

- (a) post (including by electronic form where available) to all Adult Registered Members of Whakatōhea at the last address shown for such Adult Registered Member of Whakatōhea on the Whakatōhea Register. If notice sent to an electronic address fails, and the Trustees are aware of the failure, then the notice must be sent to the last known physical address;
- (b) inserting a prominent advertisement on at least two (2) separate days in appropriate major metropolitan newspapers and in any provincial newspapers circulating in regions where the Trustees consider that a significant number of Members of Whakatōhea reside;
- (c) such other means as the Trustees may determine.

8.4 General content of notices:

Every notice given in accordance with *rule 8.3(a) and (b)* of this Schedule shall contain:

- (a) a list of the nominees for election as Trustees; and
- (b) the mode by which votes may be cast, set out in *rule 7.1* of this Schedule.

8.5 Additional content of notice:

Each notice given in accordance with *rule 8.3(a)* of this Schedule shall also contain:

- (a) a voting form that complies with *rule 9.1* of this Schedule; and
- (b) details of the procedure to be followed in casting a vote by post or by electronic form, including the date by which the voting form must be received by the Chief Returning Officer.

8.6 Additional information in other notices:

Each notice given in accordance with *rule 8.3(b) and (c)* of this Schedule shall also give details about how voting forms may be obtained.

9. POSTAL VOTING

9.1 Other details to company vote:

Each voting form must contain information that is sufficient to identify the voter and the voting documents issued to that voter.

9.2 Timing of postal votes:

Votes must be made no later than the closing date for the election of the Trustees to which the postal vote relates. In the sole discretion of the Chief Returning Officer, votes otherwise validly cast are valid and able to be counted if they are received by the Chief Returning Officer no later than 3 days after the closing date for the election, but only if the envelope containing the voting form is date stamped on or before the closing date for the election.

10. APPOINTMENT OF CHIEF RETURNING OFFICER

10.1 Appointment of Chief Returning Officer:

For the purposes of elections the Trustees shall appoint as required a Chief Returning Officer who shall not be a Trustee or employee of the Trust. The Trustees shall ensure that the Chief Returning Officer is appointed on terms requiring the Chief Returning Officer to act in accordance with the provisions of this Deed setting out the powers and duties of the Chief Returning Officer. The Chief Returning Officer shall be responsible for co-ordinating Trustee elections.

10.2 Chief Returning Officer to receive voting forms:

All voting forms must be addressed to the Chief Returning Officer.

10.3 Only one vote to be cast:

The Chief Returning Officer shall ensure that appropriate measures are in place to ensure that only one vote is cast by each Adult Registered Member of Whakatōhea.

10.4 Provisional votes:

Where an Adult Member of Whakatōhea is not also an Adult Registered Member of Whakatōhea and has voted in accordance with rule 7.3(b) of this Schedule:

- (a) such vote is provisional until such time as the application form for registration as an Adult Registered Member of Whakatōhea is approved by the Membership Validation Committee as set out in the First Schedule; and
- (b) where the application form for registration as an Adult Registered Member of Whakatōhea is declined in accordance with the First Schedule, the said vote will be invalidated.

10.5 Recording of votes:

A record shall be kept by the Chief Returning Officer of all votes received.

11. COUNTING OF VOTES

11.1 All votes to be counted:

Upon the expiry of the date for the receipt of postal votes, the Chief Returning Officer shall record and count all votes validly cast. Where the Chief Returning Officer decides to exercise his or her discretion to extend the date for counting postal votes by three (3) days in accordance with rule 9.2 of this Schedule, these additional votes shall be taken into account in tallying the total number of all votes validly cast.

11.2 Certification and notifying election result:

Once all votes have been counted and the result of the election determined by the Chief Returning Officer, the Chief Returning Officer shall certify the result of the election and communicate the result of the election to the Trustees. The Trustees shall thereafter advise the candidates of the result and give notice of the same at the annual general meeting of the Trust in accordance with *clause 15.1(j)*. The candidates in each election who receive the highest number of valid votes for the relevant vacancies will be elected as Trustees.

