



Ngāti Koata Trust and Te Pātaka a Ngāti Koata Trust 2023 PROPOSED DEED CHANGES INFORMATION NOTE



Introduction

At the 2021 Annual General Meeting (**AGM**), the Iwi approved major changes to the Ngāti Koata Trust (**NKT**) Deed and Te Pātaka a Ngāti Koata Trust (**TPNKT**) Deeds. Further minor changes to both Deeds to correct errors/ anomalies are proposed for the consideration of Iwi members:

Special Resolution

It is resolved that the proposed administrative changes to both the Ngāti Koata Trust Deed and Te Pātaka a Ngāti Koata Trust Deed, as outlined in this Information Note, are promoted for the collective benefit of all members¹ of Ngāti Koata. This may include making any necessary changes to the numbering of clauses, and any cross-references to clause numbers, as required to implement these changes.

Iwi Members are being asked to support the proposed changes.

This Note briefly explains the Special Resolution.

You can seek further information on these changes from the Trust office at pa@ngatikoata.com

This link: <https://www.ngatikoata.com/our-organisation/> will take you to the two Deeds.

Governance review date

Problem	<p>There is a timing issue with the 5-yearly governance review date, i.e.:</p> <ul style="list-style-type: none"> clause 3.6 says reviews begin 'after the Settlement Date following the passing of the' Settlement Act 2014 , with the first review due in 2019; but paragraph 1 of Sch. 2 says they start from when TPNKT was established in 2012, meaning the first review would be 2017. <p>It is proposed to amend the review date to reflect clause 3.6.</p>	
How to fix it	<p>Amend:</p> <p>3.6 In line with Schedule 2, the Trust will review governance structures, administration and management of Trust Assets and of Te Ohu a Ngāti Koata by way of an assessment report at five yearly intervals after the Settlement Date following the passing of the Settlement Act.</p>	<p>to read:</p> <p>3.6 In accordance with Schedule 2, the Trust will review governance structures, administration, and management of Trust Assets and of Te Ohu a Ngāti Koata by way of an assessment report at five yearly intervals from 2014.</p>
	<p>and amend Schedule 2:</p> <p>1. The Trustees will undertake a governance review of Te Ohu a Ngāti Koata entities on or before the five-year anniversary of the establishment of Te Pātaka a Ngāti Koata Trust and at five-year intervals from thereon</p>	<p>to read:</p> <p>1. The Trustees will undertake a governance review of Te Ohu a Ngāti Koata entities at five yearly intervals in accordance with clause 3.6</p>

Trustee consecutive terms

Problem	<p>There is an error in clause 4.4.(b)(ii) about the number of consecutive terms a Trustee can have, i.e.:</p> <ul style="list-style-type: none"> At the 2021 AGM, Iwi approved increasing the number of consecutive Trustee terms from two to three However, the amended election provisions approved at the 2021 AGM were in error – they read two rather than three consecutive terms. <p>It is proposed to correct the number of consecutive Trustee terms to three.</p>	
How to fix it	<p>Amend clause 4.4(b)(ii):</p> <p>in respect of any other Trustees not described in clause 4.4(b)(i), where those persons have held office as a Trustee for three consecutive terms, they must retire at the completion of their second consecutive term and will not be eligible for re-election for a period of one calendar year, after which time they will be eligible to be nominated for re-election;</p>	<p>to read:</p> <p>in respect of any other Trustees not described in clause 4.4(b)(i), where those persons have held office as a Trustee for three consecutive terms, they must retire at the completion of their third consecutive term and will not be eligible for re-election for a period of one calendar year, after which time they will be eligible to be nominated for re-election;</p>

Special General Meeting

Problem	<p>There is a confusion on when a Special General Meeting (SGM) can be held, i.e.:</p> <ul style="list-style-type: none"> clause 8.16 says that Trustees must hold a SGM 'not less than 60 Working Days after proper notice has been given' to call the meeting, but clause 8.13 says that Trustees must give no less than 15 Working Days' notice of a SGM. <p>Ideally, the wording in clause 8.16 should say: 'not more than 60 Working Days'.</p>	
How to fix it	<p>Amend:</p> <p>8.16 Where the Trustees are required to call a Special General Meeting subject to notice given under clause 8.13, the meeting will be held not less than 60 Working Days after proper notice has been given to or by the Trustees to call the meeting.</p>	<p>to read:</p> <p>8.16 Where the Trustees are required to call a Special General Meeting subject to notice given under clause 8.13, the meeting will be held not more than 60 Working Days after proper notice has been given to or by the Trustees to call the meeting.</p>

Charities legislation and renumbering

There are some administrative errors for correction:

- Amend 'Charities Act 1957' at paragraph A of the 'Background' section of the NKT Deed to read 'Charitable Trusts Act 1957'.
- Amend section 5 in the NKT and TPNKT Deeds to include the missing clause number 5.18 by renumbering:
 - clauses 5.19 to 5.57 of the NKT Deed to read as clauses 5.18 to 5.56
 - clauses 5.19 to 5.54 in the TPNKT Deed to read as clauses 5.18 to 5.53
 and to make any necessary changes elsewhere in the Deeds to any cross-references to clause numbers relating to the renumbered clauses.

¹ Underlined wording referred to in section 18(b)(ii) of the Māori Fisheries Act 2004.

² The conflict comes from the drafting of the former TPNKT Deed in 2012 but not picked up during the 2021 Deed review.

³ Ngāti Koata, Ngāti Rārua, Ngāti Tama Ki Te Tau Ihu and Te Ātiawa O Te Waka-a-Māui Claims Settlement Act 2014.