



**DEED
TE RŪNANGA-A-IWI-O-NGAPUHI
CHARITABLE TRUST DEED**

**Ratified
16 November 2019**

SCHEDULE 1

PART A: ELECTION PROCESSES

Election Process to be defined by Trust

1. An Adult Registered Member may be elected as a Trustee in accordance with the following procedures or pursuant to any relevant rules made or amended by Te Ohu Kai Moana Trustee Limited under section 54 of the Act. However, in order to be eligible for election such member must meet the criteria set out in paragraphs 12 and 13.

Trustees

2. One Adult Registered Member of Ngāpuhi shall be elected on behalf of each Takiwā to represent the interests of all Ngāpuhi as a Trustee of the Trust.

Proxy Trustees

3. One Adult Registered Member of Ngāpuhi shall be elected on behalf of each Takiwā to represent the interests of all Ngāpuhi as a Proxy Trustee of the Trust, to act in the capacity of alternate to the Trustee elected on behalf of that Takiwā should for any reason that Trustee be unable to perform his or her duties as Trustee or if that Trustee ceases to hold office for any reason referred to in clause 4.2(b) to clause 4.2(l).

Takiwā Executive Committee

4. Each Takiwā shall elect at a general meeting of that Takiwā an Executive Committee consisting of, as a minimum, a chairperson, secretary and treasurer.

Retirement by Rotation

5. Every year the Trustees, Proxy Trustees and Executive Committee members elected on behalf of one Takiwā (as defined below) will retire from office on the date of the annual general meeting of the Takiwā that elected them, beginning with Takiwā Group One. The Takiwā Groups are:

(a) Group One:

- (i) Te Takiwā o Ngāti Hine
- (ii) Te Rōpū Takiwā o Mangakāhia
- (iii) Te Rūnanga o Taumārere ki Rākaumangamanga
- (iv) Te Takiwā o Ngāpuhi ki Whangārei

(b) Group Two:

- (i) Taiāmai ki te Marangai
- (ii) Te Takiwā o Ngāpuhi ki te Tonga o Tāmaki Makaurau
- (iii) Ngāpuhi ki Waitemata

- (c) Group Three:
 - (i) Ngāpuhi ki te Hauāuru
 - (ii) Ngāpuhi Hokianga ki te Raki
 - (iii) Ngā Ngaru o Hokianga

Appointment of Trustees, Proxy Trustees and Executive Committee Members

- 6. At an annual general meeting of a Takiwā at which the Trustee, Proxy Trustee and Executive Committee members elected on behalf of that Takiwā retire under paragraph 5, the Takiwā must hold an election for the offices of Trustee, Proxy Trustee and Executive Committee members in accordance with this Schedule.
- 7. If the office of Trustee becomes vacant under clauses 4.2(b) to 4.2(l) then:
 - (a) the Proxy Trustee elected on behalf of the same Takiwā which elected the outgoing Trustee shall be automatically appointed as a Trustee from the date on which the outgoing Trustee ceased to hold office in accordance with clause 4.3;
 - (b) the relevant Takiwā shall hold a general meeting for the purposes of electing a replacement Proxy Trustee in accordance with this Schedule as soon as practicable after the appointment under paragraph 7(a); and
 - (c) every person so appointed as Trustee or Proxy Trustee under this paragraph 7 shall hold office as Trustee or Proxy Trustee (as the case may be) for the residue of the term for which that person's predecessor would have held office.
- 7A. Any person shall cease to be an Executive Committee member if he or she:
 - (a) is required to retire from office in accordance with this Schedule, provided that an Executive Committee member is eligible for reappointment, and there shall be no restriction as to the number of times that a person is eligible for reappointment;
 - (b) resigns as an Executive Committee member by giving notice in writing to the Trust;
 - (c) fails or neglects to attend three consecutive meetings of the Takiwā without notifying the Executive Committee or providing an apology;
 - (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 an Executive Committee member;
 - (e) commits an act of bankruptcy;
 - (f) ceases to qualify as an officer of a charitable entity under section 16 of the Charities Act 2005; or
 - (g) dies.
- 7B. Where a person ceases to be an Executive Committee member in the circumstances outlined in paragraphs 7A(b) to (g) above, the relevant Takiwā shall hold a general

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meeting for the purposes of electing a replacement who shall hold office for the residue of the term for which that person's predecessor would have held office.

