

Deed Review Information Notes

Introduction

This note briefly explains seven (7) Special Resolutions about proposed changes to the Ngāti Koata Trust (NKT) Deed and Te Pātaka a Ngāti Koata Trust (TPNKT) Deed.

It is resolved that the following proposed changes to both the Ngāti Koata Trust Deed and Te Pātaka a Ngāti Koata Trust Deed are promoted for the collective benefit of all members of Ngāti Koata, in which:

1. I agree to the proposed change to have all Trustees be residents of New Zealand
2. I agree to the proposed change for a majority of Trustees to be registered Adult Members of Ngāti Koata Trust
3. I agree to proposed changes to the Trustee appointment and election requirements
4. agree to proposed changes to the Trustee eligibility criteria requirements
5. I agree to proposed changes to the Trustee remuneration requirements
6. I agree to proposed changes to the annual audit of Te Pātaka a Ngāti Koata Trust Deed
7. I agree to proposed minor changes and such consequential changes recommended by the Trust's legal advisor to enable the implementation of resolutions 1-7.



Proposed changes to the Deeds

This link: <https://www.ngatikoata.com/wp-content/uploads/2024/10/Proposed-amendments-to-both-the-NKT-and-TPNKT-Deeds-FINAL-26-09-2024.pdf> takes you to a paper on proposed Deed changes to save you having to navigate through the entire Deeds. This because most proposed changes affect a few main sections of the Deed concerning elections, eligibility, and remuneration, and, with a couple of exceptions, the two Deeds mirror each other, and all bar one clause proposed to be changed are the same across both Deeds.

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

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

Description of Resolution	Deed references
Resolution 1: Trustees have to be resident Trustees	
Ensures all Trustees are living permanently (are 'resident') in New Zealand. The Board notes that Trustees often need to be physically in Nelson for hui etc and to be able to undertake activities as Trustees elsewhere in New Zealand.	Section 4, Appointment of Trustees: <ul style="list-style-type: none">• 'Number of Trustees' (part cl. 4.1)

Description of Resolution	Deed references
Resolution 2: Majority of Trustees need to be registered with the Trust	
<p>Lessens the possibility of a majority of Trustees not being registered with the Trust where they are making decisions on behalf of registered members of the Trust.</p>	<p>Section 4, Appointment of Trustees:</p> <ul style="list-style-type: none"> • ‘Number of Trustees’ (part cl. 4.1)
Resolution 3: Trustee appointments and elections	
<p>Simplifies the Trustee terms provisions and the Replacement Trustee appointment process, including:</p> <ul style="list-style-type: none"> » clarifying what happens if a Replacement Trustee is not appointed to fill an extraordinary vacancy » clarifying that Replacement Trustees are appointed, not elected. (The person eligible to be Replacement Trustee is the highest polling candidate at the previous AGM election) » moving the ‘18 years and over’ criteria to the Trustee eligibility requirements. 	<p>Section 4, Appointment of Trustees:</p> <ul style="list-style-type: none"> • ‘Number of Trustees’ (part cl. 4.1) • ‘Term of Office’ (cl. 4.4) • ‘Time of Elections’ (cl. 4.5)
Resolution 4: Trustees eligibility criteria requirements	
<p>Updates the eligibility requirements:</p> <ul style="list-style-type: none"> » complies with recent updates to the Charities Act 2005, and to further align with the Trusts Act 2019 » deletes reference to imprisonment and Clean Slate Act (deemed unworkable and too complex; successful Trustee nominees are already subject to a Police check) » moves the age criteria in clause 4.1 to clause 4.6. 	<p>Section 4, Appointment of Trustees:</p> <ul style="list-style-type: none"> • ‘Ineligibility ... to be a Trustee’ (cl. 4.6-4.7) • ‘Trustee-Director’ (cl. 4.11)
Resolution 5: Trustee remuneration requirements	
<p>Lwi previously voted to stop Trustees contracting their services to the Trust. This change tightens a loophole that still allows Trustees to provide services without a contract. It also acknowledges discussion at the last AGM about appropriately remunerating Trustees for their mahi.</p>	<p>Section 5, Powers of Trustees:</p> <ul style="list-style-type: none"> • ‘Trustee Remunerations’ (cl. 5.9-5.10) • ‘No Private Pecuniary Profit...’ (cl. 5.47)
Resolution 6: Annual audit requirements (Te Pātaka a Ngāti Koata Trust only)	
<p>Given TPNKT is limited in the activities it undertakes, the cost of implementing a full audit is unreasonable. However, removal of the audit requirement in full is not appropriate should TPNKT’s purpose and activities change in the future. This proposed amendment therefore allows for the option to defer the annual audit of TPNKT should the Lwi agree.</p>	<p>Section 5, Powers of Trustees:</p> <ul style="list-style-type: none"> • ‘Keeping Accounts and Holding Audits’ (cl. 5.29)
Resolution 7: Minor changes	
<p>Several minor changes:</p>	
<ul style="list-style-type: none"> » Update Trustee names; insert AGM date if voting passes 	<p>‘Background’</p>
<ul style="list-style-type: none"> » Replacement Trustees are appointed; defined ‘Residents of New Zealand’, change ‘the Group’ to ‘Te Ohu a’ in Senior Manager definition 	<p>‘Definitions’ (cl. 1.1)</p>
<ul style="list-style-type: none"> » Change ‘the Group’ to ‘Te Ohu a’; change ‘may’ to ‘shall’ 	<p>‘Management Appointments’ (cl. 5.6, 5.8)</p>
<ul style="list-style-type: none"> » Clarify quorum requirements for Trustee meetings 	<p>‘Meetings of Trustees’ (cl. 5.17)</p>
<ul style="list-style-type: none"> » Correct spelling of ‘dependent’ 	<p>‘The Member’s Register’</p>
<ul style="list-style-type: none"> » Clarifying the drawing of lots and making singular the plural error in number of Replacement Trustees (that is one, not two) and their confirmation (not elected) 	<p>Schedule 2, ‘Part B: All Votes’ (para. 16, 18)</p>

After the AGM, as part of a final check and review of the Deeds, the Trust’s legal advisor may request amendments (e.g. clause renumbering and cross-references) to enable the implementation of the approved resolutions. Such changes must connect directly to the resolutions that were approved.