



Te Runanga o Toa Rangatira

RUNANGA RULES

Te Runanga O Toa Rangatira Incorporated

2009

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PART A – INTRODUCTION

1 INTRODUCTION

- 1.1 The name of the society is Te Runanga o Toa Rangatira Incorporated and shall be known as the Runanga throughout these Rules.

2 INTERPRETATION

- 2.1 In these Rules, unless the context otherwise requires:

Adult Member of Ngati Toa Rangatira means a Member of Ngati Toa Rangatira who is 18 years of age or older.

Adult Registered Members means Adult Members of Ngati Toa Rangatira who are registered on the Members' Register.

Alienate means, in the context of Iwi Fisheries Assets, the sale or disposal of those assets, or any transaction which would result in the Runanga being disentitled for a period of more than five years to the income, control, or use of those assets, but does not include the transfer of those assets to a Corporate Entity that is wholly owned by the Runanga.

Annual General Meeting means a meeting held in accordance with Rule 15.

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

Aquaculture Settlement Assets has the same meaning as the term "Settlement Assets" in the Maori Commercial Aquaculture Claims Settlement Act 2004.

Assets mean Runanga property of any kind, whether tangible or intangible, but excludes Settlement Quota, Income Shares, and Aquaculture Settlement Assets.

Board means the board of the Runanga established or elected under Rule 6.

Board Members means the persons elected or appointed under Rule 6.

Corporate Entity, means any other company or trust wholly owned or controlled directly or indirectly by the Runanga and includes the Fisheries Asset Holding Company, the Fishing Enterprise, and any Subsidiary.

Directors means directors or trustees, as the case may be, of any Corporate Entity.

Executive Director means the person appointed as Executive Director under Rule 8.2.

Fisheries Asset Holding Company means a company established by the Runanga in accordance with Rule 9.1, which meets the requirements for a company defined in the Maori Fisheries Act as an asset-holding company and includes any Subsidiary of the asset-holding company.

Fishing Enterprise means a fishing operation established by the Runanga under Rule 9.2 to utilise annual catch entitlement from its Settlement Quota.

Fisheries Settlement means the settlement of Maori commercial fishing rights as defined in the Maori Fisheries Act.

General Business means any business conducted at an Iwi meeting that is not Significant Business.

Hui-a-Iwi means a meeting held in accordance with Rule 17.

Income Share means an income share within the meaning of the Maori Fisheries Act that is allocated and transferred to the Fisheries Asset Holding Company on behalf of Ngati Toa Rangatira by Te Ohu Kai Moana Trustee Limited.

Iwi means Ngati Toa Rangatira.

Iwi Meeting means an Annual General Meeting, Special General Meeting, Hui-a-Iwi, or Marae Election.

Iwi Aquaculture Organisation has the meaning given to it in the Maori Commercial Aquaculture Claims Settlement Act 2004.

Iwi Fisheries Assets means the Settlement Quota and Income Shares received by the Runanga under the Maori Fisheries Act.

Kaunihera Kaumatua means the committee of kaumatua established under Rule 7 to provide advice and support to the Runanga.

Mandated Iwi Organisation has the meaning given to it in the Maori Fisheries Act.

Marae means a recognised marae of Ngati Toa Rangatira, being Takapuwahia Marae, Hongoeka Marae, Wakatu Marae, and Wairau Marae.

Marae Body means in the case of;

- a Takapuwahia Marae, the Takapuwahia Marae Committee;
- b Hongoeka Marae, Hongoeka Settlement Incorporated;
- c Wairau Marae, the Ngati Toa Rangatira Manawhenua Ki Te Tau Ihu Trust;
- d Wakatu Marae, a committee or hui convened by the Tumuaki of the Runanga for the purposes of Rule 6.10

Marae Election means an election for Marae Board Members held in accordance with Rule 18.

Marae Meeting means a meeting held in accordance with Rule 18 for the purpose of conducting a Marae Election.

Maori Fisheries Act means the Maori Fisheries Act 2004.

Member of Ngati Toa Rangatira is defined in Rule 10.

Membership Committee means the committee appointed under Rule 11.13.

Members' Register means the register of Members of Ngati Toa Rangatira held and maintained by the Runanga in accordance with Rule 11.

New Zealand Resident means a person who is personally present in New Zealand for more than 183 days in total in a 12-month period.

Ngati Toa Rangatira means the iwi comprising every Member of Ngati Toa Rangatira.

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 Maori Fisheries Act.

Public Notice means a notice:

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

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

Registered Member means any Member of Ngati Toa Rangatira who is entered in the Members' Register.

Registration Form means the form used from time to time by the Runanga to enter the details of Members of Ngati Toa Rangatira on the Members' Register.

Returning Officer means the person appointed to act as a returning officer under clause 14.2.

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

Runanga means this incorporated society established pursuant to the Incorporated Societies Act 1908.

Settlement Cash Assets means money allocated and transferred to Te Runanga o Toa Rangatira pursuant to section 137(1)(f) of the Maori Fisheries Act by Te Ohu Kai Moana Trustee Limited.

Settlement Quota means the quota shares within the meaning of the Maori Fisheries Act that are allocated and transferred to a Fisheries Asset Holding Company on behalf of Ngati Toa Rangatira by Te Ohu Kai Moana Trustee Limited.

Significant Business is defined in Rule 13.4.

Special General Meeting means a meeting held in accordance with Rule 16.

Spouse means the married, or civil union, or de-facto partner of a Member of Ngati Toa Rangatira.

Subsidiary means any subsidiary (as defined by section 5 of the Companies Act 1993) of a Corporate Entity and includes any person or persons that is controlled by a Corporate Entity and includes a separate enterprise, as that term is used in section 32(3) of the Maori Commercial Aquaculture Claims Settlement Act 2004, that is responsible to Te Runanga.

Tikanga means the customary values and practices of Ngati Toa Rangatira.

Tumuaki means the chairperson of the Runanga appointed in accordance with Rule 8.19.

Tumuaki Tuarua means the deputy-chairperson of the Runanga appointed in accordance with Rule 8.20.

Voting Paper means a voting paper (including any electronic voting paper) issued in accordance with Rule 14 on which the Runanga shall record the membership number of the voter, or in the case of a voter without a registration number, shall have a duly completed Registration Form attached to and forming part of that Voting Paper.

Whangai means those persons who do not affiliate to Ngati Toa Rangatira by descent from Toa Rangatira but who are adopted by a Member of Ngati Toa Rangatira in accordance with the Tikanga of Ngati Toa Rangatira with such Tikanga to be determined in accordance with Rule 11 or, if necessary Rule 20.

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

2.2 Reference to a statute or statutory provision in these Rules includes that statute or provision as amended, modified, re-enacted, or replaced from time to time.

2.3 References in these Rules to:

- a a person includes an individual, body corporate, an association of persons (whether corporate or not) and a trust (in each case, whether or not having separate legal personality);
- b one gender includes the other gender; and
- c the singular includes the plural and vice versa;

2.4 Headings are for ease of reference only and must be ignored in interpreting the Rules.

PART B – PURPOSES, OBJECTS, AND POWERS

3 KAUPAPA/PURPOSES

Purposes

- 3.1 The purposes for which the Runanga is established are to undertake any purpose benefiting Ngati Toa Rangatira whether it relates to the relief of poverty, the advancement of education, improvement of health and socio-economic status, or any other matter beneficial to the community of Ngati Toa Rangatira and all the Members of Ngati Toa Rangatira irrespective of where those Members reside.