Takiwā Annual General Meetings

8. Every year each Takiwā shall hold an annual general meeting on such date as its Executive Committee may determine, provided that:
- (a) the annual general meeting must be held on a date at least 20 Working Days prior to the date of the annual general meeting of the Trust, as notified by the Trust from time to time; and
 - (b) in any year in which the Trustee, Proxy Trustee and Executive Committee members elected on behalf of that Takiwā are due to retire in accordance with paragraph 5, the date of the annual general meeting must not be more than 3 years since the relevant Trustee, Proxy Trustee and Executive Committee members were appointed.

Failure to Appoint a Trustee, Proxy Trustee or Executive Committee

- 8A. If a Takiwā fails to hold its annual general meeting or otherwise fails to elect a new Trustee, Proxy Trustee or Executive Committee as envisaged by the three year rotation policy in paragraphs 5, 6 and 7:
- (a) the retiring Trustee, Proxy Trustee or Executive Committee members (as the case may be) ceases to hold office from the last date on which the new Trustee, Proxy Trustee or Executive Committee members should have been elected in accordance with paragraphs 5, 6 and 7;
 - (b) the vacancy may be filled by the Takiwā subsequently holding a general meeting and electing the new Trustee, Proxy Trustee or Executive Committee members (as the case may be) in accordance with this Schedule; and
 - (c) every person appointed as Trustee, Proxy Trustee or Executive Committee member under paragraph 8A(b) shall hold office for the residue of the term that would have applied if they had been appointed as envisaged by paragraphs 5, 6 and 7.
- 8B. If an Executive Committee has no members for any reason, including because a Takiwā has failed to hold its annual general meeting or otherwise failed to elect new Executive Committee members, then the Takiwā may, by notice in writing to the Trust, request the Trust to call a general meeting of that Takiwā to elect new Executive Committee members. The Trust shall, as soon as reasonably practicable, call a general meeting of that Takiwā and will provide all reasonable support to assist the Takiwā to facilitate such general meeting to elect new Executive Committee members.

Notice of General Meetings

9. Each Takiwā will give notice to the Trust of any general meeting at which elections of a Trustee, Proxy Trustee and Executive Committee members are to be held no later than 50 Working Days prior to the date of the meeting. Such notice must include:
- (a) the date and time of the meeting;
 - (b) the venue for the meeting; and
 - (c) the agenda for the meeting.

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Notice of Elections and Call for Nominations

10. The Trust must, no later than 40 Working Days prior to the date of any general meeting of a Takiwā at which the election of a Trustee, Proxy Trustee and Executive Committee members will be held, give notice of the meeting and election. Such notice must comprise:
- (a) a Public Notice that includes:
 - (i) which Takiwā is due to elect representatives;
 - (ii) the date, time, venue and agenda of the general meeting of the relevant Takiwā;
 - (iii) advice that a vote is to be taken to elect a Trustee or Proxy Trustee on behalf of the relevant Takiwā and Executive Committee members of the relevant Takiwā;
 - (iv) advice that those entitled to vote are every Adult Member whose primary Takiwā is the subject of that election;
 - (v) notice that nominations for the positions of Trustee or Proxy Trustee on behalf of the relevant Takiwā and members Executive Committee members of the relevant Takiwā are sought;
 - (vi) where the eligibility criteria for nominees and nominators may be viewed;
 - (vii) subject to paragraph 14, advice that the names of candidates for the relevant positions will be publicly notified prior to the election; and
 - (viii) advice that details of the nomination process, forms and other relevant information may be obtained by contacting the Trust by telephone (who will upon request post the forms and information free of charge) or viewing and/or downloading the information from the Trust's website.
 - (b) a Private Notice sent to every Adult Member who has requested such a notice from the Trust in writing, that gives:
 - (i) the information referred to in paragraph 10(a);
 - (ii) a copy of the Voting Paper; and
 - (iii) the address and return date for the Voting Paper.

Eligibility Criteria for Nominators

11. Any Adult Registered Member may nominate a person for election as a Trustee, Proxy Trustee and Executive Committee member of any Takiwā in accordance with paragraph 12.

