

RULES

OF

**TE RUNANGA O NGATI POROU
KI HAURAKI INCORPORATED**

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1. **DEFINITIONS AND CONSTRUCTION**

- 1.1 **The Act** means the Maori Fisheries Act 2004;
- 1.2 **Adult Registered Member** means a person who is a Registered Member and is 18 years of age or over;
- 1.3 **Member** means a person who is descended from one or more of the persons of Nga Tupuna o Ngati Porou Ki Hauraki named in the First Schedule hereto;
- 1.4 **nga tikanga** means *nga tikanga o Ngati Porou Ki Hauraki* and may include the customary values and practices of Ngati Porou Ki Hauraki;
- 1.5 **Public Notice** has the meaning in the Act;
- 1.6 **Private Notice** has the meaning in the Act;
- 1.7 **Registered Member** means a Member whose name appears on the Register of Members of the Runanga;
- 1.8 **Register of Members** means the register of members of the Runanga held and maintained by the Runanga pursuant to the Second Schedule hereto;
- 1.9 **the Trust** means Ngati Porou Ki Hauraki Trust being a duly constituted trust pursuant to the provisions of the Charitable Trusts Act 1957 the constitution of which comprises the Deed of Trust dated the 28th December 1988 and any amendments and replacing deeds of trust;
- 1.10 **Runanga** means Te Runanga o Ngati Porou Ki Hauraki Incorporated, being a duly incorporated society pursuant to the Incorporated Societies Act 1908;
- 1.11 **Ngati Porou Ki Hauraki** means the collection and collectivisation of Members also known as Ngati Porou Ki Harataunga Ki Mataora under the Act.

2. **CONSTITUTION**

2.1 The Runanga is constituted by resolution of the hui a iwi of Ngati Porou ki Hauraki dated the _____ day of _____ 200_.

3. **NAME**

3.1 The name of the incorporated society prescribed by these Rules is Te Runanga o Ngati Porou Ki Hauraki Incorporated.

4. **OBJECTS**

4.1 The primary objects of the Runanga are to:

- (a) Provide a legally identifiable forum of Ngati Porou Ki Hauraki in respect of, but without limitation:
 - (i) the Trust;
 - (ii) Other entities the Runanga may from time to time create, mandate or endorse; and
 - (iii) To appoint representatives of those entities referred to in this clause 4.1 (a)(i) and (ii) above;
- (b) Represent Ngati Porou Ki Hauraki;
- (c) Articulate the needs and concerns of Ngati Porou Ki Hauraki;
- (d) Promote the conditions of life of the members of the Runanga by encouraging Ngati Porou Ki Hauraki language, customs and traditions, social and economic wellbeing, arts and other aspects of Ngati Porou Ki Hauraki culture essential to the identity of Ngati Porou Ki Hauraki;

- (e) Conclusively identify and register the members belonging to Ngati Porou Ki Hauraki;
- (f) Represent and promote the interests of the Runanga;
- (g) Continue and protect the observance of nga tikanga especially at the places of Harataunga and Mataora; and
- (h) Do any act or thing incidental or conducive to the attainment of any of the above objects.

4.2 Without detracting from the primary objects, the secondary objects of the Runanga are to:

- (a) Provide guidance and assistance on matters of nga tikanga; and
- (b) Make regulations or bylaws to advance the attainment of any of the above objects;
- (c) To determine who should directly receive and hold, on behalf of Ngati Porou Ki Hauraki any assets of Ngati Porou Ki Hauraki including Treaty of Waitangi settlement assets.

5. POWERS

5.1 In addition to its statutory powers, the Runanga:

- (a) May use such of its funds to pay the costs and expenses of furthering or carrying out its objects, and for that purpose may employ such people as may seem expedient,
- (b) May purchase, lease, hire or otherwise acquire, may exchange, and may sell, lease or otherwise dispose of property, rights or privileges to further or carry out its objects as may seem expedient;