11.3 Provisional Votes:

Where, in respect of any election, one or more Provisional Votes has been cast:

- (a) if the validity or otherwise of the Provisional Votes may affect the outcome of the election, the Chief Returning Officer may not certify the result of the election until the validity of the Provisional Votes has been confirmed pursuant to *rule 10.4(a)* of this Schedule and any valid Provisional Vote has been counted;
- (b) if the validity or otherwise of the Provisional Votes will not affect the result of the election, the Chief Returning Officer may certify the result notwithstanding that the validity of the Provisional Votes has not been confirmed pursuant to *rule 10.4(a)* of this Schedule and the Provisional Votes have not been counted.

12. RETENTION OF ELECTION RECORDS

12.1 Compiling and sealing voting records:

The Chief Returning Officer shall, as soon as practicable after he or she has certified the result of the election, place all voting forms and other voting records into a sealed packet. The Chief Returning Officer shall endorse upon the sealed packet a description of the contents of that packet together with the final date for voting in that election. The Chief Returning Officer shall then sign the endorsement and forward the sealed packet to the Trustees.

12.2 Retention and disposal of packets:

Subject to *rule 14.1(b)* of this Schedule the sealed packets received from the Chief Returning Officer shall be safely kept unopened by the Trustees for a period of one (1) year from the closing date for making votes in the election to which the packet relates. At the expiry of that one (1) year period the packets shall be destroyed unopened.

13. REVIEW OF ELECTION RESULTS

13.1 Candidates may seek review:

Any candidate may, within 14 days after the certification of the election result and the giving of notice by the Trust in respect of that election, seek a review of that election.

13.2 Appointment of Electoral Review Officer:

For the purposes of carrying out reviews in respect of any election the Trustees shall ensure that an Electoral Review Officer is appointed. The Electoral Review Officer shall be the person nominated from time to time by the President of the Waikato Bay of Plenty District Law Society or his or her nominee.

13.3 Electoral Review Officer to conduct reviews:

All reviews shall be carried out by the Electoral Review Officer from time to time.

13.4 Form of request for review:

All applications for a review shall be submitted to the Trustees and:

- (a) shall be in writing;
- (b) shall set out the grounds for the review, which grounds shall be set out with sufficient particularity to enable the Electoral Review Officer to ascertain precisely the basis upon which the review is being sought; and
- (c) shall be accompanied by any evidence that the applicant for review has to substantiate the grounds given in the application.

13.5 Service of application on other candidates:

The application for review and any accompanying evidence shall also be served by the candidate referred to in *rule 13.1* of this Schedule upon all other candidates in the election to which the review relates, either at the same time, or as close thereto as is possible, as the review application is lodged with the Trustees.

13.6 Costs:

Upon making an application for review the applicant shall also lodge with the Trustees the sum of \$500 as a bond payable towards the costs of undertaking the review. That sum shall be held by the Trustees pending the outcome of the review application. If the application is successful, then the \$500 bond shall be refunded to the applicant, otherwise it shall be used to off-set the costs of the review.

14. CONDUCT OF REVIEW

14.1 Notification of Electoral Review Officer:

Upon the receipt of an application for review the Trustees shall notify the Electoral Review Officer and provide to him or her:

- (a) a copy of the application and any accompanying evidence; and
- (b) the sealed packet of voting forms and other voting documents received from the Chief Returning Officer for that election.

14.2 Electoral Review Officer to exercise wide powers:

Subject to compliance by the Electoral Review Officer with the rules of natural justice, the Electoral Review Officer shall have the power to inquire into and decide upon any matter relating to a review in such manner as he or she thinks fit and may in particular seek such further evidence or reports as he or she deems necessary including any reports or evidence from the Chief Returning Officer for the relevant election.

