



Tapuika Iwi Authority and Tapuika Fisheries Trust
Special and Annual General Meetings
9am Saturday 28 November 2020
Moko Marae

Order of proceedings

- Karakia/Mihimihi
- Safety protocols; masks, hand hygiene, Covid sign-in/tracking
- Nominate and approve secretary for minutes
- Apologies
- **Special General Meeting**
 - Vote on status change to land at Ōtahu Pā from General to Māori land
 - Recommendations for constitutional changes received
- **Tapuika Iwi Authority 2019 AGM**
- **Tapuika Fisheries Trust 2019 AGM**
- Lunch
- **Tapuika Iwi Authority 2020 AGM**
- **Tapuika Fisheries Trust 2020 AGM**

Agenda for all AGM

- Annual Report
- Performance and Plans
- Minutes from Previous Hui
- Matters Arising
- Resolutions
- Dates for future Special General Meetings & Annual General Meetings (November vs February)
- General Business
- Karakia Whakamutunga

Special General Meeting

- Vote on status change to land at Ōtahu Pā from General to Māori land
- Recommendations for constitutional changes received (see below)

CHANGE TOPIC	CLAUSE	CURRENT WORDING	PROPOSED WORDING	REASONS FOR CHANGE
TAPUIKA FISHERIES TRUST				
ELECTRONIC VOTING OPTION FOR TRUSTEE ELECTIONS	Note MFA schedule 7 Kaupapa 3 provides that voting can be electronic but that this cannot be the only method <u>NOTE Trustees can already resolve to use electronic voting for elections but this can be further clarified if other changes are made</u>			
Trustee elections	Second Schedule cl 6.1 mode of voting at elections	Subject to rule 6.3 of this Schedule, voting at all elections shall be by way of secret ballot. Voting forms may either be delivered to the Chief Returning Officer by post, at a polling station, if a polling station is nominated by the Trustees for that purpose, or by such other means as the Trustees may determine	Subject to rule 6.3 of this Schedule, voting at all elections shall be by way of secret ballot. Voting forms may either be delivered to the Chief Returning Officer by post, <u>by electronic means where available</u> or at a polling station.	<u>Trustees can already resolve to use electronic voting</u> but this can be further clarified if other changes are made
FOURTH SCHEDULE - PROCEDURE FOR PASSING A SPECIAL RESOLUTION	Fourth Schedule Cl 2 postal voting and SGM	Voting on a Special Resolution is by postal vote or at the meeting	Voting on a Special Resolution to be by placing voting forms into a ballot box in person at the Special General Meeting, or by post <u>or electronic means where available</u>	Allows electronic voting for SGM special resolutions

CHANGE TOPIC	CLAUSE	CURRENT WORDING	PROPOSED WORDING	REASONS FOR CHANGE
TAPUIKA IWI AUTHORITY				
ROLE OF NGA KOEKE COUNCIL	4.2 (c)	The Trustees are not required to follow advice they obtain or receive from the Nga Koeke Council	The Trustees must give regard to advice they obtain or receive from the Nga Koeke Council in respect of matters relating to Tapuika tikanga, kawa, whakapapa and customary practices of Tapuika	Creates requirement to have regard to advice on cultural matters
ELECTRONIC VOTING				
SECOND SCHEDULE - PROCEDURE FOR PASSING A SPECIAL RESOLUTION		Voting on a Special Resolution is by postal vote or at the meeting	Voting on a Special Resolution to be able to occur by placing voting forms into a ballot box in person at the Special General Meeting held for the purposes of considering the Special Resolution, or by post or electronic means where available. (See marked up schedule for complete changes)	Allows electronic voting for SGM special resolution
CHANGE TOPIC		PROPOSAL For CORPORATE TRUSTEE STRUCTURE		REASONS FOR CHANGE
APPOINTMENT OF A CORPORATE TRUSTEE	<p>The Trustees may be replaced by a sole corporate trustee by special resolution of Trustees that identifies the corporate trustee, appoints such trustee and names the first directors who will be those persons then eligible to be a trustee of the Trust.</p> <p>The corporate Trustee must have a constitution that provide that:</p> <ul style="list-style-type: none"> - Its sole business is to act as trustee of the trust. - it must comply with the powers and duties of Trustee set out in the TIA deed; - <p>The directors of the sole corporate trustee may only be the persons elected as Trustees of the Tapuika Fisheries Trust</p> <p>The Shares in the Sole corporate Trustee shall be held by the Trustees or the Chairperson for the time being who shall hold them <u>on trust</u> for the benefit of the Members of Tapuika</p> <p>The Adult Registered Members may, by way of a Special Resolution, vote to remove the sole corporate Trustee as trustee of the Trust. A resolution that removes a sole Corporate Trustee shall appoint the directors of the corporate Trustee as replacement Trustees in the same resolution.</p>			<p>A way to provide limited liability to the trustees and avoid using TFT as custodian trustee.</p> <p>Will provide flexibility for signing and contracting.</p> <p>And greater protection of elected trustees</p>

COMPARISON TABLE FOR PROPOSAL TO ADOPT A CORPORATE TRUSTEE FOR TIA

	TIA individual Trustees	TIA Corporate Trustee	TFT (incorporated Charitable Trust Board)
governance	11 individual Trustees, who are the persons, elected through the TFT Deed	1 company as Trustee but has 11 directors who are the persons elected through the TFT Deed	11 individual Trustees elected through TFT deed
who makes decisions	The 11 Trustees by majority	The 11 Directors by majority	The 11 Trustees by majority
Constitutional document	TIA Trust Deed	Company Constitution and TIA Trust Deed	TFT Trust Deed
Quorum	As per the TIA Deed (4 Trustees)	As per the Constitution and TIA Deed - (4 Directors)	As per the TFT Deed (4 Trustees)
Meetings	As per the TIA Deed	As per the TIA Deed	As per the TFT Deed
Trustee powers	As per the TIA Deed	As per the TIA Deed	As per the TFT Deed
Required Signatories	All trustees for some documentation. Often needs to be witnessed Otherwise three Trustees including the Chairman	Can be made same as TIA – Three directors including the Chair (Legally can be reduced to two directors)	Three Trustees including the Chair. (or as stipulated in the constitution)
Liability	Trustees personally liable for actions Can limit liability in some contracts – has to be done each time Trusts act – limited indemnity available Māori Land Court	Individuals not personally liable unless breach director's duties	Individuals not personally liable to external parties. ·
In whose name is the Trust sued	Trustees personal names	The Trustee company name	The name of the Trust.
Land ownership	In name of TFT as custodian Trustee	In name of Trustee company as TIA trustee	In name of TFT as a charity
Contracting	Sometimes in name of TFT as custodian Trustee	In name of Trustee company as TIA trustee	In name of TFT as a charity
Other issues	Confusion at contracting and account level between TIA and TFT avoided – and also no confusion with Charitable status or activities of TFT.		

A. Tapuika Iwi Authority AGM Report 2019

B. Tapuika Fisheries Trust AGM Report 2019

C. Tapuika Iwi Authority AGM Report 2020

D. Tapuika Fisheries Trust AGM Report 2020