- (c) May borrow or raise money or secure the payment of money or the satisfaction or performance of any obligation or liability incurred or undertaken by the Trust in such manner as the Trustees may think fit, for example, by the mortgage or charge or lien upon the whole or any part of the Trust Fund (whether present or future) or to borrow money from the Trusts bankers on overdraft or otherwise as the Trustees may think fit and to purchase redeem or pay off any such securities;
- (d) Is, subject to the constitution of the Trust and these Rules, empowered to:
 - (i) remove any trustee of the Trust, provided that if such removal will result in the number of continuing trustees of the Trust being reduced below the minimum number, this power shall be exercisable only in conjunction with the appointment of a new trustee or trustees so that at all times the minimum number is not breached;
 - (ii) determine all such other matters required of the Runanga as are set out in the constitution of the Trust;
- (e) By the Executive, subject to the constitution of the Trust and these Rules, is empowered to:
 - (i) appoint the Trustees of the Trust;
 - (ii) appoint an advisory trustee or trustees of the Trust;
 - (iii) appoint a custodian trustee or trustees of the Trust Fund of the Trust;

5.2 In exercising the powers given to the Executive under Rule 5.1(e) herein the Executive shall ensure that:

- (a) the date by which the first persons are appointed by the Executive Committee to replace the Trustees of the Trust is a date no later than the 30th September 2008; and

- (b) no person who is appointed as a trustee of the Trust shall hold office for a period longer than three (3) years without facing re-appointment;
 - (c) Any other vacancy occurring amongst the trustees of the Trust is filled as soon as is practical.
- 5.3 Notwithstanding any other provision, the Runanga shall not expend any money:
- (a) Other than to further purposes recognized by law; nor
 - (b) For the sole personal or individual benefit of any Member.
- 5.4 Any transactions between the Runanga and any Registered Member, officer or member of the Executive, or any associated persons shall be at arms' length and in accordance with prevailing commercial terms on which the Runanga would deal with third parties not associated with the Runanga, and any payments made in respect of such transactions shall be limited to:
- (a) A fair and reasonable reward for services performed;
 - (b) Reimbursement of expenses properly incurred;
 - (c) Usual professional, business or trade charges;
 - (d) Interest at no more than current commercial rates;
 - (e) All dealings and transactions or otherwise must be noted in a conflict of interest register able to be searched by the Adult Registered Members.

6. **MEMBERSHIP**

- 6.1 The Rules set out in the Second Schedule hereto shall constitute the following:
- (a) Membership;
 - (b) Membership Register;

- (c) Admission of Members;
- (d) Cessation of Membership.

6.2 All Registered Members shall promote the interests and the objects of the Runanga and shall do nothing to bring the Runanga into disrepute.

7. KAUMATUA COMMITTEE

7.1 The Runanga shall appoint at its first meeting a Kaumatua Committee to represent the eldership of the Runanga and to ensure the Register of Members has integrity.

7.2 The Kaumatua Committee will provide the Runanga with guidance, but not direction.

7.3 The standing and authority of the Kaumatua Committee will be recognized by this committee having the power to appoint a member to the Executive of the Runanga. This Executive appointment will be made in writing at an Annual General Meeting of this Committee which will take place on the same date and at the same venue as the Runanga Annual General Meeting.

8. ELECTION AND APPOINTMENT OF EXECUTIVE

8.1 The Executive of the Runanga shall consist of nine (9) members as follows:

- (a) One (1) person appointed by the Kaumatua Committee in accordance with clause 7.3 herein;
- (b) Three (3) persons appointed by the Harataunga ahi kaa families carrying out a duly notified election process the successful candidates of which shall be advised by the chair of the trustees of the Harataunga 2C1 marae reservation trust to the Secretary of the Runanga in writing not more than seven (7) days before the relevant Runanga Annual General Meeting;

- (c) Three (3) persons appointed by the Mataora ahi kaa families carrying out a duly notified election process the successful candidates of which shall be advised by the chair of the trustees of the Mataora 1 marae reservation trust to the Secretary of the Runanga in writing not more than seven (7) days before the relevant Runanga Annual General Meeting;
- (d) Two (2) persons elected from the Adult Registered Members in accordance with clause 8.4 herein;
- 8.2 The term of office for the Executive members of the Runanga shall be three (3) yearly from the date of election or appointment, save for an Executive Meeting required to make interim appointments following vacancies occurring outside the election process to fill vacancies occurring.
- 8.3 Executive members shall be Adult Registered Members.
- 8.4 The two (2) members of the Executive to be elected by the Runanga will be selected through an electoral process run by the Executive in accordance with the Rules set out in the Third Schedule.

