

## FAQs – FREQUENTLY ASKED QUESTIONS

### CHANGES TO TE RŪNANGA-Ā-IWI-Ō-NGĀPUHI TRUST DEED AND ADDING A NEW TRUST TO THE GROUP

Ngāpuhi members, hapū and whānau, now is your time to consider and vote on changes to Te Rūnanga-Ā-Iwi-Ō-Ngāpuhi (**TRAION**) Trust Deed and the proposal to at the same time add a new type of trust to our existing structure.

The Government has said all iwi have to make changes to their fisheries trusts by July 2026. At the same time, we are taking the opportunity to tidy up the Trust Deed to make it easier to use.

We also think it is a good idea to add a new trust to the Group (**Te Rūnanga-Ā-Iwi-Ō-Ngāpuhi Commercial Trust**). We explain why below.

TRAION is a charity. Te Rūnanga-Ā-Iwi-Ō-Ngāpuhi Commercial Trust will not be a charity so will be able to fund things that are not charitable, including supporting Ngāpuhi in achieving economic aspirations. It will be able to work better with hapū and land trusts and other community groups that are also non-charitable.

Trustees are seeking approval from the Ngāpuhi members for these changes, being to:

- Set up a new sister trust called Te Rūnanga-Ā-Iwi-Ō Ngāpuhi Commercial Trust.
- Transfer Mandated Iwi Organisation status and all fisheries assets from TRAION to Te Rūnanga-Ā-Iwi-Ō Ngāpuhi Commercial Trust.
- Transfer Ngāpuhi Asset Holding Company and all of its non-fisheries assets from TRAION to Te Rūnanga-Ā-Iwi-Ō Ngāpuhi Commercial Trust.
- Amend the TRAION Trust Deed to remove the Māori Fisheries Act clauses and make other changes.

Ngāpuhi's commercial assets will be transferred to the new trust, while TRAION will stay focused on the charitable side - supporting whānau wellbeing through Te Hau Ora O Ngāpuhi and Ngāpuhi Iwi Social Services.

Te Rūnanga-Ā-Iwi-Ō-Ngāpuhi (TRAION)	Te Rūnanga-Ā-Iwi-Ō-Ngāpuhi Commercial Trust
Existing trust Charitable arm (does not pay tax) Limited to charitable activities <ul style="list-style-type: none"> <li>• Te Hau Ora O Ngāpuhi</li> <li>• Ngāpuhi Iwi Social Services</li> </ul>	Newly established second trust Non-charitable arm (tax paying) Able to undertake activities and fund programmes that are not charitable <ul style="list-style-type: none"> <li>• Ngāpuhi Asset Holding Company</li> </ul>

	<ul style="list-style-type: none"> <li>• Mandated Iwi Organisation status (and fisheries assets)</li> </ul>
<p><i>To keep it simple the governors of Te Rūnanga-Ā-Iwi-Ō-Ngāpuhi Commercial Trust will be the same as the trustees of TRAION.</i></p>	

Trustees put forward a resolution on these changes at the Annual General Meeting on Saturday 22 November 2025. Members voted 71% in favour but 75% in favour is needed for resolutions to pass. We've taken on feedback and written a new set of resolutions for you to vote on.

### 1. What is happening?

The Government has said all iwi have to make changes to their Fisheries Trusts by July this year, before the Māori Fisheries Amendment Act 2024 comes into force.

The trustees of TRAION and the directors of Ngāpuhi Asset Holding Company Limited (**NAHC**) are recommending to Ngāpuhi that at the same time we make these required changes we also tidy up the TRAION Trust Deed to make it easier to use and add a new type of trust to the group. We've explained below why we need the new trust.

TRAION is a charity. Te Rūnanga-Ā-Iwi-Ō-Ngāpuhi Commercial Trust is not a charity and so will be able to fund things that are not charitable, like economic types of community support. It will be able to work better with hapū and land trusts and other community groups that are also non-charitable.