Objectives

- 3.2 In giving effect to the Purposes of the society, the Runanga may act to:
- a Conserve, promote, advance, and assist Ngati Toa Rangatira within the area bounded by the southern mouth of the Whangaehu River to the Arahura River on the West Coast of the South Island and across to Kaikoura on the East Coast and indeed any place or places Members of Ngati Toa Rangatira reside;
 - b Represent all Members of Ngati Toa Rangatira, regardless of where they reside, including acting as the Mandated Iwi Organisation, Iwi Aquaculture Organisation, or Post Settlement Governance Entity on behalf of Ngati Toa Rangatira
 - c Build and hold an economic base on behalf of the Members of Ngati Toa Rangatira.
 - d Consider, discuss, and take action on matters relevant to the raising of the mana, and to the advancement, of the Ngati Toa Rangatira people.
 - e Assist Members of Ngati Toa Rangatira to strengthen their taha tinana, taha hinengaro, taha wairua, and taha whanau, and to achieve their full potential.
 - f Halt the decline and to promote the revival of Te Reo Maori, including increasing the number of people who are competent in Te Reo Maori and in other languages of relevance to their well-being.
 - g Promote and support the Members of Ngati Toa Rangatira to gain access to information on whakapapa.
 - h Ensure that the children of Members of Ngati Toa Rangatira are embraced by and raised under the influence of their whanau, hapu, and iwi and that they are supported so as to ensure their capacities and potential are fully developed.
 - i Raise the quality of health among Members of Ngati Toa Rangatira so that it is as high as that of any group in the world.
 - j Assist Members of Ngati Toa Rangatira in contributing to the wellbeing of their whanau, hapu, and iwi, and to Aotearoa by working to reduce the number of Members of Ngati Toa Rangatira who are:

- i in gaol or in any other place of detention;
 - ii in an orphanage;
 - iii in ill-health or in a hospital with any avoidable illness;
 - iv without any occupation in which he or she is productively engaged; and
 - v able to justify the claim that he or she is without a place to stand.
- k Co-operate with any agencies (whether they be local, national, international, government or private) towards achieving positive outcomes for Members of Ngati Toa Rangatira, including:
- i abundant employment opportunities particularly within iwi arrangements;
 - ii a wide range of training and educational opportunities;
 - iii housing and other living conditions which are highly conducive to the enhancement and fulfillment of personal, whanau, hapu or iwi aspirations; and
 - iv the strengthening of communication and other systems for social advancement.
- l Liaise with government and other agencies to facilitate improvements in the provision of services for Maori.
- m Establish broad iwi policy to address the needs of Ngati Toa Rangatira including the specific concerns of Marae.

4 POWERS OF THE RUNANGA

- 4.1 The Runanga will have the powers of a natural person to do all things conducive to the attainment of any one or more of its purpose and objects, and in accordance with these Rules.
- 4.2 Without limiting the generality of the above powers, the Runanga shall also have the following specific powers which may only be exercised for the purpose of fulfilling its purpose and objects:
- a Make grants, scholarships, or koha to any person or organisation as directed by the Board.
 - b Sell, purchase, lease, or hire all forms of real or personal property.
 - c Construct, improve, maintain, develop, manage, or control any buildings, and other works and conveniences for the purposes of the Runanga.
 - d Commence, defend, or settle any legal proceedings or arbitrations.
 - e Raise funds for the purposes of the Runanga by borrowing (upon such terms and security if any as it may think fit).
 - f Act for the benefit of Maori other than the Members, or the community generally, provided that the Board unanimously resolves to do so.
 - g Employ and dismiss persons.

- h Borrow or obtain credit.
- i Invest the Runanga's funds that are not immediately required for its purposes in any type of investment.
- j Enter into contracts or legal arrangements with any other person that are necessary or desirable for the attainment of the Runanga's objectives.
- k Sell or dispose of assets of the Runanga.
- l Undertake or commission research which will further the objects of Te Runanga and to broadcast, publish, or otherwise disseminate information on its findings and activities.
- m To appoint Board Members to other bodies to represent the interests of Ngati Toa Rangatira on such terms as the Runanga may determine.

4.3 Without limiting Rules 4.1 and 4.2, the Runanga:

- a will have the power to establish Corporate Entities to assist in furthering the Runanga's purpose and objectives; and
- b must establish a Corporate Entity as a Fisheries Asset Holding Company to:
 - i receive the Iwi Fisheries Assets; and
 - ii provide any financial return on the use of the Iwi Fisheries Assets to the Runanga; and
 - iii comply with the Maori Fisheries Act.

Strategic Governance

4.4 The Board must exercise strategic governance over:

- a its Fisheries Asset Holding Companies, any Fishing Enterprise, and other corporate entities; 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 of Ngati Toa Rangatira;
 - ii the expected financial return on those Iwi Fisheries Assets;
 - iii any programme to:
 - A manage the sale of annual catch entitlements derived from the Settlement Quota held by the Fisheries Asset Holding Companies; and
 - B reorganise the Settlement Quota held by the Fisheries Asset Holding Companies, in the buying and selling of Settlement Quota in accordance with the Maori Fisheries Act.

4.5 The Runanga may amend these Rules, in accordance with 19, to extend the requirement to exercise strategic governance to any other Corporate Entity, or class of Corporate Entity, or any strategies, policies, or programmes not already specified in Rule 4.4. For the avoidance

of doubt any such additions shall not be considered to be a matter which is provided for or under the Maori Fisheries Act and Rule 19.1b shall not apply.

PART C - STRUCTURE AND POWERS OF THE RUNANGA BOARD

5 STRUCTURE OF THE RUNANGA

- 5.1 The structure of the Runanga shall include a:
- a Board of Board Members, as set out in Rule 6.1 and elected in accordance with Rule 6 and Rule 14.
 - b Executive Director appointed in accordance with Rule 8.2.
- 5.2 The Runanga shall be supported by a Kaunihera Kaumatua established in accordance with Rule 7.

6 BOARD MEMBERS

- 6.1 The Board shall comprise of 16 Board Members as follows:
- a Six (6) Iwi Board Members who must be elected by Adult Members of Ngati Toa Rangatira.
 - b Six (6) Marae Board Members, being:
 - i Two (2) Takapuwahia Marae Board Members who must be elected by those Adult Registered Members of Ngati Toa Rangatira who are recorded on the Members Register as affiliating to Takapuwahia Marae;
 - ii Two (2) Hongoeka Marae Board Members who must be elected by those Adult Registered Members of Ngati Toa Rangatira who are recorded on the Members Register as affiliating to Hongoeka Marae;
 - iii One (1) Wairau Marae Board Member who must be elected by those Adult Registered Members of Ngati Toa Rangatira who are recorded on the Members Register as affiliating to Wairau Marae; and
 - iv One (1) Wakatu Marae Board Member who must be elected by those Adult Registered Members of Ngati Toa Rangatira who are recorded on the Members Register as affiliating to Wakatu Marae;
 - c One (1) Kaumatua Board Member who must be elected by Adult Members of Ngati Toa Rangatira;
 - d One (1) Kuia Board Member who must be elected by Adult Members of Ngati Toa Rangatira;
 - e Two (2) Young Maori Person Board Members being:
 - i one (1) Young Maori Person (Tane) Board Member who must be elected by Adult Members of Ngati Toa Rangatira;

- ii one (1) Young Maori Person (Wahine) Board Member who must be elected by Adult Members of Ngati Toa Rangatira;

- 6.2 Subject to Rule 6.18 Board Members shall hold office for a term of three (3) years from the date of their election.
- 6.3 Retiring Board Members shall be eligible for re-election, subject to the age restrictions contained in Rules 6.4d and 6.4e.

