

SUMMARY OF  
PROPOSED AMENDMENTS TO THE TE KĀHUI O TARANAKI CHARTER



TARANAKI IWI  
me tōngai harakeke

# FROM THE CHAIR | LEANNE HORO

## TE KĀHUI O TARANAKI CHARTER REVIEW SPECIAL GENERAL MEETING

Ko Taranaki te Maunga

Koia rā te puna i heke mai ai te tangata

E kore e pau te ika unahi nui!

Kei ngā mate tuatinitini, whakangaro atu ki te pō. Kei ngā kanohi ora o ngā mātua i te pō, kei ngā uri o Taranaki iwi huri rauna i te motu me te ao nei, tēnā rā koutou katoa.

In 2013 Te Kāhui o Taranaki was established to receive the treaty settlement assets on behalf of Taranaki Iwi, governed by a newly created Charter - a document which set out the functions of the iwi's governance entity and the rules applying. The terms of the Charter were largely prescribed by the Crown.

The Charter also provided a review clause after five years of operation. This review presented an opportunity to revisit the particular elements of the Charter, and determine whether or not it is still 'fit for purpose' or whether it could be changed to better reflect the needs and aspirations of Taranaki Iwi moving forward.

A series of consultation hui were held throughout the motu in 2019 and uri were given the opportunity to provide feedback and comment through a submission process. Trustees were presented with a number of recommendations based on the feedback from the consultation hui and submission process.

Over the past five years the entities within the Te Kāhui Group have run according to the requirements of the Charter. In that time there have been matters which have not been covered by the Charter, or required changes. An example of an issue is where the order of trustee rotation got out of line with that specified in the Charter and therefore a number of amendments are being suggested regarding trustee elections in Schedule Two. Other amendments include further clarification regarding the Maori Fisheries Act 2004 requirements and the use of electronic and digital technology.

Following the valuable engagement process and consideration of the report from the independent facilitator, the final version of the Charter incorporating the feedback is now available for uri consideration. We would like to see as many iwi members as possible at the meeting, where a resolution will be put to approve the changes to the Charter. We have put together some Frequently Asked Questions overleaf, and prepared a summary explaining the changes to the Charter in more detail.

Two copies of the Charter (one a 'clean' version and the other showing all of the changes made) are available either to collect from our office, or download from our website [www.taranaki.iwi.nz](http://www.taranaki.iwi.nz) to take you through the changes that trustees are recommending for approval at the meeting.

## FREQUENTLY ASKED QUESTIONS

### **Why do we need to make changes to the Charter?**

Te Kāhui has considered feedback from uri and the report from the independent facilitator (Jamie Tuuta). Trustees have proposed amendments to the Charter which reflect the feedback provided, recommendations from the independent facilitator and matters which they have considered.

Over time it has also become clear that there are minor gaps in the terms and clauses of the document, meaning it no longer meets our needs – e.g. no mechanism to correct the current trustee rotation issue.

### **Are there many changes being proposed?**

There are a number of minor changes being made to the Charter which we recommend that you read about (see below for the details). As well as some new clauses.

We have also taken the opportunity to revise the rotation of Trustees so that elections are held two out of three years with a three and four split. Other changes relate to further requirements of the Maori Fisheries Act 2004 following recent case law – these changes relate to notice and election and voting processes. We have also looked

to reflect modern means of communication such as electronic and digital communication and voting more clearly in the document.

### **Where can I find more information about these changes?**

Copies of the summary of the changes, along with the Charter documents (one a 'clean' copy and another version showing the changes) are available for you to read or download from our website [www.taranaki.iwi.nz](http://www.taranaki.iwi.nz) or you can request or collect copies of the documents from our office at 1 Young Street, New Plymouth between 8.30am and 5.00pm Monday to Friday.

Information videos on the proposed changes will also be available on the Taranaki Iwi webpage and facebook page.

### **How will Taranaki Iwi make a decision on the changes?**

Registered members will vote on a resolution to be sent out via post recommending approval of the changes to the Charter. A Special General Meeting (SGM) will also be held at 10.00am on Sunday 29 March at Novotel Hotel, Corner of Hobson and Leach Street, New Plymouth.

The resolution is set out on the voting form and will also be made available prior to the meeting via the same information channels.

In order for the changes to take effect the resolution must receive 75% support from those uri that participate in the vote.

### **When will changes to the Charter take effect?**

After approval, Te Ohu Kai Moana (TOKM) need to formally confirm that the amended document complies with the Māori Fisheries Act 2004. They have informally advised us that the latest draft of the Charter meets the requirements of the Act.

