asset Holding Company;
- (d) the disposal of Income Shares or Settlement Quota; or
- (e) the conversion of Quota into Settlement Quota.

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

#### **Registering a Member**

9.4. Each Registration Form completed in accordance with Rule 9, or any notified and requests for changes pursuant to Rule 9.17, that are received by the Board shall be copied to the relevant Whakapapa Committee(s) to assess and determine whether the person concerned is affiliated to the Hapū as claimed. The Registration Form shall be sent to the relevant Whakapapa Committee(s) within five (5) Working Days of receipt of the Registration Form or notice.

9.5. 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 Rule 9.8 shall apply,

and advise the Board of its decision within 15 Working Days of receipt of the Registration Form or notice.

9.6. 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.

9.7. Subject to Rule 9.10 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 Rule 9.17 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.

#### Further information

9.8. 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 Rule 9.

9.9. 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.

**Board may decline or remove registration**

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

- (a) any information about a person received under Rule 9.4 or Rule 7; 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 Rule 9.17, decline to make changes requested, or may remove that person from the Register, as the case may be.

9.11. If the Board exercises its powers in Rule 9.10 above, it must notify the person concerned of its decision, and, if requested by that person, of the principal reasons for that decision.

9.12. 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 Rule 30.

9.13. 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 Rule 30.

- 9.14. To avoid doubt, a Registered Member may, at any time, request that his or her registration be removed or terminated. His or her registration will be deemed removed at the date on which the written request is received at the registered Authority office.
- 9.15. To avoid doubt, it shall not be necessary, in order to be considered a Member of Muaupoko for the purposes of Rule 4.1, for that Member to be registered in accordance with this Rule 9.

**Board to inform Hapū**

- 9.16. 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 Rule ~~9.109-110~~.
- 9.17. A Registered Member may notify the Secretary of a change to:
- (i) their details recorded on the Register; or
  - (ii) their Hapū affiliation.
- 9.18. It shall not be necessary for the Board to provide Private Notices to Registered Members where the Board believe on reasonable grounds (and have evidence supporting that belief), that the Registered Members' contact details are not current.

**10. Whakapapa Committee**

- 10.1. Each Hapū shall establish one (1) Whakapapa Committee. The Hapū's 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.
- 10.2. 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.

- 10.3. 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.
- 10.4. 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 Act.
- 10.5. 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 Act.
- 10.6. 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.
- 10.7. The Authority and each Whakapapa Committee shall exercise discretion when dealing with private information of individual Members.

## **11. General Meetings and Reporting**

- 11.1. The Annual General Meeting shall be held within four (4) months of the end of the Financial Year.
- 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 the generally accepted accounting practice;
- (e) appoint an auditor for the ensuing year; and
- (f) consider any other matter that concerns the Authority.

11.3. The annual report for the previous Financial Year 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;
- (c) the annual audited financial report, 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 Income Shares sold, exchanged, or acquired;
- (e) a report on the interactions of the Authority in fisheries matters:
  - (i) with other entities within Muaupoko; and
  - (ii) with other Mandated Iwi Organisations;
- (f) any changes made under section 18 of the Act to these Rules or the Asset Holding Company; and

- (g) an Annual Plan for the next financial year that must include:
  - (i) the objectives of the annual plan;
  - (ii) the value of Settlement Quota sold or exchanged in that year;
  - (iii) the policy of the Authority in respect of the sales and exchanges of Settlement Quota;
  - (iv) any changes in that policy from the policy for the previous year; and
  - (v) any proposal to change the constitutional documents of any Corporate Entity.

11.4. In relation to every Asset Holding Company that receives Settlement Quota and Income shares (or other settlement assets), and in relation to any Fishing Enterprise established by the Authority under Rule 5.4 to conduct fishing operations utilising ACE from the Settlement Quota, to harvest, process or market fish, or be involved in any joint venture for those purposes (each referred to in this Rule as an "enterprise") an annual report on:

- (a) the performance of that enterprise;
- (b) the investment of money of that enterprise;
- (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 Act; and
- (d) any proposal to change the constitutional documents of any Asset Holding Company.