Criteria for Appointment of Board Members

- 6.4 To be eligible for nomination and election as a Board Member a candidate must:
- a qualify as an Adult Registered Member by virtue of Rule 10.1a (i.e through whakapapa) or Rule 10.1b (i.e as whangai); and
 - b in the case of the Kaumatua Board Member be male and a member of the Kaunihera Kaumatua;
 - c in the case of the Kuia Board Member be female and a member of the Kaunihera Kaumatua;
 - d in the case of the Young Maori Person (Tane) Board Member be male and no older than 27 years at the time of election;
 - e in the case of the Young Maori Person (Wahine) Board Member be female and no older than 27 years at the time of election;
 - f be a New Zealand Resident; and
 - g not be disqualified by reason of any of the matters referred to in Rule 6.18d - 6.18i.
- 6.5 In the case of the Kaumatua and Kuia Board Members the Board may, from time to time and in consultation with the Kaunihera Kaumatua, issue guiding principles to assist in the nomination and election of the Kaumatua Board Members. The purpose of any guiding principles shall not be to set criteria to limit the appointment of Kaumatua and Kuia Board Member, but to inform and assist Adult Members who participate in the election process. A failure to meet any one or more guiding principle shall not exclude any person from being nominated or elected as a Kaumatua or Kuia Board Member.

Nominations of Board Members

- 6.6 The Runanga must, no later than 40 Working Days prior to an Annual General Meeting, Special General Meeting, or Marae Meeting at which an election of Board Members will be held, publicly notify Adult Members that nominations for the position of Board Members may be lodged. Such Notice shall specify:
- a the number and type of Board Member positions to be filled;
 - b the date by which nominations for such positions must be received pursuant to Rule 6.9;
 - c the requirements of nominations, as set out in Rule 6.7 below; and

- d the eligibility criteria for nominees as set out in Rule 6.4 of these Rules.
- 6.7 Any nomination pursuant to Rules 6.6 - 6.13 must:
- a specify the nominee's full name, address, and contact number;
 - b include a declaration signed by the nominee that declares that the nominee 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 6.18, or 6.4 of these Rules;
 - c include a brief statement by the nominee containing details of experience, or other matters, relevant to the role of Board Member; and
 - d include the written signature of both the candidate and the nominator.
- 6.8 Nominations for:
- a Iwi Board Members may be made by any Adult Registered Member;
 - b Kaumatua Board Members may be made by any Adult Registered Member;
 - c Young Maori Person Board Members may be made by any Adult Registered Member; and
 - d Marae Board Members may only be made by Adult Registered Members who are affiliated to that Marae, and confirmed by the relevant Marae Body under Rule 6.10.
- 6.9 Nominations for the position of Board Members must be received at the office of the Runanga no later than 25 Working Days before the General Meeting at which the election of Trustees is to be held.
- 6.10 Where nominations are received under Rule 6.9 which relate to Marae Board Members the Runanga shall seek confirmation of those nominations from the relevant Marae Body within five Working Days from the closing of nominations under Rule 6.9.
- 6.11 If the number of eligible persons nominated under Rule 6.9 exceeds the number of Board Members in each instance required to be elected, then the Board must arrange and conduct an election of Board Members to be held at a General Meeting in accordance with the electoral provisions set out in these Rules.
- 6.12 If the number of eligible persons nominated pursuant to Rule 6.9 is equal to the number of persons to be elected, then the Tumuaki at the General Meeting shall declare those person duly elected as Board Members.
- 6.13 In the event that the number of eligible nominees for Board Member is less than the number of vacancies in each instance required to be elected further nominations must be called for until the number of nominees is at least equal to the number of vacancies.

Election of Board Members

- 6.14 All Adult Members of Ngati Toa Rangatira shall be eligible to vote in the election of Board Members in accordance with these Rules, and subject to Rule 6.1b.
- 6.15 Voting for the election of Board Members must be undertaken in accordance with Rule 14.

- 6.16 The highest polling candidate in an election for a Board Member shall be appointed as that Board Member.
- 6.17 Notwithstanding Rules 14.3 and 14.5, a vote cast for the election of a Marae Board Member shall only be valid if it is cast by Voting Paper (not by proxy) at a Marae Election.

Cessation of office of Board Member

- 6.18 Any person shall cease to be a Board Member if he or she:
- a shall have been in office for more than three years since his or her election; or
 - b resigns as a Board Member by giving notice in writing to the Runanga; or
 - c fails or neglects to attend three consecutive meetings of the Board without leave of absence, unless it appears to the other Board Members at their first meeting after the last of such absences that there is a proper reason for such non-attendance; or
 - d becomes of unsound mind, becomes a person in respect of whose affairs an order under the Protection of Personal and Property Rights Act 1988 is made, or otherwise becomes unfit or unable to act as a Board Member; or
 - e is or becomes 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
 - f is or has ever been convicted of an offence involving dishonesty as defined in section 2(1) of the Crimes Act 1961, or an offence under section 373(4) of the Companies Act 1993 (unless that person is an “eligible person” for the purposes of the Criminal Records (Clean Slate) Act 2004); or
 - g an individual who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Securities Act 1978, the Securities Markets Act 1988, or the Takeovers Act 1993; or
 - h is disqualified from being an officer of a charitable entity by the Charities Commission; or
 - i dies.
- 6.19 The Board Members concerned shall cease to hold office
- a in a case where Rule 6.18a applies, from the end of the day three years after the date on which that Board Member was last elected to office;
 - b in a case where Rule 6.18b applies from the date the notice of retirement shall have been delivered to the Runanga;
 - c in the case where Rule 6.18c applies from the date of the first meeting of the Runanga after that Board Members third consecutive absence without leave; and
 - d in cases where Rules 6.18d to 6.18i apply, from the date on which the Runanga was notified in writing of the relevant fact together with such evidence as the Runanga may reasonably require.

- 6.20 Should a vacancy arise the Board may, at its discretion, appoint as a replacement Board Member the next highest polling candidate in the election at which the Board Member ceasing to hold office was elected. Notwithstanding Rule 6.2, any replacement Board Member appointed under this Rule shall hold office for the remainder of the three year term of the Board Member who has ceased to hold office.
- 6.21 Should a vacancy reduce the number of Board Members below half the number specified in Rule 6.1, the vacancy shall be filled as soon as practicable in accordance with the terms of these Rules and the remaining Board Members (which shall include any Board Member who shall cease to be a Board Member under Rule 6.18) shall continue to act until that vacancy has been filled.