14.3 Electoral Review Officer to be guided by substantial merits:

In reaching his or her conclusion on any review, the Electoral Review Officer shall be guided by the substantial merits of the application without regard to legal forms or technicalities, including any technical defect in complying with the requirements of this Deed, the intention being that no election shall be declared invalid by reason of such technical defect if the Electoral Review Officer is satisfied that the election was so

conducted as to be substantially in compliance with the requirements of this Deed and that such defect did not materially affect the result of the election.

14.4 Certification of result of review:

At the conclusion of the Electoral Review Officer's consideration of the review, he or she shall determine whether the successful candidate, or any other candidate, was duly elected, or whether the election was void and should be conducted again and shall forthwith certify his or her decision with reasons to the Trustees. The Trustees shall then give notice of the result of the review and advise the candidates of the outcome.

14.5 Decision to be final:

All decisions of the Electoral Review Officer shall be final (noting that the right to seek judicial review in the High Court is always available).

15. TERMINATION OF OFFICE OF TRUSTEES

15.1 Termination of office of Trustees:

Notwithstanding the foregoing rules of this Schedule, a Trustee shall cease to hold office if he or she:

- (a) retires from office by giving written notice to the Trustees or dies;
- (b) completes his or her term of office and is not reappointed;
- (c) refuses to act;
- (d) is absent without leave from three (3) consecutive ordinary meetings of the Trustees without good reason or without the permission of the Chairperson;
- (e) is 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;
- (f) is bankrupt or makes any composition or arrangement with his or her creditors;
- (g) is convicted of an indictable offence; or
- (h) becomes subject to a compulsory treatment order under the Mental Health (Compulsory Treatment and Assessment) Act 1992 or becomes subject to a personal or property order under the Protection of Personal and Property Rights Act 1988;
- (i) Is determined in accordance with section 104 of the Trusts Act 2019 to have lost capacity to perform the functions of a trustee; or
- (j) is removed from the office of Trustee in accordance with *clause 22.3*.

16. RECORD OF CHANGES OF TRUSTEES

16.1 Record of changes of Trustees:

Upon the notification of every appointment, retirement, re-appointment or termination of office of any Trustee, the Trustees will ensure that an entry is made in the minute book of the Trust to that effect.

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**THIRD SCHEDULE
PROCEEDINGS OF TRUSTEE MEETINGS**

1. TRUSTEES TO REGULATE MEETINGS

- 1.1** The Trustees shall meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. The chairperson or any three (3) Trustees may at any time by notice in writing to the Trustees summon a meeting of the Trustees and the Trustees shall take such steps as are necessary to convene such meeting.

2. NOTICE OF MEETING

2.1 Notice to Trustees:

Written notice of every meeting shall be either hand-delivered, posted or sent by facsimile or by electronic form to each Trustee at least seven (7) days before the date of the meeting or by a shorter notice if agreed upon by all Trustees who are entitled to receive notice of a meeting. However, it shall not be necessary to give notice of a meeting of Trustees to any Trustee for the time being absent from New Zealand unless that Trustee has provided details of where he or she may be contacted while overseas. No notice shall be required for adjourned meetings except to those Trustees who were not present when the meeting was adjourned.

2.2 Content of notice:

Every notice of a meeting shall state the method (whether in person, electronically, telephone or a combination of these methods or such other methods as may be accepted by Trustees from time to time for conducting their meetings) place, day and time of the meeting, and the agenda of the meeting.

2.3 Waiver of notice:

The requirement for notice of a meeting may be waived if all the Trustees who are at the time entitled to receive notice of the meeting give their written consent to such a waiver prior to or at the meeting.

2.4 Meeting limited to notified business:

Subject to *rule 2.3* of this Schedule, no business shall be transacted at any meeting of Trustees other than the business expressly referred to in the notice calling the meeting unless otherwise agreed unanimously by all Trustees at the meeting.