Nomination Criteria

12. All nominations for the office of Trustee or Proxy Trustee or for a position on the Executive Committee must be received by the Trust no later than 30 Working Days prior to the date of the Takiwā general meeting at which the election is to be held. A nomination may not be withdrawn after it has been received. The nomination must:

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- (a) be completed on the template nomination form, duly signed by both the nominee and nominator;
- (b) contain the nominee's full name, address, Iwi registration number, contact number and the Takiwā for which the nominee is being nominated;
- (c) contain the nominator's full name, address, Iwi registration number and contact number;
- (d) be for a candidate active in their Takiwā;
- (e) be for a candidate who is an Adult Registered Member of Ngāpuhi or be accompanied by an accurate and complete registration form;
- (f) be accompanied by a brief statement containing:
 - (i) details of experience and objectives relevant to the position sought; and
 - (ii) an explanation of the candidate's knowledge of Ngāpuhi traditions and Tikanga;
- (g) where the nomination is for the position of Trustee or Proxy Trustee, include a declaration signed by the nominee that declares that the nominee:
 - (i) is not a person who is precluded from holding office as a Trustee on the basis of one or other of the matters specified in section 16 of the Charities Act 2005; and
 - (ii) has the skills referred to in paragraph 24.

Acceptance as Candidate

13. Upon receiving a nomination, the Trust shall check that the nomination complies with criteria referred to in paragraph 12, including confirming the nominee's active participation with the relevant Takiwā. Active participation means regular attendance at Takiwā business meetings over a period of 12 consecutive months and attendance to at least fifty percent of scheduled meetings within the preceding 12 months. If the nomination complies with the criteria referred to in paragraph 12, the Trust shall accept the nominee as a candidate for the position or positions sought, provided that where the nomination is accompanied by an application for registration in accordance with paragraph 12(e) no such acceptance shall be made until the nominee has been accepted for registration under clause 6.5.

Notification of Acceptance

14. The Trust shall advise every nominee of their acceptance or rejection as a candidate no later than 25 Working Days prior to the date of the relevant Takiwā general meeting at which the election is to be held. Where only one nomination for any position is accepted in accordance with paragraph 13, the Trust shall advise the relevant Takiwā that the sole candidate is elected by default and the Takiwā shall advise the candidate in accordance with paragraph 18. A candidate elected by default shall take office on and from the date of the general meeting at which the relevant election would have been held.

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Notice of Candidates

15. Where more than one nominee is accepted as a candidate for any position, the Trust must, no later than 20 Working Days prior to the date of the relevant Takiwā general meeting at which the election is to be held, nationally advertise by Public Notice:
- (a) the names of the candidates and the position(s) sought; and
 - (b) where the information required by paragraphs 12(f) and 12(g) in relation to each candidate may be viewed.

Election Scrutineers

16. The Trust shall appoint 2 scrutineers for each election of Trustees, Proxy Trustees and Executive Committee members. These scrutineers shall attend the general meeting of the Takiwā at which the election is to take place and shall be responsible for:
- (a) providing Voting Papers for those Members voting in person and registration application forms for those who wish to register at the time of voting;
 - (b) assisting in the voting procedure; and
 - (c) collecting Voting Papers at the conclusion of the vote and conveying them to the returning officer for counting.

Election Results

17. A returning officer appointed by the Trust shall, in relation to each election of Trustees, Proxy Trustees and Executive Committee members, be responsible for:
- (a) validating, counting and tabulating of votes;
 - (b) advising in writing the relevant Takiwā of the outcome of the election; and
 - (c) advising in writing the Chairperson and Chief Executive of the Trust of the outcome of the election.

Advice to Candidates

18. All candidates shall be formally advised of the outcome of an election by their Takiwā. Successful candidates for positions as Trustee or Proxy Trustee will be advised by the Chairperson of the Trust as to the induction process.

PART B: ALL VOTES

Eligible voters

19. All Adult Members shall be entitled to one vote on any resolution proposed at any General Meeting. At any general meeting of a Takiwā to elect Trustees, Proxy Trustees and Executive Committee members any Adult Member shall be entitled to vote in respect of their primary Takiwā (as recorded on their registration application form).