9. MANAGEMENT BY THE EXECUTIVE

- 9.1 From the end of each Annual General Meeting until the end of the next, the Runanga shall be administered, managed and controlled by the Executive, which shall be accountable to the Registered Members for the implementation of the policies of the Runanga as approved by any General Meeting.
- 9.2 The Executive at its first meeting following the Annual General Meeting will elect/appoint its officers in terms of Chair, Deputy Chair, Secretary and/or Secretary/Treasurer. The Secretary and Treasurer or Secretary/Treasurer who need not be elected Executive Members, shall be appointed by the Executive and may be paid such remuneration or honorarium as the Executive may from time to time determine.

- 9.3 Subject to these Rules and the resolution of any General Meeting, the Executive may exercise all the Runanga's powers, other than those required by statute or by these Rules to be exercised by the Runanga in General Meeting, in furtherance of the objects of the Runanga.
- 9.4 The Executive shall meet at least monthly (but need only meet once in the December/January period) at such times and places and in such manner (including by telephone or video conference) as it may determine and otherwise where and as convened by the Chairperson or Secretary.
- 9.5 All Executive meetings shall be chaired by the Chairperson or in the Chairperson's absence by the Deputy Chairperson, or in the absence of both of them by some other Executive member elected for the purpose by the meeting, and any such chairperson shall have a deliberative and casting vote.
- 9.6 The quorum for Executive meetings is at least half the number of the Executive members.
- 9.7 Only Executive members elected or appointed under Rule 8 of these rules who are present in person or by telephone or video link shall be counted in the quorum and entitled to vote.
- 9.8 The Executive may appoint subcommittees consisting of such persons (whether or not members of the Runanga) and for such purposes as it thinks fit. Unless otherwise resolved by the Executive:
- (a) The quorum of every subcommittee is half the members of the subcommittee;
 - (b) No subcommittee shall have power to co-opt additional members;
 - (c) No subcommittee may commit the Runanga to any financial expenditure without express authority; and
 - (d) No subcommittee may delegate any of its powers.

- (e) The Executive and any subcommittee may act by resolution approved by not less than two-thirds of the members of the Executive or subcommittee in the course of a telephone conference call or through a written ballot conducted by mail, facsimile or email.
- 9.9 The Executive from time to time may make and amend regulations by-laws and policies for the conduct and control of Runanga activities but no such regulations, by-laws and policies shall be inconsistent with these Rules. These Rules and such regulations, by-laws and policies shall be available at all reasonable times for inspection by all Adult Registered Members and copies shall be provided (at cost) to any Adult Registered Member on request.
- 9.10 The Chairperson (and in the absence of the Chairperson the Deputy Chairperson) shall, in addition to all other duties described in these Rules, generally supervise and direct the affairs and business of the Runanga.
- 9.11 Other than as prescribed by the statute or these Rules, the Executive may regulate its proceedings as it thinks fit.
- 9.12 Members:
- (a) of the Executive shall receive such honoraria as may be set by resolution of a General Meeting; and
- (b) of the Executive of subcommittees shall be entitled to be reimbursed by the Runanga for any reasonable actual expenses incurred by them on behalf of the Runanga as approved by resolution of the Executive.
- 9.13 Subject to statute, these Rules and the resolutions of General Meetings, the decisions of the Executive on the interpretation of these Rules and all matters dealt with by it in accordance with these Rules and on matters not provided for in these Rules shall be binding on all Registered Members.

- 9.14 If a vacancy in the position of Chairperson, Vice Chairperson, Secretary, Treasurer or Secretary/Treasurer or other Executive member occurs between Annual General Meetings that vacancy shall be filled by the Executive.
- 9.15 Any officer or other member of the Executive may be removed by resolution of a General Meeting at which prior notice is given in the notice of meeting and which is passed by a two-thirds majority of those Adult Registered Members present and voting.
- 9.16 Each officer shall within one calendar month of submitting a resignation or ceasing to hold office deliver to that officer's successor all books, papers and other property of the Runanga possessed by such former officer.
- 9.17 The Executive may employ any person or company to administer or manage the affairs of the Runanga.
- 9.18 Indemnity for Executive:
- (a) No officer or member of the Executive shall be liable for the acts or defaults of any other officer or member of the Executive or any loss occasioned thereby, unless occasioned by their willful default or by their willful acquiescence.
 - (b) The officers, Executive and each of its members shall be indemnified by the Runanga for all liabilities and costs incurred by them in the proper performance of the functions and duties, other than as a result of their willful default.

