

Information on Proposed Variations to the Charter for Te Kapu o Waitaha

Q: What are the reasons for the Trust Deed changes?

A: The changes are being introduced to update the Trust practices to do three things:

1. To rationalize and make more cost effective the election and voting process for trustee elections and special resolutions taking into account changes in the New Zealand postal system and the modern way of doing business electronically so that the Trust remains efficient and cost effective.
2. To strengthen the trust governance and trustee election process by having minimum criteria for trustees, and to have that demonstrated to the approval of Members at a Candidates Meeting before any election proceeds.
3. To introduce additional protection for lands of special character and cultural value so that those lands cannot be mortgaged, or sold without a special resolution of Members.

Q: What are the changes proposed for the Charter?

A: A summary of the changes being proposed to the Trust Deed is as follows:

1. To phase out all postal notices and postal voting after 1 July 2022 for both Trustee elections and special resolutions with all voting after that date being electronic voting.
2. To remove the need for a special general meeting when voting for a special resolution. .
3. To introduce additional knowledge and experience qualifications for Trustees and directors
4. To introduce additional eligibility criteria for election nomination in that nominees must NOT reside more than a 300km radius from the Te Puke township.
5. To introduce a new process of a Candidates Meeting for nominees for a trustee position. Nominees will attend and demonstrate before the Members present that they meet the criteria for being a trustee before they are able to proceed to an election.
6. To not require an election to fill a casual vacancy unless there are less than three trustees remaining on the Board.
7. To introduce a category of "scheduled Lands" to identify and protect lands of special character and or cultural value so they cannot be sold, mortgaged or otherwise disposed of unless approved by special resolution of the Members.
8. To change terminology so that:
 - 8.1. The words Tribal Development Trust are changed throughout to Waitaha Charitable Trust
 - 8.2. The words Waitaha Groups are changed throughout to Te Kapu o Waitaha
9. To make further consequential changes to the Trust Deed for the purposes of consistency.

Q: Why remove postal voting?

A: The postal system is very expensive and less reliable than it once was. Posted notices can take too long to be delivered. The cost of conducting postal voting for each election and for every special resolution is extremely high. Those funds could be better utilized on other trust business.

Q: Does the Trust have everyone's email address for electronic voting?

A: Te Kapu o Waitaha will undertake a process to update its register before July 2022 when postal voting will cease. This timeframe should be long enough for everyone to understand the changes and to update their details on the register.

Q: Why are Special General Meetings for Special Resolutions being removed?

A: The Charter currently requires there to be a special general meeting called to consider a special resolution. Voting is by postal vote or by putting a voting form in a box at the special general meeting.

What this means in practice is that the meeting notices go out with the voting packs and the postal votes are made and then at the end of the voting period there is a special general meeting held about the proposal that has effectively already been voted on. The cost of that special general meeting is wasted and the meeting itself serves no real purpose at that time. There is also a real risk of not getting a quorum which is difficult to address.

Te Kapu o Waitaha always organizes meetings to provide information and seek feedback on any proposal of significance before any voting packs go out. Those meetings are useful and important and there is no proposal to change that practice. What is being removed is a formal special general meeting at the end of the process after most votes are already made.

Q: What are the new skills and knowledge criteria for Trustees and directors of subsidiary entities?

A: The changes require every nominee for a trustee position and every director appointed to a subsidiary entity to have the following skills:

1. Waitaha-A-Hei tikanga;
2. undergone formal governance training or have the requisite experience in this area
3. ability to take a wide perspective on issues and think critically
4. common sense, integrity a strong sense of ethics, and sound judgement
5. financial literacy

and also that under Nominee Eligibility there is a new inclusion that “nominees” for Trustees and Directors must live within a radius of 300km from Te Puke Township.

Q: What is the Candidate Meeting about?

A: This is a new process introduced in response to feedback from Members about dissatisfaction with the election process and not getting the opportunity to know and hear from the candidates before voting takes place.

The process is that nominees for trustee positions need to make themselves available to attend a Candidates Meeting. More than one meeting can be arranged for this purpose if need be.

At the Candidates meeting the nominees will present themselves and their credentials and may face questions from the Members present.

The Members who attend the meeting will then vote whether they think each candidate meets the criteria in the Trust deed for a trustee. Every candidate who receives more “yes” than “no” votes will be able to proceed to an election .

If there are not more candidates than vacancies, no candidates meeting or election will be required. If after the candidates meeting the candidates eligible for election do not exceed the number of vacancies, no election will be required. In both cases the candidates who equal the number of vacancies will be deemed elected. .

Q: What are the changes for casual vacancies?

A: The changes to the Charter provide that where a vacancy is created in a trustee position because of death or resignation or illness, then provided there are still three trustees, the trustees may decide not to call for an election to fill the vacancy for the remaining term of the vacancy..

This has proven to be workable in the past year and can save a significant cost of elections for less than a full term.

Te Kapu o Waitaha has also now established its commercial arm now with an independent board. This means that the key commercial decisions for the group will not be affected by the vacancy, as those decisions will be made by the commercial board.

Q: What is the category of “scheduled Lands” for?

A: The sale of part of the Te Houhou block went to the Members for approval by way of a Special Resolution because that sale constituted a major transaction.

During that process it was recognized that some land, including part of the Te Houhou block should be protected further because of the special character and or cultural value attached to that land.

The changes to the charter introduce a Fifth Schedule for listing land that will be referred to as that cannot be sold, mortgaged or otherwise disposed of unless approved by special resolution of the Members.

The first “Scheduled Lands” is that part of the Te Houhou block that will be leased to the Council for storm water control purposes and that contains the Swamp Pa area, which is to be protected and developed.

Other land can be added to the “Scheduled Lands” by unanimous resolution of the Trustees. Once land is added as “Scheduled Lands”, it cannot be removed without a Special Resolution of Members.

Q: Why make changes to the names of the Group and the Charitable Trust?

A: In the original Charter, the Charitable Trust was described as a “Tribal Development Trust” and the Group was referred to as the Waitaha Group.

The changes are just to reflect the reality of the actual names that are being used post settlement

Q: What are consequential changes?

A: “consequential change” is a change to wording in the Deed which is made so that the Deed reads consistently and makes sense with the other changes. For example, in some places, a heading “postal voting” has been changed to “voting” in order for the Deed to continue to make sense after 2021.

Q: Where can I see the full text of all proposed changes to the Trust Deed?

A: A tracked changes copy of the Trust Deed is available on the Trust website www.waitaha-iwi.org.nz or by contacting the Te Kapu o Waitaha Office tele: 07 573 5314.