Transitional provisions in relation to Board Members

- 6.22 Notwithstanding the provisions of Rule 6.1, the Board of the Runanga shall continue to consist of the Board Members duly elected or appointed prior to these Rules coming into force until such time as determined in accordance with Rule 6.23
- 6.23 Following these Rules coming into force the Runanga must determine and implement a process for the transition from the existing Board Member structure to the one provided for under Rule 6.1. Any process must:
- a Provide that the ceasing to hold office of current Board Members, and the election of new Board Members, establishes the basis for a rotational election process.
 - b Result in the composition of the Board meeting the structure of the Board as set out in Rule 6.1 within three years of these Rules coming into force.

7 KAUNIHERA KAUMATUA

- 7.1 The Runanga shall ensure that it maintains a Kaunihera Kaumatua to uphold and preserve Ngati Toa Rangatira Tikanga, Mana, Ihi, Wehi, Tapu, and Mauri of the Iwi, and the shall provide advice and support to the Runanga in relation to those matters as necessary.
- 7.2 The Kaunihera Kaumatua shall be comprised of those persons considered by the Kaunihera Kaumatua to be of kaumatua status and a list shall be kept of those persons.
- 7.3 The Kaunihera Kaumatua may appoint a Chairperson and Deputy Chairperson to conduct meetings.
- 7.4 The Executive Director shall provide appropriate secretarial and other support services for the Kaunihera Kaumatua to meet and undertake this role.

8 POWERS AND PROCEEDINGS OF THE BOARD

Powers

- 8.1 The Board shall have strategic governance, strategic oversight, and strategic direction of the assets and operations of the Runanga.

- 8.2 The Board shall appoint a person to the position of Executive Director of the Runanga. The Executive Director shall have authority for the operation and management of the Runanga and its assets. Members of the Board may not be appointed as Executive Director.
- 8.3 The Executive Director may from time to time appoint, remunerate, and dismiss officers or employees of the Runanga in accordance with any Runanga Policy and Procedures.
- 8.4 The Runanga may appoint an incorporated or unincorporated entity to provide services to the Runanga.
- 8.5 The office of the Runanga shall be at such place as the Board from time to time may notify, by such means as the Board Members determine, to the Members of Ngati Toa Rangatira and in any website, letterhead, formal written contract, or printed publications of the Runanga.
- 8.6 The Executive Director shall ensure the Board has all necessary secretarial and administrative support to undertake its functions.

Meetings of the Runanga Board

- 8.7 The Runanga Board shall meet to conduct business at such intervals as the Board may decide, but not less frequently than six (6) times in each year.
- 8.8 The Executive Director of the Runanga may attend and participate at any Board meeting, and Rules 8.7– 8.18 shall also apply to the Executive Director, with the exception that the Executive Director shall not have voting rights in relation to any resolution nor be counted for the purposes of achieving a quorum.
- 8.9 For the avoidance of doubt, rule 8.8 does not prevent the Board from excluding the Executive Director from attending any particular Board meeting, or part of a Board meeting.
- 8.10 The Board may invite to such meeting whomever the Board may decide will assist with their deliberations.
- 8.11 Except as expressly provided otherwise by these Rules any matter requiring decision at a meeting of the Board Members shall be decided by a simple majority of the Board personally present and voting on the matter.
- 8.12 In the event of an equality of votes the Tumuaki shall have a second or casting vote.
- 8.13 The Tumuaki may at any time give notice convening a meeting of the Board. Such notice shall be given by letter, or by electronic means, posted to each Board Member at least 10 Working Days before the date of the proposed meeting. The notice shall state the time and place of the meeting and, in sufficient terms, the nature of the business to be transacted.
- 8.14 In the event of postponed, urgent, and special meetings of the Board, notice convening a meeting must be given by the Tumuaki and Executive Director at least three working days prior to the meeting.
- 8.15 The quorum necessary for the transaction of business of the Board shall be a majority of the Board Members who, for the time being, have been elected, or otherwise holding office under Rules 6.20 and 6.22
- 8.16 The Board may act notwithstanding any vacancy in their body, but if and so long as the number of Board Members holding office is less than seven (7), the continuing Board

Members may act only for the purposes of increasing the number of Board Members to that number or calling an Annual or Special General Meeting pursuant to Rules 15 or 16.

- 8.17 The contemporaneous linking together of the Board Members by telephone or other electronic means of communication shall constitute a meeting of the Board and the provisions of these Rules 8.7– 8.18 as to meetings of the Board shall apply to such meetings provided the following conditions are met:
- a each Board Member shall be entitled to notice of such a meeting and to be linked by electronic means for the purposes of the meeting;
 - b each of the Board Members taking part in the meeting must be able to hear each of the other Board Members taking part during the whole of the meeting;
 - c at the commencement and conclusion of the meeting the Tumuaki must call upon each Board Member to acknowledge his or her attendance;
 - d a Board Member may not withdraw from such a meeting unless that Board Member has previously obtained the express consent of the Tumuaki of the meeting to do so;
 - e a Board Member shall be conclusively presumed to have been present and to have formed part of the quorum of such a meeting at all times during the meeting unless that Board Member has previously obtained the express consent of the Tumuaki to withdraw from such a meeting.
- 8.18 Minutes of the proceedings of all meetings of the Board shall be recorded in a book to be kept for that purpose and shall be signed by the Tumuaki 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 Tumuaki of the meeting shall contain a certificate to that effect.

Tumuaki and Tumuaki Tuarua

- 8.19 The Board shall elect one Board Member to act as Tumuaki from year to year.
- 8.20 The Board may also elect one Board Member to act as Tumuaki Tuarua either as the need arises or from year to year or for such term as the Board Members may decide. In the absence of the Tumuaki the Tumuaki Tuarua shall have and may exercise all the powers of, and shall perform all the duties of, the Tumuaki. In the absence of both the Tumuaki and Tumuaki Tuarua the Board may appoint one of their members to act as Tumuaki.

Delegation of Powers

- 8.21 The Board may delegate in writing to any Board Members, committee of Board Members, or Executive Director, such of the powers of the Board as the Board Members may decide in consultation with the Executive Director, provided that the Board may not delegate strategic governance.

- 8.22 The Board may delegate in writing to any Board Members, committee of Board Members, or Executive Director, such of the powers of the Board as the Board Members may decide, provided that the Board may not delegate strategic governance.
- 8.23 The Board may revoke, wholly or partly, any delegation of the powers of the Board Members at any time.
- 8.24 Subject to any directions given by the Board, any person or committee to which any powers of the Board have been delegated may conduct that person's or the committee's affairs as that person or the committee may decide.
- 8.25 The Board must, in delegating the powers of the Board, provide restrictions or Rules by, or within which, such delegated powers are to be exercised and in each case must require the delegate to report to the Board Members on any action or decision taken as delegate.