2.5 Deficiency of notice:

Subject to *rule 2.4* of this Schedule, no deficiency in the giving of notice for any meeting of Trustees shall otherwise invalidate such meeting or the proceedings at such meeting.

3. QUORUM

- 3.1** A simple majority of Trustees then in office shall constitute a quorum at meetings of the Trustees.

4. CHAIRPERSON AND DEPUTY CHAIRPERSON

4.1 Trustees to appoint:

At the first meeting of the Trustees following an election, the Trustees shall appoint one (1) of their number to be Chairperson, and (at their discretion) one to be Deputy Chairperson.

4.2 Voting on appointment:

Where there is more than one candidate for Chairperson (or as the case may be Deputy Chairperson) then a vote will be taken and the person receiving the most votes in favour of his or her appointment will become Chairperson (or Deputy Chairperson).

4.3 Termination of office:

The Chairperson (or Deputy Chairperson) will cease to hold office after an election of Trustees, in the event that he or she resigns from that office, ceases to be a Trustee or is removed from office by the Trustees passing a resolution of no confidence in him or her. In the event that the Chairperson (or Deputy Chairperson) ceases to hold that office then a further appointment in accordance with *rule 4.1* of this Schedule shall be held for the position.

5. PROCEEDINGS AT MEETINGS

5.1 Decisions by majority vote:

Unless stated otherwise in this Deed, questions arising at any meeting of Trustees shall be decided by a majority of votes of Trustees present at a validly called meeting. In the case of an equality of votes, the Chairperson shall have a second or casting vote. This rule expressly modifies the default duty in section 38 of the Trusts Act 2019.

5.2 Chairperson:

The Chairperson shall take the chair at all meetings of the Trustees. If the Chairperson is not present then the Deputy Chairperson, if there is one, shall take the chair. If there is no Deputy Chairperson or the Deputy Chairperson is also not present then the Trustees present shall elect one (1) of their number to be chairperson of the meeting.

5.3 Vacancies:

The Trustees may act notwithstanding any vacancy or vacancies in their body, but if and so long as their number is reduced below the quorum fixed by these rules, the continuing Trustees may act only for the purpose of advising of the vacancy or

vacancies and taking the steps necessary to procure the election of new Trustees to fill any vacancy or vacancies, and for no other purpose.

5.4 Defects of appointment:

All acts done by any meeting of the Trustees or of any committee appointed under *rule 6.1* of this Schedule shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of such Trustee or person co-opted to any committee, or that they were disqualified, be valid as if every such person had been duly appointed and was qualified to act.

5.5 Unruly meetings:

If any meeting of Trustees becomes so unruly or disorderly that, in the opinion of the chairperson of the meeting, the business of the meeting cannot be conducted in a proper and orderly manner, or if any meeting in the opinion of the chairperson becomes unduly protracted, the chairperson may, and without giving any reason, adjourn the meeting or may direct that any uncompleted item of business of which notice was given and which, in his or her opinion, requires to be voted upon, be put to the vote without discussion.

6. APPOINTMENT OF COMMITTEES BY TRUSTEES

6.1 Trustees may appoint committees:

The Trustees may from time to time as they think expedient appoint one (1) or more Trustees to be a committee for making any inquiry on such terms as the Trustees may by resolution direct, but such terms to include as a minimum a requirement that the committee act in accordance with *rules 6.2* and *6.3* of this schedule, and any committee so appointed may co-opt, for the purposes of consultation and advice, persons who are not Trustees, provided that a Trustee shall chair any such committee. Trustees may also by resolution disband any committee that has been formed if it is considered by the Trustees that the committee is no longer required, is not working, or has fulfilled its purpose.

6.2 Committees to report to Trustees:

All committees appointed under *rule 6.1* of this Schedule shall report to the Trustees in respect of their activities and such reports shall, unless a direction is made to the contrary by the Trustees:

- (a) be provided on a monthly basis; and
- (b) contain details of the activities of the committee since the last such report.

