



MINUTES OF SPECIAL RESOLUTION MEETING OF BENEFICIAL OWNERS

MINUTES OF THE SPECIAL RESOLUTION MEETING OF BENEFICIAL OWNERS FOR TE MANAWA O TŪHOE TRUST HELD ON SATURDAY, 9TH NOVEMBER 2019 AT TAUARAU MARAE, RUATOKI

- Hui commenced:** 9.08am
- Karakia:** Tipi Noema
- Mihi whakatau:** Paki Nikora
- Chairman:** Tane Turei confirmed a quorum.
- Present:** Parewarewa Petia, Lulu McLean, Tipi Noema, Paora Kepa, Tamihana Biddle, Moewai Hope of the Wihore rāua ko Te Waimatao Miakara Whānau Trust, Maea Mikara, Tarapotiki, Kararaina Ponika, Hiamoe Waaka, Yvonne McGarvey, Mlhihea Turei, Ira Te Moana, Tania Melbourne, Anthea Te Moana, Tukorehu Waaka, Paki Nikora, John Hohua, Ani Prip, Betty Kereama, Hineira Woods, Hakeke McGarvey, Hauwai Te Moana, Korotau Peho Tamihana, Hemana Waaka, Ranginui Wiremu, Sharon Wiremu, Rāmekā Tuhaka, Paroa Morunga, Charlie Te Moana, Nikora Taipeti.
- TMOT Trustees:** Tane Turei (Chair), Maaka Te Moana, Janet McLean
- TMOT Staff:** Board Secretary - Tania McDonnell, General Manager - Peter Madden, , Operations Manager - Tunuhia Tupe,
- TMOT Legal Advisors (Tu Pono Legal):** Jason Pou
- Apologies:** Titia Graham, Ngatai Rangihau, Tarei Chadwick, Paula and Lesley Ashurst, Daniel and Huirangi McCormick Whānau Trust, Rangitakohe Rangiaho, Mihiwai Gibbs, Te Huinga Wiremu, Te Ruki Te Moana, Tangi Manu, Ihaia Biddle, Mohi Rangi, Makiuni Tamihana Whānau, Golly.

RESOLUTION: That the Apologies are received and accepted.

Moved: Mihihea Turei, Seconded: Parewarewa Petia
CARRIED

Discussions

- (1) The Chair addressed the floor, advising of the kaupapa for Special Resolution hui and the proposed variations to the Trust Deed. This being as follows:
 - 1) cl 7(a)(i) to move the obligation to hold a general meeting at least annually to biennially.
 - 2) cl 7(a)(iii) to allow proxy forms to be endorsed by notary publics for those who cannot get another beneficial owner to provide witness
 - 3) amend references to AGM to the biennial general meeting.
 - 4) cl 7(f)(v) to allow the rotation of Trustees service to align with biennial.
- (2) Te Manawa o Tūhoe's Legal Advisor, TūPono Legal, Jason Pou, addressed the floor. The floor revisited the previous AGM minutes and everyone was refreshed of the proposed amendments to the Trust Deed. The amendments surfaced towards the end of the 2018 Annual General Meeting, at Ōhotu Marae, for the reasons of; to reduce costs of holding hui every year, and for the Trust to be able to meet financial reporting of producing Audited reports at the biennial general meetings.
- (3) Previous Annual General Meetings have had dates moved by significant weeks due to Auditors throughout the Bay of Plenty, being behind in workloads and not being able to produce the Audited accounts before the scheduled general meeting date. The number of practising Auditors in the Bay Plenty has overall decreased.
- (4) Another issue raised, was for the registering of proxies by beneficial owners. Some beneficiaries tabled that they were not able to source another beneficial owner to witness their proxy forms and wished for Notary Publics and/or Justices of Peace to also be available to them for witnessing of proxy forms, in order for the proxy forms to be received by the office by the due date.
- (5) The floor enquired as to other costs effective measure that could be undertaken and it was highly recommended for Te Manawa o Tūhoe to utilize technology for communications. The beneficial owners appeared to all agree that utilising technology, and the internet would be an additional tool for an efficient communication pathway for the beneficial owners, moving forward.
- (6) It was asked for all owners at today's hui to ensure that their email addresses were listed as contact details, and the emails addresses would be added into the beneficial owner's database. Entering into social media would be considered as a priority for the Trust.
- (7) The meeting entered into a discussion regarding the reasoning behind the need for the amendments to the Trust Deed resolutions. Tukorehu Waaka stood to reinforce the unfortunate struggles the Trust have had in the past and appear to on-going with Auditors workload availabilities in the Bay of Plenty and as the subject was tabled at the previous annual general meeting to amend the trust Deed for biennial rather than annually, this would assist the Trust to gain audited accounts for supply to beneficial owners at each biennial hui.
- (8) It was tabled for more discussion and direction to be provided to the beneficial owners in respects of the amendment to cl 7(f)(v). This resolution is a simple follow on from the amendments of AGM references to the biennial general meeting.
- (9) Peho Tamihana stood to provide his support, as per his recollection of the discussions regarding the proposed amendments at the earlier March AGM at Ōhotu marae.

- (10) The discussions concluded with floor accepting the cost efficiency needs for the Trust and being reassured of the reporting mechanisms remaining in place in between each Biennial General Meeting.
- (11) In accordance with cl 7 (a)(v) of the Trust, Deed voting was conducted via a show of hands and results for each resolution is as follows:
1. cl 7(a)(i) to move the obligation to hold a general meeting at least annually to biennially.
 - a. Votes for: 13
 - b. Votes against: 7
 - c. Abstain: 0.

RESOLUTION: That cl 7(a)(i) of the Trust Deed be amended to move the obligation to hold a general meeting at least annually to biennially.

Moved: Tūkorehu Waaka, Seconded: Mihihea Turei
CARRIED

2. cl 7(a)(iii) to allow proxy forms to be endorsed by notary publics for those who cannot get another beneficial owner to provide witness
 - a. Votes for: 10.
 - b. Votes against: 3
 - c. Abstain: 3

RESOLUTION: That cl 7(a)(iii) of the Trust Deed is amended to allow Notary publics and Justices of Peace be utilised to witness proxy forms

Moved: Parewarewa Peita, Seconded: Mihihea Turei
CARRIED

3. cl 7(f)(v) to allow the rotation of Trustees' service period to align with biennial
 - d. Votes for: 8
 - e. Votes against: 9
 - f. Abstain: 0

RESOLUTION: That cl 7(f)(v) of the Trust Deed be amended to allow the rotation of Trustees' service period to align with biennial.

NOT CARRIED

- (11) The question of what happens when a Trustee has completed their service period as per the Trust deed was raised. The response detailed that the reminder Trustees would have to be prepared to continue to act, with one less Trustee until the next due elections and the subsequent replacement appointment from the Māori Land Court Order has been made.
- (12) The Special Resolution Hui of Beneficial Owners finished at 10.18 am.

Karakia Whakamutunga: Paki Nikora.