Accounts and Audit

- 8.26 The Runanga shall keep an account or accounts at such bank or banks as the Board may decide. Cheques, withdrawals, electronic transactions, and authorities shall be signed, approved, or endorsed, as the case may be, in accordance with any policy and procedures set by the Board.
- 8.27 The Runanga shall cause true accounts for each financial year to be kept in accordance with generally accepted accounting practice of all receipts, credits, payments, assets, and liabilities of the Runanga and all such other matters necessary for showing the true state and condition of the Runanga. The accounts of the Runanga shall be audited at least once in each year by a chartered accountant (not being a Board Member) appointed in that capacity at an Annual General Meeting.
- 8.28 Nothing in Rules 8.26 and 8.27 shall derogate from any other obligations of the Board in respect of accounts and audits.

Disclosure of Interest

- 8.29 Any Board Member who is, or may be, in any other capacity whatever interested or concerned directly or indirectly in any property or undertaking in which the Runanga is or may be in any way concerned or involved shall disclose the nature and extent of that Board Member's interest to the other Board Members and shall not take part in any deliberations or decision of the Runanga concerning any matter in which that Board Member is or may be interested other than as a Board Member of the Runanga.
- 8.30 A Board Member will be interested in a matter if the Board Member:
- a is a party to, or will derive a material financial benefit from that matter;
 - b has a material financial interest in another party to the matter;
 - c is a director, officer or Board Member of another party to, or person who will or may derive a material financial benefit from the matter, not being a party that is wholly owned by the Runanga or any Corporate Entity or Subsidiary;

- d is the parent, child, or spouse of another party to, or person who will or may derive a material financial benefit from the matter; or
 - e is otherwise directly or indirectly interested in the matter.
- 8.31 Rules 8.29 to 8.32 shall also apply to the Executive Director, where applicable.

Interests in common with iwi

- 8.32 Notwithstanding Rule 8.29 and 8.30, no Board Member will be interested in a matter where that Board Member is a member of an iwi and where his or her interest is not different in kind from the interests of other members of that iwi.

Recording of Interest

- 8.33 The Runanga shall hold and maintain an Interest Register for the purpose of recording matters in which Board Members may have an interest.
- 8.34 A Board Member must, upon becoming aware of any matter in which that Board Member is interested in accordance with Rule 8.30, disclose that interest to the other Board Members at the next meeting of Board Members. Any such disclosure of interest by a Board Member shall be recorded in the Interest Register.

Pecuniary profit and benefits and advantages

- 8.35 No private pecuniary profit shall be made by any person from the Runanga, except that (but subject to Rule 8.37);
- 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 Runanga;
 - b the Runanga may pay reasonable remuneration to any person or firm or company (including a Board Member) in return for services actually rendered to the Runanga;
 - c any Board Member may be paid all usual professional, business, or trade charges for services rendered, time expended, and 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 Runanga;
 - d any Board Member may retain any remuneration properly payable to that Board Member by any company or other body or firm or undertaking with which the Runanga may be in any way concerned or involved for which that Board Member has acted in any capacity whatever, notwithstanding that the Board Members connection with that entity is in any way attributable to that Board Members connection with the Runanga; and
 - e the Runanga may pay an honorarium and a meeting rate to each Board Member, at a rate to be determined by the Board on advice from the Executive Director.
- 8.36 No Board Member, or person associated with a Board Member, is allowed to take part in, or influence any decision made by the Runanga 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 Runanga and must be reasonable and relative to payments that would be made between unrelated parties.

- 8.37 A person, who in the course of and as part of the carrying on of his or her business of professional public practice shall not, by reason only of his or her rendering professional services to the Runanga or to any company by which any business of the Runanga is carried on, be in breach of Rule 8.35 or 8.36.

Control and Use of the Common Seal

- 8.38 The Runanga shall have a common seal which is to held by the Executive Director to ensure its safe custody and control.
- 8.39 Where the Common Seal is required to be affixed to any document, the Board shall authorise two persons, being either the Tumuaki, the Executive Director, or any Member of the Board, to affix the Common Seal and those persons shall also sign the document to which the seal is attached.

9 CORPORATE ENTITY REQUIREMENTS

Maori Fisheries and Aquaculture Settlement Entities

- 9.1 The Runanga must ensure that it has at least one Fisheries Asset Holding Company and that, to the extent and for so long as required by the Maori Fisheries Act, that Fisheries Asset Holding Company complies with the requirements set out sections 16 and 17 of the Maori Fisheries Act.
- 9.2 If the Runanga wishes to establish its own fishing operation utilising annual catch entitlement from its Settlement Quota, to harvest, process or market fish, or to be involved in a joint venture for those purposes, it must establish an enterprise which is separate from, but responsible to, the Runanga to undertake those operations, which must not be a Fisheries Asset Holding Company or other Subsidy to which any Settlement Quota or Income Shares of Ngati Toa Rangatira are transferred.
- 9.3 If the Runanga wishes to undertake Commercial Aquaculture Activities it must establish a Corporate Entity which is separate from, but responsible to, the Runanga to undertake those activities. The Corporate Entity which undertakes Commercial Aquaculture Activities may be the Fisheries Asset Holding Company or the Fishing Enterprise.
- 9.4 The constitution of every Fisheries Asset Holding Company or Fishing Enterprise or a Subsidiary of any of them must require that Company, Fishing Enterprise or Subsidiary 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 Purposes of the Runanga, such purposes to be promoted by the payment of dividends or other revenue or capital distributions directly or indirectly to the Runanga;
 - b present an annual plan and statement of corporate intent to the Runanga;
 - c report annually to the Runanga; and
 - d have its accounts audited, and may provide for the Runanga to appoint up to two Board Members as Directors of that Fisheries Asset Holding Company or Fishing Enterprise or Subsidiary, 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 or Subsidiary.

- 9.5 Any alternation or amendment to the constitutional documents of a Fisheries Asset Holding Company must be made in accordance with Rule 19.

Other Corporate Entities

- 9.6 The Runanga may amend these Rules, in accordance with Rule 19, to provide for additional requirements or limitations on requirements of any other Corporate Entity, or class of Corporate Entity, or any strategies, policies, or programmes not already specified in Rule 9.4. For the avoidance of doubt, any such additions shall not be considered to be a matter which is provided for or under the Maori Fisheries Act and Rule 19.1b shall not apply.

PART D – MEMBERSHIP

10 MEMBERSHIP OF NGATI TOA RANGATIRA

- 10.1 The Members of Ngati Toa Rangatira shall be those persons who:
- a Descend from Toa Rangatira and a tupuna from Toa Rangatira who migrated to the Lower North Island or Te Wai Pounamu in the early 19th century; or
 - b Are Whangai and the descendants of any such whangai; or
 - c Are current spouses of any person referred to in Rule 10.1a and 10.1b; or
 - d Is the parent or legal guardian of a person referred to in Rule 10.1a and 10.1b while that descendant is under 18 years of age.
- 10.2 To avoid doubt, it shall not be necessary in order to be considered a Member of Ngati Toa Rangatira for the purposes of Rule 3.1, for a Member of Ngati Toa Rangatira to be registered in accordance with this Part D.