Changes will take effect from the date of formal approval by TOKM.

## **About This Document**

The proposed changes below reflect the feedback from the consultation hui, feedback from uri, recommendations from the independent facilitator as well as input from the Trustees.

This summary has been put together to explain the effect of the major changes proposed to the Charter.

The proposed changes range from changes to reflect that the Establishment Period of Te Kāhui o Taranaki has now passed and therefore certain provisions are no longer required to the inclusion of totally new clauses reflecting requirements of the Maori Fisheries Act.

Note that this summary does not contain all of the changes in the new draft Charter as some are as a consequence of other changes to terms, changes to definitions or to ensure consistency in language and meaning between the various clauses in the Charter.

Where a definition has been changed, this has been replicated throughout the Charter.

All of the changes can be read on a copy of the draft Charter available to be viewed or downloaded from our website [www.taranakiwi.co.nz](http://www.taranakiwi.co.nz) or requested from our office at 1 Young Street, New Plymouth between 8.30am and 5.00pm Monday to Friday.

Item	Key Areas for Change	Proposed Changes	Comment
1.	<b>Definitions (clause 1.1)</b>		Definitions have been updated to reflect current and future structure and activities
2.	Establishment Period	Removed	
3.	Establishment Trustees	Removed	
4.	First Elected Trustees	Removed	
5.	Initial Establishment Trustee	Removed	
6.	Replacement Establishment Trustee	Removed	
7.	Public Notices	To be published in a newspaper generally circulating in the relevant area or areas and by panui or electronic media, including radio or television (and compliant with Kaupapa 4 of Schedule 7 of the Māori Fisheries Act 2004)	For consistency with the Māori Fisheries Act 2004
8.	Wāhi Pōti	“Wāhi Pōti” means the ballot box for voting at an annual general meeting or a special general meeting	Recent case law ( <i>Solomon-Rehe v Hokotehi Trust Moriori Trust</i> [CIV-2014-485-10740, Wellington, Justice Brown]) interpreting the Māori Fisheries Act 2004 requires that there be a Wāhi Pōti available at a general meeting where votes may be cast
9.	Principles (Clauses 2.6)	Te Kāhui o Taranaki will foster the participation of Taranaki Iwi in the affairs of the Taranaki Iwi Group;  There will be a separation of governance and management	This reflects feedback from the submissions and requires Te Kāhui o Taranaki to involve Taranaki Iwi (inclusive of whanau, marae/pa and hapu). As part of the review Te Kāhui to participate in strategic planning and decision making processes

Item	Key Areas for Change	Proposed Changes	Comment
10.	Disposal of Income Shares and Settlement Quota	<p>Any proposal in relation to the disposal of Income Shares under section 70 of the Māori Fisheries Act 2004 or in relation to the disposal of Settlement Quota under sections 159, 162 or 172 of the Māori Fisheries Act 2004 may only proceed if a Special Resolution has been passed in accordance with the Fourth Schedule.</p> <p>Transfers between entities This clause 33 does not apply to transfers between entities within the Taranaki Iwi Group provided that those entities comply with the relevant provisions of the Māori Fisheries Act 2004.</p>	<b>New Clause</b> for consistency with the Māori Fisheries Act 2004
11.	Recognition of new Mandated Iwi Authority (clause 34 and rules 1(b) and (e) and 5.3(h) of the Fourth Schedule)	Any proposal in relation to recognizing a new Mandated Iwi Organisation in place of the Rūnanga pursuant to sections 18A to 18G of the Māori Fisheries Act 2004 requires a Special Resolution	<b>New Clause</b> to reflect Māori Fisheries Act 2004 amendments made on 16 September 2011
<b>First Schedule</b>			
12.	Contents of Taranaki Iwi Register (rule 2.1, 3.1, 5.3 of the First Schedule)	Email addresses of the Members of Taranaki Iwi are to be included in the records contained in the Taranaki Iwi Register	To reflect email addresses as an important mode of communication
13.	Private Notice (rule 7 of the First Schedule)	Inclusion of all matters for Private Notice for consistency	Inclusion of Major Transactions and recognition of a new Mandated Organisation
<b>Second Schedule</b>			
14.	Number of Trustee (rule 2.4 of the Second Schedule)	Not more than seven and not less than five Trustees	Amended to allow 5 to 7 Trustees to provide flexibility