The resolution on these changes was voted on at the Annual General Meeting in November. Members voted 71% in favour, but 75% in favour is needed for resolutions to pass.

A Special General Meeting (**SGM**) is now required to hold a second vote to progress the changes we have to make, and for members to consider and vote again on the proposal to add a new commercial trust to the group.

We have taken on feedback and written a new set of resolutions for members to vote on at the SGM in March.

#### **Why has this change been proposed and how does it benefit members and hapū of Ngāpuhi?**

Currently, Ngāpuhi has an entirely charitable structure. While this means the Group does not pay tax, it also limits NAHC's investment activities and the types of support that can be provided.

If the new trust is approved, Ngāpuhi will have both charitable and non-charitable set ups. It will be able to work better with hapū and land trusts and other community groups that are also non-charitable.

### **What is the new trust?**

Te Rūnanga-Ā-Iwi-Ō-Ngāpuhi Commercial Trust is a sister trust to TRAION. It has the same purposes as TRAION, and to keep it simple, all the people who are trustees of TRAION will also be trustees of Te Rūnanga-Ā-Iwi-Ō-Ngāpuhi Commercial Trust. The key difference between TRAION and Te Rūnanga-Ā-Iwi-Ō-Ngāpuhi Commercial Trust is that TRAION is a charity (doesn't pay tax but can only do charitable activities) and Te Rūnanga-Ā-Iwi-Ō-Ngāpuhi Commercial Trust is a tax-paying trust (it will pay tax but there will be fewer limits on the activities it can do).

### **2. Will the new structure change who makes decisions for the Ngāpuhi group?**

No. The trustees of TRAION will continue to be appointed in the same way (currently, by the Takiwā). To keep it simple, the trustees of Te Rūnanga-Ā-Iwi-Ō-Ngāpuhi Commercial Trust will be the same people who are appointed as trustees of TRAION.

### **3. Is this a common structure used by other iwi organisations?**

Yes, it's becoming increasingly common across iwi organisations, and that is because it lets you work better with hapū and land trusts, and other groups that are non-charitable. It also lets you fund programmes that are not charitable.

### **4. Does this change affect the other subsidiaries?**

No. The other two subsidiaries within the Group, Ngāpuhi Iwi Social Services and Te Hau Ora O Ngāpuhi, will stay subsidiaries of TRAION. There will be no change to how services are provided or to how Ngāpuhi members use these services.

### **5. What is a Mandated Iwi Organisation and how does this relate to the Māori Fisheries Act 2004?**

Under the Māori Fisheries Act 2004, every iwi that received fisheries settlement assets must have a Mandated Iwi Organisation (**MIO**) and an asset holding company.

TRAION is the current fisheries MIO for Ngāpuhi. NAHC is the current asset holding company for Ngāpuhi.

Under the new structure, Te Rūnanga-Ā-Iwi-Ō-Ngāpuhi Commercial Trust (the new trust) will replace TRAION as the MIO for Ngāpuhi. NAHC will still be the asset holding

company, but instead of sitting under TRAION, it will move to sit under Te Rūnanga-Ā-Iwi-Ō-Ngāpuhi Commercial Trust.

## **6. Why now?**

We are required to make changes by July 2026. Because we're having to make changes anyway, we are taking this opportunity to update the TRAION Trust Deed and add this new commercial trust.

The sooner we get the new Trust, the sooner we can support a wider range of community projects and work with other hapū trusts and groups that are also non-charitable.

## **7. What happens to my private information?**

TRAION still manages the membership register, including getting new people registered, and updating details. TRAION will continue to protect your private information in the usual way. TRAION will need to make some of this information available to Te Rūnanga-Ā-Iwi-Ō Ngāpuhi Commercial Trust.

## **8. How is this related to the new representative model currently being consulted on?**

The changes you're voting on at the SGM are separate to the conversation underway around Ka Tātai Hono: a new representation model. You can find updates and further information on Ka Tātai Hono here <https://ngapuhi.iwi.nz/ka-tatai-hono/>.