6.3 Regulation of procedure by committees:

Subject to these rules and the provisions of this Deed, any committee established by the Trustees may co-opt any person to be a member of that committee and otherwise regulate its procedure as it sees fit provided that the committee must notify the

Trustees of all persons co-opted to the committee. Any monies to be paid to members of any committee must have prior approval of the Trustees.

7. WRITTEN RESOLUTIONS

- 7.1** A written resolution signed by all the Trustees shall be as effective for all purposes as a resolution passed at a properly convened and conducted meeting of the Trustees. Such a resolution may comprise several duplicated documents, each signed by one (1) or more of the Trustees.

8. MINUTES

8.1 Minutes to be kept:

The Trustees shall keep a proper record in a minute book of all decisions taken and business transacted at every meeting of the Trustees.

8.2 Minutes to be evidence of proceedings:

Any minute of the proceedings at a meeting which is purported to be signed by the chairperson of that meeting shall be evidence of those proceedings.

8.3 Minutes to be evidence of proper conduct:

Where minutes of the proceedings at a meeting of the Trustees have been made in accordance with the provisions of this rule then, until the contrary is proved, the meeting shall be deemed to have been properly convened and its proceedings to have been properly conducted.

9. TELECONFERENCE OR AUDIO VISUAL MEETINGS

- 9.1** For the purposes of these rules a teleconference or audio visual meeting between a number of Trustees or committee members who constitute a quorum shall be deemed to constitute a meeting of the Trustees or the committee members (as the case may be). All the provisions in these rules relating to meetings shall apply to teleconference/audio visual meetings so long as the following conditions are met:

- (a) all of the Trustees or committee members (as the case may be) for the time being entitled to receive notice of a meeting shall be entitled to notice of a teleconference/audio visual meeting and to be linked for the purposes of such a meeting. Notice of a teleconference/audio visual meeting may be given on the telephone or electronic means;
- (b) throughout the teleconference/audio visual meeting each participant must be able to hear each of the other participants taking part;

- (c) at the beginning of the teleconference/audio visual meeting each participant must acknowledge his or her presence for the purpose of that meeting to all the others taking part;
- (d) a participant may not leave the teleconference meeting by disconnecting his or her telephone/audio visual or other means of communication without first obtaining the chairperson's express consent;
- (e) a participant shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the teleconference/audio visual meeting unless he or she leaves the meeting with the chairperson's express consent; and
- (f) a minute of the proceedings at a teleconference/audio visual meeting shall be sufficient evidence of those proceedings, and of the observance of all necessary formalities, if certified as a correct minute by the chairperson of that meeting.

**FOURTH SCHEDULE
PROCEDURE FOR PASSING SPECIAL RESOLUTION**

1. APPLICATION OF THIS SCHEDULE

1.1 A Special Resolution to:

- (a) approve a Major Transaction in accordance with **clause 2.5**; or
- (b) amend this Deed in accordance with *clause 29*; or
- (c) approve a resettlement in accordance with *clause 30*; or
- (d) terminate the Trust in accordance with *clause 31*;

shall only be passed as set out in this Schedule.

2. POSTAL VOTING AND SPECIAL GENERAL MEETING

- 2.1** Voting on a Special Resolution shall occur by placing voting forms into a ballot box in person at the special general meeting held for the purpose of considering the Special Resolution, by post or electronic form where available.

3 VOTING

- 3.1** In order for a Special Resolution to be passed it must receive the approval of not less than 75% of those Adult Members of Whakatōhea who validly cast a vote in favour of the proposed Special Resolution in accordance with this Schedule.

4. SPECIAL GENERAL MEETING REQUIRED

- 4.1** A special general meeting must be called for the purposes of considering one or more Special Resolutions. No other business may be transacted at such special general meeting.