10. **SECRETARY**

- 10.1 The Secretary shall record the minutes of all General meetings and Executive meetings, and all such minutes when confirmed by the next such meeting and signed by the chairperson of that meeting shall be prima facie evidence that that meeting was duly called and shall prima facie be a true and correct record of what occurred at that meeting.
- 10.2 The Secretary shall hold the Runanga's records, documents, and books.

- 10.3 The Secretary shall deal with and answer correspondence and perform such other duties as directed by the Executive.
- 10.4 The Executive shall have the power in its discretion to suspend or remove the Secretary from office.

11. **REGISTERED OFFICE**

- 11.1 The Registered Office of the Runanga shall be at such place as the Executive from time to time determines.

12. **FINANCE**

- 12.1 The Treasurer shall keep such books of account as may be necessary to provide a true record of the Runanga's financial position, report on the Runanga's financial position to each Executive meeting, and present an annual Statement of Accounts (Income and Expenditure Account and Balance Sheet) to the Annual General Meeting together with a budget for the next financial year.
- 12.2 The Executive shall maintain bank accounts in the name of the Runanga, and all cheques and withdrawal forms shall be signed by two members of the Executive or the Secretary and countersigned by a member of the Executive.
- 12.3 All money received on account of the Runanga shall be banked within seven days of being received.
- 12.4 All accounts paid or for payment shall be submitted to the Executive for approval of payment.
- 12.5 The Runanga's financial year shall commence on the 1st July of each year and end on 30th day of June in the following year or other period as determined by the Runanga from time to time.

- 12.6 The Annual General Meeting each year may appoint an auditor (who is a member of the New Zealand Institute of Chartered Accountants and not an Adult Registered Member of the Runanga) to audit the annual accounts of the Runanga and provide a certificate of correctness of the same, and if any such auditor is unable to act the Executive shall appoint a replacement auditor.

13. **EXECUTION OF DOCUMENTS**

- 13.1 The Common Seal of the Runanga shall be retained by the Secretary.
- 13.2 Documents shall be executed for the Runanga pursuant to a resolution of the Executive by the Chairperson or Vice-Chairperson and some other member of the Executive signing on behalf of the Runanga whose signatures must be witnessed.
- 13.3 There shall be kept a register known as "Executed Documents Register" which shall record all documents executed by the Runanga and which identifies the specific Executive members or officer of the Runanga who executed such documents and by which resolution.

14. **GENERAL MEETINGS**

- 14.1 The Annual General Meeting shall be held no later than the 31st January each year.
- 14.2 Special General Meetings may be called by the Executive or by written requisition to the Secretary signed by not less than a quarter of the Adult Registered Members.
- 14.3 At least 21 clear days before any General Meeting that does not include subject matter relevant to the principal purposes of the Act, the Secretary shall:
- (a) Publish a notice in a newspaper generally circulating in the Hauraki district advising the business to be conducted at the General Meeting including notice of any motions and the Executive's recommendations in respect thereof; and

- (b) Post to all Adult Registered Members who have in writing requested such written advice, notice of the business to be conducted at the General Meeting including notice of any motions and the Executive's recommendations in respect thereof. The failure for any reason of any Adult Registered Member to receive such notice however shall not invalidate the meeting or its proceedings.
- 14.4 In the case of any General Meeting that does include subject matter relevant to the principal purposes of the Act the notice provisions of the Rules set out in Schedule 4 hereto shall apply.
- 14.5 General meetings may be attended by all Members, but only Adult Registered Members shall be entitled to vote.
- 14.6 The quorum for any General Meeting of the Runanga is 30 Adult Registered Members.
- 14.7 All General Meetings shall be chaired by the Chairperson and the Chairperson shall have a deliberative and casting vote.
- 14.8 Votes shall be exercised as follows:
- (a) At General Meetings voting shall be by voices, by show of hands or, on demand of the Chairperson or any 10 Adult Registered Members present by secret ballot and on any secret ballot each Adult Registered Member shall be entitled to one vote;
- (b) Unless otherwise required by these Rules, all questions shall be determined by a simple majority by those present and voting at the General Meeting;
- (c) To determine any issue already lawfully before a General Meeting (including amendment to these Rules) the Meeting may resolve to hold a postal ballot;
- (d) To determine any issue (including any amendment to these Rules) the Executive may resolve to hold a postal ballot;
- (e) In respect of postal ballots held under this Rule:

- (i) Only Adult Registered Members may vote in any postal ballot;
- (ii) The resolution to hold a postal ballot shall set a closing date and time for ballots to be received by the Secretary, but the closing date shall be no earlier than a fortnight after the date ballot papers are sent out to Adult Registered Members (excluding the date of posting);
- (iii) In respect of any motion to amend these Rules by postal vote the motion shall be accompanied by reasons and recommendations from the Executive and such motions shall be passed by a two-thirds majority of those voting;
- (iv) Voting in a postal ballot may be by ballots returned to the Secretary by mail deliver or facsimile (but not email or any other communication);
- (v) The Secretary shall declare the result of the postal ballot; and
- (vi) The result of any postal ballot shall be as effective and binding on Members as a resolution passed at a General Meeting.

14.9 A resolution passed by the required majority at any General Meeting or by postal ballot binds all members irrespective of whether they were present at the General Meeting where the resolution was adopted or whether they voted.

15. ANNUAL GENERAL MEETING

15.1 The business of the Annual General Meeting shall be:

- (a) Minutes of the previous General Meeting(s);
- (b) Annual Report of the Executive;
- (c) Statement of Accounts;
- (d) Election of any Officers, and the Executive;

- (e) Motions of which notice has been given;
- (f) Approval of a budget for the next financial year; and
- (g) General business.

15.2 Any Adult Registered Member wishing to give notice of any motion for consideration at the Annual General Meeting (including any proposal for change to these Rules or to the constitution of the Trust or its subsidiaries) shall forward written notice of the same to the Secretary not less than 28 clear days before the date of the meeting. The Executive may consider all such notices of motion and provide recommendations to members in respect thereof.

16. **ALTERATION OF RULES**

- 16.1 These Rules may be amended or replaced by resolution of any General Meeting passed by a two-thirds majority of those Adult Registered Members present and voting.
- 16.2 Any proposed motion to amend or replace these Rules shall be signed by at least 15 Adult Registered Members and given in writing to the Secretary at least 28 clear days before the General Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.
- 16.3 At least 14 clear days before the General Meeting at which any such proposal is to be considered the Secretary shall post written notice to all Adult Registered Members of the proposed motion, of the reasons for the proposal, and of any recommendations from the Executive in respect thereof.

17. **WINDING UP**

- 17.1 The Runanga may be wound up under the provisions of the Incorporated Societies Act 1908.

17.2 If the Runanga is wound up, the surplus assets after payment of all debts, costs and liabilities shall be disposed of for such purposes in New Zealand as may be determined in accordance with the statute or resolution to wind up, but no distribution shall be made to any Registered Member.

18. **DISPUTE RESOLUTION**

18.1 Except as otherwise agreed herein, in the case of a genuine dispute between Registered Members or between a Registered Member and the Runanga a party may not commence any Court proceeding relating to the dispute until:

- (a) Firstly, the party raising the dispute (“the first party”) has given written notice to the other party (“the second party”) specifying the nature of the dispute (“Dispute Notice”) and the parties undertake in good faith to use all reasonable endeavours (including meeting at least on one occasion) to resolve the dispute within 28 days of the Dispute Notice;
- (b) Secondly if the dispute has not been satisfactorily resolved by the date which is 28 days after the date of the Dispute Notice the first party may issue a further notice to the second party within 14 days requiring that that the matter be referred to mediation in accordance with the following procedure:
 - (i) The parties may jointly appoint a mediator within 14 days of the further notice. If the parties fail to jointly appoint a mediator within that period either party may request the name of a mediator appointed by the President from time to time of the Auckland District Law Society.
 - (ii) The mediation shall be carried out in terms of such mediation agreement as the mediator so appointed shall require including the liability of costs of the mediator, the place of the mediation and the confidentiality of the mediation.