11.5. All Members are entitled to attend the Annual General Meeting. All Board Members are expected to attend the Authority's Annual General Meeting.

11.6. At the Annual General Meeting and Special General Meeting the chair shall be taken by the Chairperson and, in the Chairperson's absence, the vice Chairperson and, failing that, a Member of the Board nominated by the Board shall chair the meeting.

## **12. Special General Meeting**

- 12.1. A Special General Meeting shall be called by the Secretary, 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 Members; or
  - (c) not less than 5 Board Members representing five (5) Hapū, provided that no meeting can be convened to consider:
    - (i) disposal of Income Shares (in accordance with section 70 of the Act);
    - (ii) a request to Te Ohu Kai Moana Trustee Limited to treat Quota as Settlement Quota (in accordance with section 159 of the Act of the Act);
    - (iii) disposal of Settlement Quota (in accordance with section 162 of the Act); or
    - (iv) a request for rationalisation of Settlement Quota (under section 172(3) of the Act), unless the Board have resolved to:
      - A. seek approval of the Adult Members (under section 70 of the Act);
      - B. obtain the approval of the Adult Members (under section 159 of the Act);
      - C. obtain the prior approval of the Adult Members (under section 162 of the Act); or
      - D. obtain the prior approval of the Adult Members (in accordance with section 172 of the Act), as the case may be.
- 12.2. A request for a Special General Meeting must state the objects 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 must be held within 30 Working Days from the date the request was received by the Secretary.
- 12.4. If the Chairperson does not within fifteen (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 Members who made the request may, subject to Rule 12.1(c) above, 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 Muaupoko 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;
  - (iii) where any relevant explanatory documents may be viewed or obtained;
  - (iv) give 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
  - (v) where relevant, any other information specified or required under the Act.

13.2. Any accidental omission to give notice of a Special General Meeting to, or failure to receive Notice of a Special 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.

#### **15. Adjourned meeting**

15.1. If a quorum is not present within one (1) hour of the time appointed for the start of a Annual General Meeting and Special General Meeting the meeting is to stand adjourned until such time, date and place 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 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 and place, or to such other date, time and place 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.

**Information must be made available in writing**

- 15.4. Information referred to in Rule 11 must be made available on request in writing by any Member of Muaupoko.
- 15.5. Any Adult Member may request in writing a copy of these Rules and a copy will be provided subject to such reasonable charges as the Board require.

**16. 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 Members who cast a vote, either at a General Meeting or by postal vote if applicable, 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:
    - (i) changes to these Rules (or amendments to the constitution of any Asset Holding Company (in accordance with the requirements of sections 17, and 18 as the case may be, of the Act);
    - (ii) changes to these Rules which do not relate to matters provided by or under the Act;
    - (iii) the sale of Income Shares in accordance with section 70 of the Act;
    - (iv) Quota to be treated as Settlement Quota in accordance with section 159 of the Act;
    - (v) the sale or rationalisation of Settlement Quota in accordance with section 162 or 172 (as relevant) of the Act; and
    - (vi) a request that Te Ohu Kai Moana Trustee Limited transfer Authorities or Coastal Permits that are Aquaculture Settlement Assets in accordance with section 50(1) of



the Act (except where the proposed transfer is to a company that is wholly owned by the Authority,

by not less than 75% of the Adult Members, who cast a vote at a General Meeting, or by postal vote, voting in favour of the Special Resolution and no such Special Resolution shall be passed unless notice in respect of those resolutions has been given in accordance with the Rule 16.9 and the Act.

#### **Number of votes**

- 16.2. Each Adult Member shall ~~only have one (1) vote on each resolution-motion~~ subject to a vote pursuant to Rule 16.1 put to the General Meeting.

#### **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.

- 16.4. Board Members and employees of the Authority shall not be eligible to act as a Returning Officer.