5. NOTICE

5.1 Notice of special general meeting:

The Trustees shall give not less than twenty-one (21) days' notice of the date, time and place of the special general meeting called for the purposes of considering any Special Resolution (to the intent that notice of the postal vote and the special general meeting shall be given in the same notice).

5.2 Method of giving notice:

Notice of a special general meeting called for the purposes of considering a Special Resolution shall be given by:

- (a) post (including by electronic form where available) to all Adult Registered Members of Whakatōhea at the last address shown for each such Adult Registered Member of Whakatōhea on the Whakatōhea Register. If notice sent to an electronic address fails, and the Trustees are aware of the failure, then the notice must be sent to the last known physical address; and
- (b) inserting a prominent advertisement on at least two (2) separate days in appropriate major metropolitan newspapers and in any provincial newspapers circulating in regions where the Trustees consider that a significant number of Members of Whakatōhea reside;
- (c) such other means as the Trustees may determine.

5.3 Content of notice to members of Te Tāwharau o Te Whakatōhea:

All notices given in accordance with *rule 5.2(a)* of this Schedule shall contain:

- (a) the date, time and place of the special general meeting called for the purposes of considering the Special Resolution;
- (b) details of the proposed Special Resolution;
- (c) details of the reasons for the proposed Special Resolution and the effect that the Special Resolution will have;
- (d) details of the procedure to be followed in making a postal vote or a vote by electronic means where available, including the date voting closes;
- (e) a statement that postal votes may either be delivered to the Chief Returning Officer at the special general meeting, or posted or by electronic means; and
- (f) a voting form. The voting form can be sent via postal voting and electronic means. If the voting form is sent via electronic means the voting form must also contain sufficient information to verify the voter and the voting documents issued to that voter pursuant to *rule 6.1* of this Schedule.

5.4 Content of advertisement:

All advertisements published in accordance with *rule 5.2(b)* of this Schedule shall contain the matters referred in *rule 5.3(a)* and *5.3(b)* of this Schedule together with details of how and where any further information can be obtained.

6. POSTAL VOTING

6.1 Other details to accompany vote:

Each voting form must contain sufficient information to identify the voter and the voting documents issued to that voter.

6.2 Timing of Postal Votes:

Votes must be cast no later than the closing date for voting. Votes otherwise validly cast are valid and able to be counted if they are received by the Chief Returning Officer no later than three (3) days after the closing date, but only if the envelope containing the voting form is date stamped on or before the date for voting closes.

6.3 Postal Votes may be received at the special general meeting:

Voting forms may be delivered to the Chief Returning Officer at the special general meeting, rather than being posted or sent by electronic means.

7. APPOINTMENT OF CHIEF RETURNING OFFICER

7.1 Appointment of Chief Returning Officer:

For the purposes of the Special Resolution, the Trustees shall appoint a Chief Returning Officer who shall not be a Trustee or employee of the Trust. The Trustees shall ensure that the Chief Returning Officer is appointed on terms requiring the Chief Returning Officer to act in accordance with the powers and duties of the Chief Returning Officer as set out in this Deed, including, to avoid doubt, *rules 7.2 to 8.3* of this Schedule.

7.2 Chief Returning Officer to receive voting forms:

Voting forms must be addressed to the Chief Returning Officer.

7.3 Chief Returning Officer to be present at special general meeting:

The Chief Returning Officer must be present at the special general meeting. The Chief Returning Officer will be available to collect any completed voting forms at the special general meeting. The Chief Returning Officer shall also ensure that additional voting forms are available at the special general meeting.

7.4 Eligibility to Vote:

Those eligible to vote on a special resolution are:

- (a) those Adult Members of Whakatōhea recorded in the Whakatōhea Register as an Adult Registered Member of Whakatōhea on the closing day for voting; and
- (b) subject to *rule 7.5(b)* of this Schedule, any other Adult Member of Whakatōhea who has on or before the closing date for voting provided to the Chief Returning Officer an application form for registration which complies with *rule 3.1 of the First Schedule*.