15.	Term of office and sequence of appointment (rule 4.1 of the Second Schedule)	The sequence of appointment of Trustees will be three Trustees appointed together and four Trustees appointed together (or, if there are to be less than seven Trustees holding office, the other Trustees who were not appointed in the group of three)	This sequence of appointment changes the current rotation to allow for two elections every three years rather than an election every year.
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Item	Key Areas for Change	Proposed Changes	Comment
16.	Retirement and replacement of Establishment Trustees (rule 4.2, 4.3, 4.4 and 4.5 of the Second Schedule)	Removed	These provisions are no longer required given Te Kāhui has moved past the Establishment Period.
17.	Ending of term of Trustees (rule 4.2 of the Second Schedule)	The term of office of each Trustee will end when the Chief Returning Officer certifies (and communicates to Te Kāhui o Taranaki) the result of the election in the third Income Year following the appointment of the Trustee	To update this rule which is no longer relevant (it currently deals with the rotation off of the initial Trustees appointed when Te Kāhui o Taranaki was established)
18.	Power to alter term of office (rule 4.4 of the Second Schedule)	If the sequence of appointment of Trustees becomes misaligned from the sequence set out in rule 3.1 of this Schedule, the Chairperson will require that Trustees correct that misalignment by: <ul style="list-style-type: none"> <li>• agreeing as to who amongst them will retire early in order to restore the correct sequence of appointment</li> <li>• if Trustees cannot agree, Trustees must draw lots to determine who amongst them will retire early</li> </ul>	This <b>new rule</b> is to provide a mechanism for Te Kāhui to deal with any situation where (for whatever reason) the sequence of appointment of Trustees/Trustees becomes misaligned, such as has occurred in the past where a new Trustee was appointed (to fill a casual vacancy) for three years when it should have been for the remaining term of the Trustee whose retirement created the casual vacancy
19.	Casual vacancies (rule 4.5 of the Second Schedule)	If a casual vacancy arises more than twelve months prior to the next scheduled election of Trustees the vacancy may be filled by holding a further election	This rule has been amended from six months to twelve months and provides a discretion to fill the vacancy
20.	Term of casual appointments (rule 4.6 of the Second Schedule)	Any Trustee appointed to fill a casual vacancy will hold office until the next scheduled election (which will include an election for a Trustee who will be elected for the remainder of the term of the Trustee whose ceasing to hold office resulted in the casual vacancy)	This is to ensure that the rotation is maintained.
21.	Timing of election of Trustees (rule 5 of the Second Schedule)	Other than where there is a casual vacancy to be filled, two elections for Trustees will be held within every three year period and timed so as to maintain the three and four sequence of appointment of Trustees/Trustees	The sequence of appointment of Trustees does not require an election every year.



Item	Key Areas for Change	Proposed Changes	Comment
22.	Competence of Nominees (Rule 6.1 of the Second Schedule)	<p>All persons making nominations may only nominate a person as a Trustee if he or she considers that the nominee has:</p> <ul style="list-style-type: none"> <li>• an appropriate level of knowledge, skill, expertise and capabilities to assist Te Kāhui o Taranaki in giving effect to the purposes of Te Kāhui o Taranaki; and</li> <li>• in his or her own right, a reasonable level of competence in, and knowledge of, relevant best practice governance models.</li> </ul>	<p>This <b>new rule</b> encourages those nominating potential Trustees to consider the nominees knowledge and expertise and how this might contribute to their ability to fulfill the role and function of Trustee. It places a responsibility on those people nominating to consider these matters.</p>
23.	Form of Notice of nominations for elections and general meetings (clause 14.3 and rules 6.4 and 7.3 of the Second Schedule and rule 5.2 of the Fourth Schedule)	<p>All notices given under this rule shall be given by both Private Notice and Public Notice</p>	<p>These amendments are to reflect the requirements of the Māori Fisheries Act 2004 which Te Kāhui o Taranaki follows when giving notice of elections and general meetings.</p>
24.	Nominee (Rule 6.7 of the Second Schedule)	<p>Each nominee must provide:</p> <ul style="list-style-type: none"> <li>• consent to the nomination which shall be endorsed in writing and signed by the nominee on the nomination paper;</li> <li>• a declaration that he or she is not a person who is precluded from holding office as a Trustee on the basis of one or the other of the matters specified in rule 2.1(b) of this Second Schedule;</li> <li>• a brief curriculum vitae and a statement containing details or experience relevant to the role of Trustee,</li> <li>• provided that a candidate may at any time, by notice to Te Kāhui o Taranaki, withdraw his or her nomination.</li> </ul>	<p>This <b>new rule</b> sets out what information nominees are required to provide as part of their nomination. The nominee must sign the nomination form and declare their eligibility. It also requires a brief CV and statement that contains details of experience. Moving forward candidates will be invited to provide a short video to be posted on the iwi website.</p>
25.	Mode of voting (rule 7.1 of the Second Schedule and rule 2.1 and 2.2 of the Fourth Schedule)	<p>Voting will be by:</p> <ul style="list-style-type: none"> <li>• Wāhi Pōti at an annual general meeting or a special general meeting or</li> <li>• by post or electronically</li> </ul>	<p>Recent case law (<i>Solomon-Rehe v Hokotehi Trust Moriori Trust</i> [CIV-2014-485-10740, Wellington, Justice Brown]) interpreting the Māori Fisheries Act 2004 requires that there be a Wāhi Pōti available at a general meeting where votes may be cast</p>