#### **16.5. Method of voting**

- 16.6. The Board shall determine whether the vote is to be conducted:

- (a) at a General Meeting; or
- (b) by way of a postal vote only.

- 16.7. If any matter to be put to a vote at a General Meeting concerns a matter listed in Rule 16.1(b) postal voting shall apply in order to be compliant with the Act.

- 16.8. The procedure determined by the Board in respect of any vote in accordance with paragraph (a) above must be publicly notified not less than 20 Working Days before the date of the vote, and if such vote is to be at a General Meeting, the notice must comply with Rule 16.9.

#### **Notice of Voting and General Meeting**

- 16.9. Any vote conducted under Rule 16.1 must be publicly notified not less than 20 Working Days before the date of the vote. If the vote is to be at a General Meeting the notice procedures must comply with those specified in the Act, which at the date of these Rules are:

- (a) Public Notice that includes:

- (i) the date, time and venue and agenda of the General Meeting, the place where explanatory documents and other related documents may be viewed or obtained, and any other information specified by the Act;
  - (ii) where relevant, advice that a vote is to be taken to ratify or amend the constitutional documents of the Authority;
  - (iii) advice on the method by which the vote will be counted, and
  - (iv) where relevant, the matter or issues on which the vote is to be taken.
- (b) Private Notice to every Adult Registered Member who has requested such from the Authority in writing in accordance with Rule 9.3, that gives:
- (i) the information in the preceding paragraph of this Rule 16.9;
  - (ii) a copy of the Voting Paper (if applicable); and
  - (iii) the address and return date for the Voting Paper (if applicable).
- (c) Private Notice to every Adult Registered Member if there is to be a vote taken to ratify the constitutional documents of the Authority that gives the information in Rule 16.9(b).

#### Valid Votes

- 16.10. Adult Members only shall be eligible to vote on a resolution put to a General Meeting or requested by postal vote.
- 16.11. 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, ensure correctly record their membership number ~~is correctly recorded on~~ the Voting Paper; or

~~(ii) where the person is an Adult Member, but not registered an Adult Registered Member, correctly record ensure the Hapū they affiliate to is recorded to on the Voting Paper and include relevant whakapapa information is given;~~

~~(ii)(iii) return the voting paper by posting the voting paper to the Authority 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.~~

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(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 16.11(a) that vote is validated by the relevant Whakapapa Committee; or

(ii) in the case of a vote by ballot or postal vote, 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.

16.12. 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 Secretary, Returning Officer, persons assisting the Returning Officer and members of a Whakapapa Committee (if needed), but not to others; and

(b) the Secretary, Returning Officer and such other persons shall undertake to keep that information confidential.

16.13. Subject to Rule 16.10, a vote cast at a General Meeting either orally or by show of hands is validly cast if the Adult Member voting has entered their name and contact details on the attendance register provided at the General Meeting. An attendance register must be provided at all General Meetings.

16.14. All Voting Papers, envelopes, documents or other records used in connection with a ballot or postal vote shall be preserved and retained by the Secretary for a period of one (1) year from the date of the ballot and thereafter, shall be destroyed.

## 17. Election of the Board

- 17.1. 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 these Rules.

#### **Term of Election**

- 17.2. 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.
- 17.3. Retiring Board Members shall be eligible for re-election.
- 17.4. For the avoidance of doubt no person may be nominated for more than one (1) Hapū position on the Board at any one (1) time and no member of the Board may hold more than one (1) position on the Board at any time.

#### **Hapū Election Procedure**

- 17.5. 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) the method of voting which may be:
    - (i) by postal vote only; or
    - (ii) by postal vote as well as by expression of agreement at a Hapū Election Hui, stated vocally or by show of hands (in which case Rule 16.13 applies), or by ballot provided always that an Adult Member shall cast only one (1) vote for that Hapū Election. For the avoidance of doubt the Act requires that elections must include voting by way of postal vote in order to comply with the Act.
- 17.6. 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 method of voting determined and agreed, and in accordance with the election procedures set out in these Rules which must also be compliant with Act.
- 17.7. 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 Rule 17.5; or

- (c) hold the Hapū Election in accordance with these Rules or the 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 either at, a Special General Meeting or by postal vote. All applicable Rules concerning the conduct of Voting at a Special General 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.