7.5 Only one vote to be cast:

The Chief Returning Officer must:

- (a) ensure that appropriate measures are in place to ensure that only one (1) vote is cast by each Adult Registered Member of Whakatōhea; and

- (b) where any Provisional Vote is cast pursuant to *rule 7.4(b)* of this Schedule, before counting that Provisional Vote, consult with the Membership Validation Committee Whakapapa Unit to ensure that the person casting the vote is eligible to be registered on the Whakatōhea Register as an Adult Registered Member.

7.6 Recording of votes:

A record shall be kept by the Chief Returning Officer of all votes received.

8. COUNTING OF VOTES

8.1 All votes to be counted:

Upon the expiry of the date for the receipt of votes, the Chief Returning Officer shall record and count all votes validly cast.

8.2 Certification and notifying result:

Once all votes have been counted and the result of the Special Resolution determined by the Chief Returning Officer, the Chief Returning Officer shall certify the result of the Special Resolution and communicate the result to the Trustees.

8.3 Provisional Votes:

Where, in respect of any Special Resolution, one or more Provisional Votes has been cast:

- (a) if the validity or otherwise of the Provisional Votes may affect the outcome of the Special Resolution, the Chief Returning Officer may not certify the result of the Special Resolution until the validity of the Provisional Votes has been confirmed pursuant to *rule 7.5(b)* of this Schedule and any valid Provisional Vote has been counted; or
- (b) if the validity or otherwise of the Provisional Votes will not affect the result of the Special Resolution, the Chief Returning Officer may certify the result notwithstanding that the validity of the Provisional votes has not been confirmed pursuant to *rule 7.5(b)* of this Schedule and the Provisional Votes have not been counted.

9. PROCEEDINGS AT SPECIAL GENERAL MEETING

- 9.1** Except as otherwise set out in this Schedule, the provisions of *clause 14* of this Deed shall apply to the holding of any special general meeting called for the purposes of considering a Special Resolution and the meeting shall be conducted accordingly.

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FIFTH SCHEDULE CODE OF GOOD CONDUCT FOR MEETINGS AND GATHERINGS

This code of conduct sets out the expected standards of behaviour to be observed at meetings by both Members of Whakatōhea and Trustees.

The Trust Deed for Te Tāwharau o Te Whakatōhea sets out the specific requirements regarding quorum numbers, timeframes for calling and notifying meetings, voting procedures, meeting record keeping, and timeframes for adding agenda items.

Code of Good Conduct

1. All attendees are expected to treat one another courteously and respectfully;
2. Speakers are expected to speak directly to matters being addressed and refrain from personal attacks;
3. Speakers may address the meeting through the Chairperson without being interrupted by others;
4. The Chair may intervene and ask a speaker to stop if the speaker is being abusive toward others, uses foul language, or interrupts others, or is repeating him or herself;
5. The Chair may also intervene on a matter that is not being resolved through reasonable ongoing discussion in order to make progress with the agenda;
6. If an attendee at a meeting refuses to comply with the directions of the Chair regarding his or her conduct at the meeting, that person may be asked to leave the meeting and shall leave immediately.

**SIXTH SCHEDULE
LIST OF HAPŪ**

- a) Ngāti Rua;
- b) Ngāi Tamahaua;
- c) Ngāti Patumoana;
- d) Ngāti Ngāhere;
- e) Ngāti Ira; and
- f) Te Upokorehe.

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SEVENTH SCHEDULE FISHERIES AND AQUACULTURE ASSETS

1. RECOGNITION OF NEW MANDATED IWI ORGANISATION

- 1.1 No proposal in relation to the recognition of a new mandated in place of the existing mandated iwi organisation may proceed unless a if a Special Resolution of Adult Registered Members has been passed in accordance with the rules in the Fourth Schedule.