First Schedule:

(Nga Tupuna o Ngati Porou Ki Hauraki)

Harataunga		
Hiria Te Rakahurumai	Raniera Kawhia	Te Rina Tuatai
Hanara Tangiawha	Tamati Tawhiri	Ropata Ngatai
Anaru Te Horua	Henare Nawaia	Ropata Wahawaha
Hokopa Ingoakore	Eruera Heikoko	Mere Ngawaka
Panapa Aparoa	Hekiera Tuterangi	Hamiora Te Manana
Hohepa Kaihe	Matui Parara	Nepia Hurikara
Pineamene Waipapa	Renata Mauhana	Riwai Pakirau
Ripeka Tuawa	Aporo Hikitapua	Tamihana Kakano
Erueti Rena	Riwai Rehutai	Hoterene Karaka
Hamiora Aukaha	Timo Piwaka	Iraia Te Ahipungarehu
Reupena Rongo	Wiremu Kingi	Mere Karaka
Hekiera Kemara	Horomona Te Ana	Miria Tutohu
Wiremu Paikea	Ihaka Rangitapatu	Hekiera Wera
Hemi Tuatai	Pita Te Wa	Eruera Kawhia
Apirana Turupa Ngata	Renata Ngata	Pine Te Urupa
Heni Tamati Ngaro Ngata		
Mataora		
Ana Kuini	Ani Matenga Kahu	Apihai Hamanu
Aperahama Te Niho	Ani te Wehi	Arapera Hinewheto
Erana Kupere	Erana Poia	Hohepa Tame
Heremaia Potiki	Heni Utawaka	Hakopa te Ngaro
Heta Rutu	Henare Horua	Hohi Tauheke
Henare Nawaia	Hohepa Ngapo	Hamiora Tawaha
Hapi Pohiro	Hehewaka Tuaia	Huhana Parehuia
Harawira Te Puni	Hori Karaka Rare	Hemi Raiwhara
Hera Taukawau	Horiana Rake	Hakopa Namu
Hunia Tipua	Hiria Rangiwaha	Heremaia Tarewai
Hekiera Tuterangi	Ihaka Tapatu	Iraia Moeke
Kateraina Mateata	Keriana Rukia	Mere Karaka Koia
Makere Te Oha	Maka Oheu	Miriama Tutohu
Mereana Ngawaka	Matiu Parekura	Matiu Paeroa
Matiu Pahau	Miriama Mahana	Maaka Te Ngaohu
Maera Te Haehaeora	Ngautuke	Pineamine Ingoakore
Pine Tuaia	Paerata	Paratene Te kauru
Piripi Ngataki	Ropata Ngatai	Ria Wara
Raena Kaiwai	Rihara Ngarara	Rutene Koia
Ropata Te Moenga	Ripeka Irirata	Renata Mauhana
Raiha Patutahi	Te Rina Tuatai	Tapiata Kiwi
Te Manana	Timoti Piwaka	Te Ohi
Teranga Tauranga	Wi Peita	Wi Patene Te Kururangi
Winiata Rakaua	Wereta Matamua	Wi Tapeta Matuakore
Paora Hikitapua	Hiria Kaipuke	Heni Potene

Second Schedule

(Membership of the Runanga)

1. REGISTER OF MEMBERS OF THE RUNANGA

Register of Members of Ngati Porou Ki Hauraki

1.1 The Runanga shall:

- (a) have, and maintain in a current state, a register of Members of Ngati Porou Ki Hauraki:
 - (i) that includes the name, date of birth, and contact details of every Member of Ngati Porou Ki Hauraki who applies for registration;
 - (ii) that is available for inspection by Adult Registered Members of Ngati Porou Ki Hauraki in a manner consistent with the Privacy Act 1993; and
 - (iii) that allocates a member registration number to each Member of the Ngati Porou Ki Hauraki entered in that register; and
- (b) make ongoing efforts to register all Members of Ngati Porou Ki Hauraki on the Register of Members.

1.2 An application to be entered in the Register of Members may be made by:

- (a) Adult Members; and
- (b) Other Members of Ngati Porou Ki Hauraki, who are not Adult Members of Ngati Porou Ki Hauraki, by their parent or legal guardian on their behalf; and

- (c) Other Members of Ngati Porou Ki Hauraki by an Adult Member on their behalf who, in the opinion of the Kaumatua Committee, stands in the stead of a parent of that person; and
- (d) Whāngai, on their own behalf or by their legal guardian; and

in each case that application must be completed on the form determined by the Executive from time to time.