## **9. How do we as beneficiaries/members hold the representatives to account under this new commercial trust model with a company as trustee?**

If there is a breach of the trust deed, every beneficiary/member still has the right to enforce the terms of the trust. This doesn't change under this model with a company as a trustee. You still have the same rights and obligations to raise an issue against the trustee and its decisions. This could include things like whether all relevant matters have been considered in decision-making.

It is standard practice for a large commercial trust with a significant asset base to have a company as the trustee and the appointed or elected representatives as directors of that company. This is because it is fair and reasonable on the elected representatives, as it gives them a degree of personal protection. This model has been fought for by iwi and is now in use up and down the country. If an individual director does something wrong and breaches the directors' duties, however, they might be personally liable for that.

**10. Why are there indemnities listed in clause 15 of the new commercial trust deed? How can we as beneficiaries/members guarantee the representatives will perform their role properly without unlimited liability in place?**

The updated indemnities listed in clause 15 are market standard. They are fair and reasonable, and most individuals carrying out the role of a trustee, or a director of a trustee company, would expect these indemnities to be in place. Individuals elected or appointed to represent the community are in a very vulnerable position. The indemnities offer a layer of protection against action taken against the trust. The indemnities do not remove the individual liability if a representative is wilfully fraudulent or negligent, they can still be held personally liable for that action.

**11. What approvals are needed for the new structure?**

In addition to passing a vote of members at the SGM, as required by the Māori Fisheries Act 2004, Te Ohu Kaimoana needs to approve the change of MIO and the transfer of fisheries assets from TRAION to Te Rūnanga-Ā-Iwi-Ō-Ngāpuhi Commercial Trust. Inland Revenue approval has also been sought for key aspects of the new structure.

**12. If approved, when will these changes be effective?**

The new structure will be effective before July 2026. The exact timing depends on approval from Te Ohu Kaimoana and engagement with the IRD on the new structure.

**13. I already voted at the AGM in November, why am I having to vote again?**

You are right, we put forward a resolution on these same changes at the AGM on Saturday 22 November 2025. In that vote, members voted 71% in favour, but 75% in favour is needed for resolutions to pass. We've taken on feedback from whānau and written a new set of resolutions that let you vote differently on different parts of the proposed changes.

**14. What happens if the vote does not get passed at the SGM?**

We are required to make key changes by July 2026, so if this resolution does not pass, we will need to hold another special vote.

If the other resolutions for the new trust and for tidying up the TRAION Trust Deed don't pass, TRAION and NAHC will need to think of other ways to make the running of the iwi Group easier and other ways to better support and work with Ngāpuhi uri.

**15. Who can vote?**

All registered members of Ngāpuhi who are 18 years or older.

## 16. What if I am not registered?

You can still vote!

You need to register either in person on the day of the SGM or before the meeting. Please contact [registrations@ngapuhi.org](mailto:registrations@ngapuhi.org) to check if you are a registered member of Ngāpuhi. Or, come along to one of the information hui to register, find out more and vote if you can't make the SGM.

## 17. How do I vote?

Members have several options available to cast their vote. You may also complete Member registration at the same time as in-person voting if you are not already registered.

If you have any questions about the voting process, would like to check your membership status, or need assistance to register as a Member, please contact TRAION via [board.admin@ngapuhi.org](mailto:board.admin@ngapuhi.org) or [registrations@ngapuhi.org](mailto:registrations@ngapuhi.org)

### Voting before the SGM

To support informed decision-making, a series of information-sharing hui will be held both online and in-person prior to the SGM. TRAION will also be using the regular Takiwā hui to share information and offer voting. These hui will provide an opportunity to hear further detail, ask questions, and clarify any matters before voting. The online hui will not have voting capabilities.

Online information hui will be held on the following dates. To receive the meeting link, please contact TRAION via [board.admin@ngapuhi.org](mailto:board.admin@ngapuhi.org).