11 MEMBER REGISTER OF NGATI TOA RANGATIRA

Maintenance of Register

- 11.1 The Runanga must have, and maintain in a current state, a Members Register that:
- a includes the name, date of birth, and contact details of every Member of Ngati Toa Rangatira who applies for registration; and
 - b is available for inspection by Registered Members who can view their own registration details; and
 - c 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; and
 - d allocates a Member registration number to each Member of Ngati Toa Rangatira entered in the Members Register; and
 - e records the Marae that each Adult Registered Member has identified on his or her Registration Form as the Marae to which that person chooses to affiliate, for the purpose of electing Board Members to the Runanga in accordance with Rule 14.
- 11.2 The Runanga must make ongoing efforts to register all Members of Ngati Toa Rangatira on the Members Register.
- 11.3 The Runanga may enter in the Members Register any Member of Ngati Toa Rangatira whose details are already held by the Runanga where the particulars were acquired by the Runanga as a result of an application on a form (not being the Registration Form) made by:
- a Adult Members of Ngati Toa Rangatira on their own behalf or by their legal guardian at the time of the application; and

- b other Members of Ngati Toa Rangatira, who were not Adult Members of Ngati Toa Rangatira at the time of the application, by their parent on their behalf, or by their legal guardian at the time; and
 - c other Members of Ngati Toa Rangatira by an Adult Member of Ngati Toa Rangatira on their behalf who, in the opinion of the Membership Committee, stood in the stead of a parent of that person at the time of the application.
- 11.4 An application to be entered in the Members Register may be made by:
- a Adult Members of Ngati Toa Rangatira on their own behalf or by their legal guardian; and
 - b other Members of Ngati Toa Rangatira, who are not Adult Members of Ngati Toa Rangatira, by their parent or legal guardian on their behalf; and
 - c other Members of Ngati Toa Rangatira by an Adult Member of Ngati Toa Rangatira on their behalf who, in the opinion of the Membership Committee, stands in the stead of a parent of that person; and in each case that application must be completed on the Registration Form.
- 11.5 Any Adult Member of Ngati Toa Rangatira at, or at any time after, application for registration as a Registered Member, or at any time whether or not on the Members Register, may request in writing that he or she wishes to receive Private Notice of any Iwi Meetings and/or Voting Papers relating to:
- a the election of Board Members; or
 - b any amendment to these Rules; or
 - c the constitutional documents of any Fisheries Asset Holding Company; or
 - d the disposal of Income Shares or Settlement Quota; or
 - e the conversion of Quota into Settlement Quota.
- 11.6 The Runanga may amend these Rules, in accordance with Rule 19, to extend the requirement to provide Private Notice to any other matter not already specified in Rule 11.5. For the avoidance of doubt, any such additions shall not be considered to be a matter which is provided for or under the Maori Fisheries Act and Rule 19.1b shall not apply.

Registration as a Member of Ngati Toa Rangatira

- 11.7 Subject to Rules 11.8 and 11.9, the Runanga must enter in the Members Register any person:
- a by or on behalf of whom a valid application has been made; and
 - b who in the reasonable opinion of the Runanga meets one or more of the membership criteria set out in Rule 10.1.
- 11.8 The Runanga:
- a may require any person seeking registration as a Member of Ngati Toa Rangatira to provide evidence verifying his or her affiliation to Ngati Toa Rangatira through descent from Toa Rangatira or of any other matter referred to in Rule 10.1 and 11.7 before that

person's registration is entered in the Members' Register together with such other information as the Runanga requests and the person making the application for registration agrees (but the omission to provide such other information shall not be a reason for the Runanga to not accept the application for registration);

- b may require any person who is entered in the Members' Register to provide evidence verifying his or her affiliation to Ngati Toa Rangatira through descent from Toa Rangatira and any other matter referred to in Rule 10.1 and 11.7; and
- c may consult with the Membership Committee in relation to any application for registration, or continued registration, as a Member of Ngati Toa Rangatira.

11.9 A determination of the Runanga under Rules 11.7– 11.8 shall be final and binding, subject to the ability of any person to exercise their rights under Rule 20. The Runanga must inform the parties to any determination of its decision as soon as practicable.

Process when registration declined or removed

11.10 A Registered Member may, at any time, request in writing 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 Runanga's office.

11.11 If the Runanga considers that any information about a person received under Rule 11.7 or Rule 11.8 is not accurate or complete, or that the existing information on the Members' 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 of that person in the Members' Register, the Runanga may decline to register, or remove that person from the Members' Register, as the case may be.

11.12 Where an application for registration is declined, or any decision is made by the Runanga to remove any person from the Members' Register, the person concerned may dispute that decision of the Runanga and Rule 20 shall apply.

Membership Committee

11.13 The Board shall appoint a Membership Committee, of at least three persons, consisting of either Board Members, Kaunihera Kaumatua members, the Executive Director, or other persons, who are knowledgeable of Ngati Toa Rangatira whakapapa to advise, or make determinations on issues of membership in accordance with Rule 11.

11.14 In considering any matter referred to it the Membership Committee may determine the process it shall follow, which may include providing the person concerned, and any representative that person appoints, the opportunity to attend a meeting of the Membership Committee and present the applicant's account of why he or she should be registered or remain on the Members Register. Members of the Membership Committee shall have the discretion to take into account their own knowledge and such other matters as the Membership Committee considers will assist it in making a determination or providing advice. The Membership Committee must inform the person concerned of those other matters and take into account any submissions or information provided by that person on those matters.

PART E – IWI MEETINGS AND REPORTING REQUIREMENTS

12 OVERVIEW

Meetings

- 12.1 The Runanga may hold the following types of Iwi Meetings of the Members of Ngati Toa:
- a Annual General Meetings, as provided for in Rule 15.
 - b Special General Meetings, as provided for in Rule 16.
 - c Hui-a-Iwi, as provided for in Rule 17.
 - d Marae Elections, as provided for in Rule 18.

Reporting Responsibilities

- 12.2 Without derogating from its duties under any enactment or at law, the Runanga has reporting responsibilities in accordance with the provisions of this Part E in relation to its own performance and the performance of any Corporate Entities.

13 IWI MEETING PROCEDURES

Business and Resolutions

- 13.1 Resolutions relating to any matter of General Business may be put at any meeting of the Runanga, and shall be passed if more than 50% of the Adult Members of Ngati Toa Rangatira who are entitled to vote, and actually cast a valid vote, vote in favour of the resolution in accordance with Rule 14.4.
- 13.2 Elections for Board Members must be undertaken in accordance with Rule 6 and Rule 14.
- 13.3 Resolutions in relation to Significant Business can only be put forward at either an Annual General Meeting, or a Special General Meeting, and only if they have been notified in accordance with Rules 13.6-13.9. Resolutions in relation to Significant Business shall be passed if not less than 75% of the Adult Members of Ngati Toa Rangatira who are entitled to vote and actually cast a valid vote, vote in favour of the resolution in accordance with Rule 14.3
- 13.4 Significant Business is business which seeks to:
- a Make amendments to these Rules.
 - b Make amendments to the constitutional documents of any Fisheries Asset Holding Company or Fishing Enterprise.
 - c Alienate Iwi Fisheries Assets.