#### 17.8. Nominations

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 Muaupoko and in any region of New Zealand in which significant concentrations of Members reside of:

- (a) the number of 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 Rule 17.

17.9. Adult Members are eligible to be nominated and elected as a Board Member of the Board. Only Adult Members who whakapapa to a Hapū are eligible to be nominated to represent that Hapū.

17.10. 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 Rule 21; and
- (d) be delivered to the Secretary no later than 10 Working Days after the date of notice given under this Rule 17.

17.11. Nominations shall be void if they do not comply with the requirements of this Rule 17.

- 17.12. If there is only one (1) nomination to fill a vacant office, the candidate shall be declared elected unopposed by the Returning Officer.

## **18. Hapū Election**

- 18.1. Not less than 20 Working Days prior to the date of the Hapū Election, the Board shall publicly notify the Hapū Election in accordance with Rule 13.1(b).
- 18.2. Rule 16 (voting procedures at General Meetings) shall apply to the voting procedures to be held at Hapū Election Hui, with such modifications as necessary – for example references to General Meetings shall be read as Hapū Election Hui.
- 18.3. 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.
- 18.4. Each Adult Member is entitled to vote for one (1) Nominee for each Hapū that they affiliate to.

## **19. Alternates**

- 19.1. Each Hapū is further entitled to elect one (1) Alternate at the Hapū Election who shall be the third highest polling nominee eligible for election and shall hold office for a period no longer than three (3) years without facing re-election. Should there not be sufficient nominees to make an appointment of Alternate, the position shall not be filled.
- 19.2. 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.

## **20. Results of Hapū Elections**

- 20.1. 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, the number of provisional votes counted, the number of provisional votes confirmed and/or rejected in accordance with Rule 9.5(b) and the number of Voting Papers rejected as informal;
  - (b) the nominee who received the highest number of votes;
  - (c) the nominee who received the second highest number of votes; and

- (d) the nominee who received the third highest number of votes.
- 20.2. The nominee who is the highest polling candidate shall be appointed as the Board Member for the relevant Hapū and appointed to the vacant office for three (3) years.
- 20.3. The nominee who is the second polling candidate shall be elected as the Board Member for the relevant Hapū and appointed to the vacant office for 18 months.
- 20.4. The nominee who is the third highest polling candidate shall be elected as the Alternate for the relevant Hapū in accordance with Rule 19 for three (3) years.
- 20.5. 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 Rule 20.1(a) by Public Notice in all daily newspapers in the vicinity of the rohe of Muaupoko; and
  - (c) in the Authority's next written communication to Members of Muaupoko.

#### **Vacancy**

- 20.6. 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 next highest polling nominee.
- 20.7. In the event that there is no second or third highest polling nominee to fill the vacancy then that vacancy shall be filled by the holding of a by-election in accordance with Rule 17.
- 20.8. In the case of a Board Member elected pursuant to Rule 20.6 or 20.7 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.

#### **21. Ceasing to be a Board member**

- 21.1. 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;
  - (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*.

21.2. The Board Member concerned shall cease to hold office:

- (a) in a case where Rule 21.1(a) applies, from the end of the day three (3) years after the date on which that Board Member was last elected to office;
- (b) in a case where Rule 21.1(b) applies from the date the notice of retirement shall have been delivered to the Authority;
- (c) in the case where Rule 21.1(d) applies from the date of the first meeting of the Board after the Board Member's third consecutive absence without reasonable excuse; or
- (d) in the case where Rule 21.1(e) to (j) 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.

## **22. Powers of the Board**

22.1. 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 1908* or these Rules, required to be exercised by the Members at the Annual General Meeting or at a Special General Meeting (subject nevertheless to these Rules and to the provisions of the Act and to such by-laws as prescribed by the Members at a General Meeting; but no by-law or regulations made by the Members in General Meeting shall invalidate any prior act of the Board which would have been valid if that by-law or regulation had not been made).