Method of Voting

20. All votes shall be cast according to this Schedule and shall be received:

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- (i) where the person is already a registered Member, record that person's membership number on the Voting Paper; or
 - (ii) where the person is not registered at the time of the vote, also complete a registration application in the form set out in Schedule 2 to this Deed which shall be attached to and form part of the Voting Paper; and
- (b) No vote shall be finally counted unless the details provided on the Voting Paper and the registration application are correct and the affiliation of the voter to Ngāpuhi has been confirmed either:
- (i) because that person is an Adult Registered Member at the time they cast their vote; or
 - (ii) if that person has applied at the time that their vote was cast, to become an Adult Registered Member, because their registration was accepted in accordance with clause 6.5,

except that a provisional result, disclosing the number of such persons and counting their votes for provisional purposes only may be declared at any time.

Secret Ballots

23. All Votes 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 after the date of completion of the final count, plus a period of one month thereafter.

PART C: TRUSTEE SKILLS

24. A Trustee shall:
- (a) have knowledge of Ngāpuhi traditions and Tikanga;
 - (b) have resources to attend to Ahi Kā;
 - (c) be active in their Takiwā;
 - (d) be able to communicate verbally and in writing;
 - (e) have the skills required to perform the requirements contained in clause 4.3B; and
 - (f) any other rangatira skills as determined by the Trust from time to time.

PART D: TRUSTEE CODE OF CONDUCT

General principles

25. Respect for people:

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- (a) Trustees are to treat members of the public and their colleagues fairly and consistently, in a non-discriminatory manner with proper regard for their rights and obligations. In this regard, they should perform their roles in a professional and responsible manner.
- (b) They must also ensure that their decisions and actions are reasonable, fair and appropriate to the circumstances, based on a consideration of all the relevant facts, and supported by adequate documentation.

26. Integrity and iwi interest:

- (a) Trustees are to promote confidence in the integrity of the Trust and always act in the interests of the Trust and not in their private interest.
- (b) Trustees must protect the reputation of the Trust. They must not engage in activities in or outside of their role in the Trust which could bring the Trust into disrepute.

Responsive service

- 27. Trustees are to provide a relevant and responsive service to their stakeholders, providing all necessary and appropriate direction to the Trust to fulfil the Trust's strategic objectives.
- 28. They must provide information promptly and in an appropriate format that is easy for the recipient to understand, and make sure that the information is clear, accurate, current and complete.

Economy and efficiency

- 29. Trustees must keep up to date with advances and changes in their area of knowledge or expertise and look for ways to improve performance and achieve high standards of service by both the Trustees and the Trust. They must use their authority and available resources and information only for the purpose intended.

Guide to ethical decision making

- 30. To assist in fostering a climate of ethical awareness, conduct and decision-making of the Trustees, Trustees must consider, either by themselves or in consultation with others such as their peers or the Chairperson, the following five points:
 - (a) Is the decision or conduct lawful?
 - (b) Is the decision or conduct consistent with the Trust's strategic objectives and code of conduct?
 - (c) What will be the outcomes be for the Trustees; colleagues; the Trust; and other parties?
 - (d) Do these outcomes raise a conflict of interest or lead to private gain at Trust expense?
 - (e) Can the decision or conduct be justified in terms of the iwi interest and would it withstand Marae/Hapu scrutiny?

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Conflicts of interest

31. Conflicts of interest exist when it is likely that a Trustee could be influenced, or could be perceived to be influenced, by a personal interest in carrying out their duty. Conflicts of interest that lead to biased decision making may constitute "something which may jeopardise the credibility of the rest of the Trustees" and therefore be grounds for the termination of the individual Trustee in accordance with the termination policy of this Deed.
32. Without prejudice to anything in clause 4.12 to clause 4.15 of this Deed:
- (a) Some related interests that may give rise to a conflict of interest include but are not limited to:
- (i) financial interests in a matter the Trust deals with or having friends or relatives with such an interest that the Trustee is aware of but has not declared;
 - (ii) personal beliefs or attitudes that influence the impartiality of advice given;
 - (iii) personal relationships with the people the Trust is dealing with or investigating that go beyond the level of a professional working relationship and which has not been declared;
 - (iv) employment that comprise the integrity of the Trustee and the Trust; and
 - (v) engaging in activities or making adverse comments that relate to the Trust's work;
- (b) An individual Trustee may often be the only person aware of the potential for conflict. It is therefore his or her responsibility to avoid any financial or other interest that could compromise the impartial performance of his or her role, and disclose any potential or actual conflicts of interest to the Chairperson.
- (c) If a Trustee is uncertain whether a conflict exists or may exist, he or she should declare that interest or potential interest to the other Trustees in accordance with clauses 4.12 to 4.15 of this Deed.