26.	Content of notices about elections (rules 8.1, 8.2, 8.4 and 8.5 of the Second Schedule)	Set out the required information to be provided in notices and how notice should be provided by way of Public and Private Notice as defined.	These amendments are to reflect the requirements of the Māori Fisheries Act 2004 which Te Kāhui o Taranaki follows when giving notice of Special General Meetings and recent case law about requirements for Wāhi Pōti
27.	Appointment of Chief Returning Officer (rule 10.1 of the Second Schedule)	Chief Returning Officer to be present at Wāhi Pōti The Chief Returning Officer or his or her nominee: must be present at all times at the Wāhi Pōti; will be available to collect any completed voting forms at the Wāhi Pōti; and must also ensure that the additional voting forms are available at the Wāhi Pōti.	This addition provides that the Chief Returning Officer may appoint a nominee and reflects the requirements of the Māori Fisheries Act 2004 which Te Kāhui o Taranaki follows when giving notice of Special General Meetings and recent case law about requirements for Wāhi Pōti
28.	Chief Returning Officer to be present at Wāhi Pōti (rule 10.3 of the Second Schedule)	Chief Returning Officer to be present at Wāhi Pōti The Chief Returning Officer or his or her nominee: must be present at all times at the Wāhi Pōti; will be available to collect any completed voting forms at the Wāhi Pōti; and must also ensure that the additional voting forms are available at the Wāhi Pōti.	This <b>new rule</b> reflects the requirements of the Māori Fisheries Act 2004 which Te Kāhui o Taranaki follows when giving notice of Special General Meetings and recent case law about requirements for Wāhi Pōti
	<b>Third Schedule</b>		
29.	Quorum (rule 3 of the Third Schedule)	The quorum for a meeting of Trustees will be a majority of Trustees	To take account of the number of Trustees being between 5 and 7

30.	Voting on special resolutions of members (rule 2 of the Fourth Schedule)	<p>Votes on a Special Resolution of Members must be able to be cast both by:</p> <ul style="list-style-type: none"> <li>placing voting forms into a Wāhi Pōti in person at the special general meeting held for the purposes of considering the Special Resolution of Members; and</li> <li>by post to a physical address of the Chief Returning Officer notified by Te Kāhui o Taranaki.</li> </ul> <p>Subject to rule 2.1 of this Fourth Schedule, votes on a Special Resolution of Members may also be cast electronically to a digital or electronic address of the Chief Returning Officer notified by Te Kāhui o Taranaki.</p>	These amendments are to reflect the requirements of the Māori Fisheries Act 2004 which Te Kāhui follows when giving notice of Special General Meetings and Recent case law about requirements for Wāhi Pōti
33.	Notice to members regarding special general meetings and Special Resolution (rules 5.2, 5.3 and 5.4 of the Fourth Schedule)	Clauses reflect the adoption of electronic means to provide notice, simplify the reference to Public and Private Notice as defined in the definitions and align the matters for notice to the Maori Fisheries Act 2004.	These amendments are to reflect the requirements of the Māori Fisheries Act 2004 which Te Kāhui follows when giving notice of Special General Meetings and Recent case law about requirements for Wāhi Pōti
34.	Chief Returning Officer to receive voting forms (Rule 7.2 of the Third Schedule)	Placed into the Wāhi Pōti provided at the special general meeting; or addressed to the Chief Returning Officer at the physical or electronic address notified by Te Kāhui o Taranaki.	These amendments reflect the requirements of the Māori Fisheries Act 2004 and that a Wāhi Pōti is provided at special general meetings.