- d Transfer, or request Te Ohu Kai Moana to transfer, Aquaculture Settlement Assets (except where the proposed transfer is to a company that is wholly owned by the Runanga).
- 13.5 The Runanga may amend these Rules, in accordance with Rule 19, to extend the scope of Significant Business to any other matters not already specified in Rule 13.4. For the avoidance of doubt, any such additions shall not be considered to be a matter which is provided for or under the Maori Fisheries Act and Rule 19.1b shall not apply.

Notices and Information Requirements

- 13.6 Members of Ngati Toa Rangatira shall be given not less than 20 Working Days notice of an Annual General Meeting, Special General Meeting, or a Marae Election.
- 13.7 Members of Ngati Toa Rangatira shall be given not less than five Working Days notice of a Hui-a-Iwi.
- 13.8 Notice of any meeting of the Runanga shall specify:
- a The date and time of the meeting and its venue.
 - b The agenda for the meeting.
 - c Where any relevant explanatory documents may be viewed or obtained.
 - d Details in relation to any Significant Business to be considered at the meeting, being:
 - i The nature of the Significant Business; and
 - ii Advice as to whether or not a vote is to be undertaken in relation to the Significant Business.
 - e The method of voting to be undertaken.
- 13.9 It shall not be necessary for the Runanga to provide Private Notice to an Adult Member of Ngati Toa Rangatira where the Runanga believe on reasonable grounds (and have evidence supporting that belief) that the Member's contact details are not current.

Conduct of Iwi Meetings

- 13.10 The quorum at a meeting of the Members of Ngati Toa Rangatira shall be:
- a Thirty (30) Adult Registered Members in relation to an Annual General Meeting or a Special General Meeting; or
 - b Five (5) Adult Registered Members in relation to a Hui-a-Iwi; or
 - c Five (5) Adult Registered Members in relation to a Marae Election.
- 13.11 No business shall be transacted at an Iwi Meeting unless the quorum specified in Rule 13.10 is present.

- 13.12 If a quorum is not present within one hour of the time appointed for the start of an Iwi Meeting the meeting is to stand adjourned until the same hour at the same place 20 Working Days following the adjournment of that meeting unless the Runanga otherwise determine.
- 13.13 The Tumuaki or, if the Tumuaki is unavailable, the Tumuaki Tuarua, will preside over and have control of every Iwi Meeting. If there is no Tumuaki or Tumuaki Tuarua present at the time appointed for holding a Iwi Meeting, or if either of those persons is unwilling to preside over the meeting, the Board Members present will choose one of their numbers to substitute as Tumuaki for that meeting.
- 13.14 Information referred to in Rule 15.2 must be made available on request in writing by any Member of Ngati Toa Rangatira.
- 13.15 Any Adult Registered Member may request in writing a copy of these Rules and a copy will be provided subject to such reasonable charges as the Runanga require.

14 VOTING PROCEDURES

- 14.1 All Adult Members of Ngati Toa Rangatira shall be eligible to vote in the election of Board Members, in accordance with these Rules and subject to Rule 6.1b, and on any resolution put forward at an Iwi Meeting.
- 14.2 The Runanga shall appoint a Returning Officer to be responsible for receiving and counting all votes cast in every election. The Returning Officer shall not be a Board Member.
- 14.3 Subject to Rule 6.17, votes in relation to the election of Board Members, or resolutions in respect of Significant Business, shall be received by:
- a Voting Paper at the meeting at which the relevant resolution is to be put or election is to be held; or
 - b Voting Paper received by post, or other electronic means approved by the Runanga, before 5pm, on the day prior to the meeting at which the relevant resolution is to be put or election is to be held.
- 14.4 Votes in relation to matters of General Business may be undertaken by voice or show of hands as determined by the Tumuaki. An alternative method of voting, including postal voting, may be undertaken if determined in advance by the Runanga and advised in accordance with Rule 13.8.
- 14.5 A vote cast under Rule 14.3 shall be valid:
- a where the person is a Registered Adult Member, and casts their vote on a Voting Paper on which the Board have recorded the registration number of the Adult Registered Member; or
 - b where the person is not registered at the time of the vote, and completes a Registration Form which shall be attached to and form part of the Voting Paper; and
- 14.6 No vote cast by poll shall be finally counted unless the details provided on the Voting Paper (except the ancillary information) are correct and the affiliation of the voter to Ngati Toa Rangatira has been confirmed either:

- a because that person was an Adult Registered Member at the time his or her vote was cast; or
 - b that person applied at the time that his or her vote was cast to become an Adult Registered Member, because that person's registration was accepted in accordance with Rule 4.5.
- 14.7 All votes cast under Rule 14.3 above shall be conducted so as to ensure that:
- a the manner in which a vote is cast shall be known to the Returning Officer or persons assisting the Returning Officer, but not to others;
 - b the Returning Officer and those persons shall undertake to keep that information confidential; and
 - c the Voting Papers are destroyed by the Returning Officer one month after the date of completion of the final count under Rule 14.

15 ANNUAL GENERAL MEETINGS

- 15.1 An Annual General Meeting of the Runanga shall be held no later than 31 December in each year. The meeting shall take the form of a hui at a place and time to be determined by the Tumuaki or in the event of his or her default, absence or inability, the Tumuaki Tuarua or in his or her absence or inability, the Board.
- 15.2 The business of the Annual General Meeting shall include the following matters:
- a an annual report prepared in accordance with Rule 15.3.
 - b an annual plan for the next financial year in accordance with Rule 15.4.
 - c a report in accordance with 15.3e of each Fisheries Asset Holding Company, each Subsidiary (that receives Iwi Fisheries Assets) and any joint venture or entity that conducts business using the Iwi Fisheries Assets.
 - d if relevant, any proposed resolutions.
 - e the election of Board Members in accordance with Rule 6 and Rule 14.
 - f the appointment of the auditor.
- 15.3 The Annual Report for the previous financial year must be made available not less than 20 Working Days before the Annual 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 Runanga to increase the number of Registered Members; and
 - b a comparison of the Runanga's performance against the objectives set out in the annual plan, including:
 - i changes in the value of the Runanga's assets; and
 - ii profit distribution; and

- c the annual audited financial report, prepared in accordance with generally accepted accounting practice, and accounting separately from settlement cash assets; and
- 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 in the previous year;
 - ii The value of settlement quota sold or exchanged;
 - iii The identity of the purchaser or other party to the exchange; and
 - iv Any transaction with settlement quota that has resulted in a register interest by way of caveat or mortgage being placed of the quota.
- e Reports on:
 - i the performance of the entities listed in Rule 15.2.
 - ii the investment of money of those entities;
 - iii the annual plan of that entity, including:
 - A the key strategies for the use and development of Ngati Toa Rangatira's Iwi Fisheries Assets;
 - B the expected financial return on those Iwi Fisheries Assets.
 - iv any programme to:
 - A manage the sale of annual catch entitlements (as defined in the Maori Fisheries Act) derived from Settlement Quota held by the Fisheries Asset Holding Company; and
 - B reorganise the Settlement Quota held by the Fisheries Asset Holding Company by buying or selling Settlement Quota.
- f A report on any proposal to change the constitutional documents of any Fisheries Asset Holding Company.