- 22.2. The Board shall, without prejudice to the generality of Rule 22.1, have the power to:
- (a) do all things that in the opinion of the Board are necessary to carry out the objects 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 5.1;
  - (f) delegate any of its powers in writing to the Chief Executive Officer; and
  - (g) monitor the performance of any subsidiary entities.
- 22.3. The Board's role in relation to the Asset Holding Company and any Fishing Enterprise or joint venture that uses settlement quota will be to exercise strategic governance over:
- (a) its Asset Holding Companies and any Fishing Enterprise or joint venture; and
  - (b) 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; and
      - B. reorganise the Settlement Quota held by the Asset Holding Company, in the buying and selling of Settlement Quota in accordance with the Act.

#### **Fisheries Annual Plan**

- 22.4. 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.
- 22.5. The Board must consider any draft Fisheries Annual Plan submitted pursuant to Rule 22.4 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.*
- 22.6. 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.

### **23. Obligations of the Board**

- 23.1. The Board shall at all times:
- (a) *act in accordance with the policy of the Authority;*
  - (b) *report fully its activities to the Meetings of the Authority;*
  - (c) *be subject to any direction passed by Ordinary Resolution of the Adult Members at an Annual General Meeting or a Special General Meeting; and*
  - (d) *act in a manner that accords with the Charitable Purpose.*

### **24. Chief Executive Officer**

- 24.1. The Board shall appoint a Chief Executive Officer.
- 24.2. 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.
- 24.3. 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.

### **25. Meetings of the Board**

- 25.1. 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 25.
- 25.2. Any notice given by the Chairperson of the Board pursuant to Rule 25.1 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.

- 25.3. Any Board Meeting will, notwithstanding that it is called by shorter notice than that provided for in Rule 25.2, be deemed to have been properly convened if, prior to the Meeting proceeding to business it is so agreed in writing:
- (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.
- 25.4. The quorum for a Board Meeting shall consist of five (5) Board Members representing five (5) Hapū, present throughout.
- 25.5. 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 by Rule 25.4 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.
- 25.6. The Chairperson shall chair Meetings of the Board and in the Chairperson's absence the Board Members may elect one of their number to chair the Meeting.
- 25.7. Board Members may vote at Meetings of the Board personally, by telephone conference, by written advice or facsimile, email or by another appropriate means of electronic communication.
- 25.8. 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. In the case of an equality of votes the Chairperson shall not have a casting vote.
- 25.9. Minutes of the proceedings of all Board Meetings shall be recorded in a book to be kept for that purpose by the Secretary and shall be signed by the Chairperson of the meeting at which the minutes are confirmed. 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 minute of the meeting signed by the Chairperson of the meeting shall contain a certificate to that effect.

## **26. Chairperson and Deputy Chairperson**

- 26.1. The Board shall elect one (1) Board Member to act as Chairperson for the duration of that Board Member's term or, if that person vacates the role for any reason, elect another of their number to fill the role for the remainder of the term.
- 26.2. 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.

## **27. Sub-committee meetings**

- 27.1. 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.
- 27.2. The sub-committee meetings shall be called by written notice from the Chairperson.
- 27.3. The notice should include the meeting time, venue and agenda.
- 27.4. The terms of reference for Sub-Committee shall set by the Board.
- 27.5. The quorum shall be no less than 50% of the Sub-Committee members nominated by the Board.
- 27.6. The Sub-Committee shall be responsible for formulating recommendations or completing set outcomes, as required by the Board.

## **28. 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 cheques, withdrawals and authorities shall be signed 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 objects of the Authority and 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.

#### **Auditor**

- 28.7. There shall be appointed at each annual General Meeting an auditor who shall not be a member of the Board but shall be a member of the New Zealand Society of Accountants.
- 28.8. The auditor shall examine and certify the accounts and securities and any other assets of the Authority for the current year.