Friday 20 <sup>th</sup> February	Online information hui	10AM – 12PM
Monday 16 <sup>th</sup> March	Online information hui	10AM – 12PM

Takiwā hui where TRAION will be in attendance giving a run-through of the changes and offering voting include:

Monday 9 <sup>th</sup> February	Taiāmai ki te Marangai	6PM Tauwhara Marae, Waimate North
Saturday 14 <sup>th</sup> February	Te Takiwā o Ngāpuhi ki te Tonga o Tāmaki Makaurau	2PM St Annes Catholic School, Manurewa
Tuesday 17 <sup>th</sup> February	Ngāpuhi ki te Hauāuru	6PM venue TBC
Tuesday 24 <sup>th</sup> February	Te Takiwā o Ngāpuhi ki Whangārei	5:30PM Whangārei Terenga Paraoa Marae, Whangārei

Monday 9 <sup>th</sup> March	Ngā Ngaru o Hokianga	5:30PM Otaatara Marae, Waima
Tuesday 10 <sup>th</sup> March	Ngāpuhi Hokianga ki te Raki	6PM venue TBC
Sunday 15 <sup>th</sup> March	Te Rōpū Takiwā o Mangakāhia	Time TBC – Te Tārai O Rāhiri Marae, Pakotai

Information sharing hui with the option to vote in-person will be held on the following dates with final venues and timing to be confirmed.

Friday 27 <sup>th</sup> February	Information sharing and voting hui	9AM – 1PM Otaatara Marae, Waima
Saturday 7 <sup>th</sup> March	Information sharing and voting hui	9AM – 1PM Terenga Paraoa Marae, Whangārei
Saturday 14 <sup>th</sup> March	Information sharing and voting hui	Auckland TBC

Additional hui may be confirmed. For the most up-to-date schedule of information-sharing hui and in-person voting opportunities, please contact TRAION via [board.admin@ngapuhi.org](mailto:board.admin@ngapuhi.org)

#### **Receiving your voting paper by post**

- You can ask TRAION to post a voting pack to you.
- Your pack will include a voting paper which will have your unique ballot number and your registration number.
- You cannot request a voting pack on behalf of someone else.
- You will need to return your signed voting paper to TRAION before 5PM on Friday 20th March 2026. You can post it to TRAION, drop it off to the ballot box located at the TRAION office at Ngawha or drop it off to a ballot box located at any of the information sharing and voting hui or the Takiwā hui being held prior to the SGM.

#### **Receiving your voting paper at an information sharing and voting hui or a Takiwā hui held before the SGM**

- You can ask for a voting paper to be issued to you at the information sharing and voting hui or the Takiwā hui that will be held before the SGM. If you are not a registered Member, you can register at the same time.
- You cannot request a voting pack on behalf of someone else.

- Your voting paper will have your unique ballot number and your registration number.
- You can submit your vote at these hui or you will need to return your signed voting paper to TRAION before 5PM on Friday 20th March 2026. You can post it to TRAION, drop it off to the ballot box located at the TRAION office in Kaikohe or drop it off to a ballot box located at any of the information sharing and voting hui or the Takiwā hui being held prior to the SGM.

### **Voting at the SGM**

- You can ask for a voting paper to be issued to you at the SGM. If you are not a registered Member, you can register at the same time.
- You cannot request a voting pack on behalf of someone else.
- Your voting paper will have your unique ballot number and your registration number.
- You will need to return your signed voting paper to the ballot box before voting closes. The Chair will make it clear when voting closes.

### **18. Where can I go for more information?**

More information is available:

- on the TRAION website on <https://ngapuhi.iwi.nz/sgm-2026>;
- at the TRAION's office, located at Mahinga Innovation Centre, 5449A State Highway 12, Kaikohe; or
- by attending one of the information hui listed above.

If you are unable to access the website, come to TRAION's office, or attend one of the information hui, you can send an email to [board.admin@ngapuhi.org](mailto:board.admin@ngapuhi.org) and we can work out a way to get you the information you need.