15.4 The Annual Plan for the next financial year, must include:

- a the objectives of the annual plan;
- b the policy of the Society in respect of the sales and exchanges of Settlement Quota;
- c any changes in that policy from the policy for the previous year; and
- d any proposal to change the constitutional documents of any Fishing Enterprise owned by the Society.

15.5 The Runanga may amend these Rules, in accordance with Rule 19, to extend the Annual Reporting requirements set out in Rules to apply to any other Corporate Entity, or class of Corporate Entity, or any strategies, policies, or programmes not already specified in Rules 15.3–15.4. For the avoidance of doubt, any such additions shall not be considered to be a matter which is provided for or under the Maori Fisheries Act and Rule 19.1b shall not apply.

16 SPECIAL GENERAL MEETINGS

- 16.1 A Special General Meeting must be convened by the Runanga on the request of:
- a the Tumuaki (or the Tumuaki Tuarua if the Tumuaki is indisposed); or
 - b not less than five (5) of the Board Members; or
 - c not less than 20 Adult Registered Members.
- 16.2 Any request for a Special General Meeting must state the objects for which the Special Meeting is required and be signed by those requesting the Special Meeting.
- 16.3 A Special Meeting must be held within 30 Working Days from the date the request was received by the Runanga.

17 HUI-A-IWI

- 17.1 A Hui-a-Iwi must be convened by the Runanga at the request of:
- a the Tumuaki (or the Tumuaki Tuarua if the Tumuaki is indisposed); or
 - b not less than five (5) of the Board Members; or
 - c not less than 20 Adult Registered Members.
- 17.2 A Hui-a-Iwi must be held within 30 Working Days from the date the request.
- 17.3 No resolution in relation to Significant Business may be put forward at any Hui-a-Iwi. However, for the avoidance of doubt, a Hui-a-Iwi may include consultation, or the provision of information, on any matters that may be, or later become, Significant Business.

18 MARAE ELECTIONS

- 18.1 The Runanga shall hold meetings for the purposes of the election of Marae Board Members in accordance with Rules 6 and 14. The venue of a Marae Election must be the Marae for which Board Members are to be elected.
- 18.2 A Marae Election may be held in conjunction with either an Annual or Special General Meeting provided the notice requirements under Rule 13.8 include notification of this.
- 18.3 For the avoidance of doubt, a Marae Election may also be held independently of an Annual or Special General Meeting, however no resolution in relation to Significant Business may be put forward at any Marae Election which is not also an Annual or Special General Meeting.
- 18.4 Marae Elections in relation to more than one marae may be held on the same day.

PART F - ALTERATIONS TO RULES, DISPUTE RESOLUTION, AND WINDING UP

19 ALTERATION OF RULES

Changes to these Rules

- 19.1 The Runanga has power to amend, revoke, or add to the provisions of the Rules provided that:
- a no amendment may be inconsistent with the Maori Fisheries Act;
 - b no amendment may be made earlier than two years after the date on which the Runanga is recognised by Te Ohu Kai Moana Trustee Limited as the Mandated Iwi Organisation for Ngati Toa Rangatira if the amendment relates to any matter provided for by or under the Maori Fisheries Act unless the amendment is required as a consequence of a Rule made or amended under section 25 of the Maori Fisheries Act.
- 19.2 An amendment may only be made if a resolution setting out the amendment is put and passed at a Annual or Special General Meeting in accordance with Rule 14.3.
- 19.3 Any Adult Member of Ngati Toa Rangatira (including a Board Member) may put forward in writing proposals for changes to these Rules for consideration by the Runanga and the Runanga shall consider that proposal.

Changes to Constitutions of Corporate Entities

- 19.4 To the extent any proposal for the amendment of the constitutional documents of the Fisheries Asset Holding Company relates to a matter provided for in the Act, such amendment:
- a must not be made earlier than two years after the date on which the Runanga is recognised by Te Ohu Kai Moana Trustee Limited as the Mandated Iwi Organisation for Ngati Toa Rangatira unless the amendment is required as a consequence of a Rule made or amended under section 25 of the Maori Fisheries Act;
 - b must be consistent with the Maori Fisheries Act;
 - c may only be promoted if the amendment is put and passed at a General Meeting in accordance with Rule 14.3; and
 - d must not amend the requirement in Rule 7.4(a) in a manner which would jeopardise the charitable status of a Corporate Entity.
- 19.5 The Runanga may amend these Rules, in accordance with Rule 19, to extend the restrictions set out in Rule to any other Corporate Entity, or class of Corporate Entity, not already specified in Rule 19.4. For the avoidance of doubt, any such additions shall not be considered to be a matter which is provided for or under the Maori Fisheries Act and Rule 19.1b shall not apply.

20 DISPUTE RESOLUTION PROCESS

- 20.1 If the Runanga is notified in writing by any Members of a dispute between that Member and the Runanga then the parties must, within a reasonable time, attempt to resolve the dispute through discussion between the Member and the Runanga.
- 20.2 If the dispute has not been resolved within a reasonable time under Rule 20.1 the parties must, acting in good faith, and with a view to maintaining the mana of all parties, endeavour to agree on a process for resolving the dispute, which may include (but is not limited to):
- a Further discussions;
 - b Mediation;
 - c Determination of the dispute by an independent expert.
- 20.3 Where the dispute relates to a decision regarding registration of Membership under Part D or any other matter subject to the Maori Fisheries Act, then should the parties fail to resolve that dispute, or reach agreement on the process to resolve a dispute, under Rule 20.2 that dispute shall be determined in accordance with Part 5 of the Maori Fisheries Act.
- 20.4 Where the dispute is one to which Rule 20.3 does not apply then should the parties fail to resolve that dispute, or reach agreement on the process to resolve a dispute, under Rule 20.2 then:
- a that dispute 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 Maori Land Court or its successor; and
 - b 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.
- 20.5 This Rule 20 does not apply to disputes in relation to any employment disputes between the Runanga and any employees. The process to be followed in relation to employment disputes shall be as set out in any employment policies developed by the Runanga and be subject to any relevant employment legislation.

21 WINDING UP

- 21.1 The Runanga may at any time be wound up voluntarily by:
- a the passing of a resolution to that effect at an Annual or Special General Meeting of Members of Ngati Toa Rangatira which is carried by majority of 75% of the Members of Ngati Toa Rangatira who are entitled to vote and actually cast a valid vote in accordance with the voting procedures set out in Rule 14 and no such resolution shall be passed unless Public and Private Notice in respect of that resolution has been given; and
 - b the confirmation of that resolution by a majority of the Members of Ngati Toa Rangatira who attend, and cast a valid vote at, an Annual or Special General Meeting of Members convened not less than 30 days later.
- 21.2 Any resolution under Rule 21.1 may only be made if it complies with the Maori Fisheries Act and any other restrictions on the Runanga's powers and functions.

21.3 If a resolution for the voluntary winding up of the Runanga is passed the Members shall elect five persons or such other number not exceeding 10 persons who shall be trustees and liquidators of the Runanga and who shall apply the assets of the Runanga first to payment of all debts, liabilities, costs, and expenses of the dissolution. If any surplus remains it shall then be settled upon trust, or gifted to any new or existing charitable entity, for charitable purposes which benefit all Members of Ngati Toa Rangatira;