#### **29. Seal**

- 29.1. The seal of the Authority shall have the name of the Authority engraved or inscribed on it.
- 29.2. The seal shall be kept in the custody of the Secretary, 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.
- 29.3. 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.
- 29.4. A register shall be kept recording all applications of the seal and the use of the seal shall be reported at subsequent Board Meetings.

#### **30. Disputes Procedure**

##### **Disputes under the Act and General Disputes**

- 30.1. If any dispute shall arise between Members and the Authority (other than a dispute provided for in Rules 30.2 or 30.3), 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. Should the parties fail to reach agreement on the process to resolve a dispute relating to matters arising under the Act, that dispute shall be determined in accordance with Part 5 of the Act.

- 30.2. *Any dispute of a general nature, being a dispute not covered by Part 5 of the 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 reconsider the decision, however any such re-consideration shall then be binding upon the parties.*
- 30.3. The provisions of this Rule 30 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.

#### **Registration Disputes**

- 30.4. If the Board makes a decision under Rule 9.12 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.
- 30.5. If the person concerned disputes that decision, that person may exercise their rights under section 180(1)(m) of the Act.
- 30.6. When making a recommendation to the Board in relation to Rule ~~99~~109-10, the relevant Whakapapa Committee must apply the provisions of the 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.
- 30.7. 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 Act.

#### **31. Amendment of Rules**

- 31.1. Subject to the provisions of the Incorporated Societies Act 1908, these Rules may be altered, amended added to or rescinded by a resolution passed by a 75% majority of the votes cast at an Annual General Meeting or Special General Meeting 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 shall be registered with the Registrar of Incorporated Societies.
- 31.2. Any amendment or addition to these Rules shall not be inconsistent with the Act, the Incorporated Societies Act 1908 or any other enactment or rule of law.
- 31.3. To the extent that a proposed amendment or addition relates to matters provided for, by or under the Act, such change:
- (a) must not be inconsistent with the Act;
  - (b) must not be made earlier than two (2) years after the date on which the Authority is recognised by Te Ohu Kaimoana Trustee Limited as the Mandated Iwi Organisation for Muaupoko if the amendment relates to any matter provided for by or under the Act unless the amendment is required as a consequence of a rule made or amended under section 25 of the Act;
  - (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; and
  - (d) notwithstanding the terms of these Rules, no amendment to these Rules shall 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 income tax exemption under the Income Tax Act 2007 in respect of income derived by it. 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 Corporate Entities**

- 31.4. To the extent that a proposed change to the constitutional documents of an Asset Holding Company relates to matters provided for, by or under the Act, such amendment:
- (a) must not be inconsistent with the Act or any other enactment or rule of law;

- (b) may not be made earlier than two (2) years after the date on which the Authority is recognised by Te Ohu Kaimoana Trustee Limited as the Mandated Iwi Organisation for Muaupoko unless the amendment is required as a consequence of a rule made or amended under section 25 of Act;
- (c) 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 of these Rules; and
- (d) must not amend the requirement in Rule 5.5 in a manner which would jeopardise the charitable status of such Asset Holding Company.

**Proposal from Adult Member**

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

**32. Winding Up**

32.1. The Authority may be wound up voluntarily in the manner prescribed by section 24 of the Incorporated Societies Act 1908 and in accordance with the 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.


32.2. 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 whose objects include, in whole or in part, the objects set out in these Rules or as the Board may determine by resolution.

32.3. No individual Member or Members of Muaupoko shall profit by the dissolution of the Authority.

**33. Indemnity**

33.1. The Board members and officers of the Authority are indemnified by the Society against all losses and expenses occurred by them in carrying out their duties except when those actions are in breach of the objects of the Authority, or otherwise due to their wilful neglect, malpractice or fraudulent activity.

Nina Ann Hou Te Pa - Wana *at/for Wca.*  
 22 November 2012  
 Sillena Wiki McGregor, 30 Hinemoa St, Larn SW, 11 Guy  
 23.11.12

  
 BRENTAN AKHAU  
 23 November 2012