Acceptance of gifts or benefits

33. Without prejudice to anything in clause 4.16 to clause 4.18 of this Deed:
- (a) Trustees must not accept a gift or benefit that is intended to, or likely to, cause them to act in a biased manner in the course of their duties;
- (b) the Chairperson may approve the acceptance of token gifts or benefits under certain circumstances provided that there is no possibility that the recipient might be, or might appear to be, compromised in the process;
- (c) it is acknowledged that the receiving of gifts is particularly important in a tikanga Maori context where the refusal of a gift could cause significant offence to the party giving, this needs to be sensitively managed; and
- (d) Trustees will immediately advise the Chairperson if they believe they have been offered a bribe or if they have been offered or received a favour or benefit.

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Trustees dealing with or having access to sensitive investigations or commercially sensitive information should be particularly alert to inappropriate attempts to influence them.

Discrimination and harassment

34. Trustees must not harass or discriminate against their colleagues, employees, or members of the public on the grounds of:
- (a) Sex, which includes pregnancy and childbirth.
 - (b) Marital status.
 - (c) Religious belief.
 - (d) Ethical belief.
 - (e) Colour.
 - (f) Race.
 - (g) Ethnic or national origins.
 - (h) Disability.
 - (i) Age.
 - (j) Political opinion.
 - (k) Employment status.
 - (l) Family status.
 - (m) Sexual orientation.
35. The Chairperson will make sure that the Trustees operate in a manner free from all forms of harassment and discrimination.

Fairness and equity

36. Matters being considered by Trustees must be dealt with consistently, promptly and fairly. This involves dealing with matters in accordance with approved procedures, in a non-discriminatory manner, and in conformity with the principles of natural justice, and the values of the Trustees.
37. When using any discretionary powers, Trustees must ensure that they take all relevant facts into consideration, have regard to the particular merits of each case, and not take irrelevant matters or circumstances into consideration.

Public comment on the work of the Trust

38. Public comment by Trustees includes public speaking engagements, comments on radio and television or in letters to newspapers, and expressing views in books, journals or notices if it is expected that the comments will spread to the community at large.
39. Trustees, as individual members of the iwi, have the right to make public comment and enter into public debate on political and social issues. However, there are some

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circumstances in which this is inappropriate. For example, situations when the public comment, although made in a private capacity, may appear to be an official comment on behalf of the Trust. In such circumstances, Trustees must preface their remarks with a comment that they are made in a private or and do not represent the official view of the Trust.

40. Trustees should follow the procedures established by the Trust for making public comment on the work of the Trust. As a general rule, they can disclose official information that is normally given to members of the public seeking that information, but should only disclose other official information or documents when:
- (a) in the course of their duties;
 - (b) when proper authority has been given;
 - (c) required to, or authorised, do so by law; or
 - (d) when called to give evidence in court.
41. In these cases, comments made by Trustees should be confined to factual information and should not, as far as possible, express an opinion on Trust policy or practice unless required to do so by the circumstances of the particular situation (for example, when asked to do so in court).

Post engagement

42. Trustees must not use their position to obtain opportunities for future employment. They should not allow themselves or their role to be influenced by plans for, or offers of, employment. If they do, there is a conflict of interest and the integrity of the Trustee and the Trust is at risk.
43. Former Trustees must not use, or take advantage of, confidential information that may lead to gain or profit obtained in the course of their official duties until it has become publicly available.
44. All Trustees must be careful in their dealings with former Trustees of the Trust and make sure that they do not give them, or appear to give them, favourable treatment or access to privileged information.

Interpretation

45. In the event of any inconsistency between the provisions of this Trustee Code of Conduct and the provisions of the Deed, the provisions of the Deed shall prevail.

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