2. INCOME SHARES AND SETTLEMENT QUOTA

- 2.1 This schedule does not apply to transfers of Fisheries Assets between entities within the **Whakatōhea Group** provided that those entities comply with the relevant provisions of the Māori Fisheries Act 2004.
- 2.2 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 of Adult Registered Members has been passed in accordance with the rules in the Fourth Schedule **2. ASSET-HOLDING COMPANY.**
- 2.3 The Trustees must ensure that there is at least one (1) Trust Entity that is an Asset-Holding Company and that, to the extent and for so long as required by the Māori Fisheries Act 2004, the Asset-Holding Company is wholly owned by the Trust and performs the functions and complies with the requirements set out in sections 16 and 17 of the Māori Fisheries Act 2004.
- 2.4 Any Asset-Holding Company that is already established prior to the date that the Whakatōhea Settlement Legislation comes into force shall continue to function.

3. FISHING OPERATION

- 3.1 If the Trustees wish the Trust to have its own fishing operation to harvest, process, or market fish using annual catch entitlements from its Settlement Quota, or to be involved in a joint venture for such purposes, they must ensure that there is a Fishing Enterprise separate from, but responsible to, the Trust to undertake such operations.
- 3.2 A Fishing Enterprise set up to undertake such operations must be a separate entity from any Asset-Holding Company, or any subsidiary established by an Asset-Holding Company, that holds any Settlement Quota or Income Shares of Whakatōhea.

4. NOTICE OF PARTICULAR MEETINGS

- 4.1 In addition to the notice requirements for General Meetings set out in this Deed, in the case of a General Meeting relating to elections, changing a constitutional document to the extent that it relates to matters under the Māori Fisheries Act 2004, the disposal of Income Shares, or the conversion and disposal of Settlement Quota, the Trustees must:
- (a) give Public Notice of:
- (i) the date and time of the meeting and its venue;
 - (ii) the agenda for the meeting;
 - (iii) the matter or issue on which a vote is to be taken;

- (iv) where any relevant explanatory documents may be viewed or obtained; and
 - (v) any other information specified by or under the Māori Fisheries Act 2004.
- (b) give a Private Notice, with the information required for the Public Notice as set out in *rule 4.1(a)* of this Schedule together with a copy of the Voting or Ballot Paper for the vote to be taken at the meeting and advice as to the address to which, and the date by which, the completed Voting or Ballot Paper must be returned, to any Adult Member who:
- (i) at the time of registering on the Register, made a written request to be sent a Private Notice and Voting or Ballot Papers for every General Meeting relating to elections, changing a constitutional document to the extent it relates to matters under the Māori Fisheries Act 2004, the disposal of Income Shares, or the conversion and disposal of Settlement Quota; or
 - (ii) whether or not on the Register, makes a written request for a Private Notice in respect of a particular meeting.

5. COMPLIANCE WITH MĀORI FISHERIES ACT

- 5.1** The Trustees will at all times comply with the provisions of the Māori Fisheries Act 2004.

6. AQUACULTURE ASSETS

- 6.1** For the purposes of *rules 6 and 7* of this Schedule, the terms “Settlement Assets”, “authorisations” and “coastal permits” have the meaning given to them by the Māori Commercial Aquaculture Claims Settlement Act 2004.

- 6.2** Any proposal in relation to the transfer of authorisations or coastal permits that are Settlement Assets may only proceed if a Special Resolution of Adult Registered Members has been passed in accordance with the rules in the Fourth Schedule of this Deed.

- 6.3** This schedule does not apply to transfers between entities within the **Whakatōhea Group** provided that those entities comply with the relevant provisions of the Māori Commercial Aquaculture Claims Settlement Act 2004.

7. COMMERCIAL AQUACULTURE ACTIVITIES

- 7.1** If the Trust undertakes commercial aquaculture activities (as that term is used in the Māori Commercial Aquaculture Claims Settlement Act 2004), the Trustees must establish a Trust Entity to undertake those activities, which may be the Asset-Holding Company that holds the Settlement Quota and Income Shares.