1.3 Any Adult Registered Member may request in writing that they wish to receive Private Notice of any General Meetings and/or Voting Papers relating to:

- (a) the election of the two (2) Adult Registered Members of the Executive; or
- (b) the removal of Trustees of the Trust; or
- (c) any amendment to these Rules or the constitutional documents of the Trust or of any Asset Holding Company or Corporate Entity or Subsidiary of any Asset Holding Company or Corporate Entity of the Trust; or
- (d) the disposal of Income Shares or Settlement Quota under the Act; or
- (e) the conversion of Quota into Settlement Quota under the Act.

Registration as a Member of Ngati Porou Ki Hauraki

1.4 Subject to clauses 1.5 and 1.6 of this Second Schedule, the Executive must enter in the Register of Members any person by or on behalf of whom an application has been made in accordance with clause 1.2 of this Second Schedule and lodged with the registered office of the Runanga stating their name, date of birth and such details as are required by the Executive.

1.5 The Executive:

- (a) may require any person seeking registration as a Registered Member of the Runanga to provide evidence verifying his or her affiliation to Ngati Porou Ki

Hauraki through descent from one or more of the ancestors listed in the First Schedule hereto or of any other matter referred to in clause 1.4 before that person's registration is entered in the Register of Members together with such other information as the Executive requests and the person making the application for registration agrees; and

- (b) may require any person who is entered in the Register of Members to provide evidence verifying his or her affiliation to Ngati Porou Ki Hauraki through descent from one or more of the ancestors listed in the First Schedule hereto and any other matter referred to in clause 1.5 of this Second Schedule;
- (c) may consult with the Kaumatua Committee in relation to any application for registration, or continued registration as a Registered Member; and
- (d) without limiting the foregoing, may request the Kaumatua Committee to:
 - (i) determine the applicants relationship to Ngati Porou Ki Hauraki through descent from one or more of the ancestors listed in the First Schedule hereto; and
 - (ii) determine nga tikanga of Ngati Porou Ki Hauraki by which Whāngai are to affiliate to Ngati Porou Ki Hauraki by descent from a primary ancestor of Ngati Porou Ki Hauraki.

Executive may decline to register if it is not satisfied with the information provided, or remove a person from the Register of Members

- 1.6 If the Executive considers that any information about a person received under clause 1.4 or clause 1.5 is not accurate or complete, or that the existing information on the Register of Members is not accurate or complete such that in either case the person concerned does not meet the qualifications required by these Rules for entry or continued entry of that person in the Register of Members, the Executive may decline to register, or remove that person from the register, as the case may be.

- 1.7 The determination of the Executive on the registration of the person concerned shall be binding on that person.

De-registration by Registered Member of Ngati Porou Ki Hauraki

- 1.8 To avoid doubt, a Registered Member may, at any time, request in writing that his or her registration be removed or terminated. His or her registration will be deemed removed at the date on which the written request is received at the registered office of the Runanga.

Re-admission of former registered members

- 1.9 Any former Registered Member may apply for re-admission in the manner prescribed for new applicants, and may only be re-admitted by decision of the Executive.
- 1.10 However, if a former Registered Member's membership was terminated the applicant shall not be re-admitted by the Executive without the prior approval of a General Meeting.

Notice not necessary

- 1.11 It shall not be necessary for the Runanga to provide a Private Notice to any Adult Registered Members where the Executive believe on reasonable grounds (and have evidence supporting that belief), that the Members' contact details are not current.

Third Schedule

(Election of the two (2) Adult Registered Members to the Executive- Rules 8.1 (d) and 8.4)

Nominations

1. Written nominations for nominees to the positions shall be received by the Secretary not less than 28 days clear before the date of the General Meeting at which the election is to be held.
2. Any such nomination must include the written consent of both the candidate and the nominator and may not be withdrawn after it has been received. The nomination must:
 - (a) Be made by Adult Registered Members;
 - (b) Contain details of the candidate's full name, address and contact number;
 - (c) Be accompanied by a 300 word biographical note and picture containing details of experience and objectives relevant to the position.
3. Adult Registered Members acknowledge and agree that they retain no legitimate expectation or other right whether at law or equity in being put forward as a candidate or in putting someone else forward as a candidate.
4. The Executive may refuse to put any nomination forward for election. In considering a nomination the Executive shall have regard to the best interests of Ngati Porou ki Hauraki and the compatibility of the candidate with that aim, but shall not be obliged to give any reason to the candidate, the nominator or any other party for a refusal.
5. Not less than 14 clear days before the date of the Annual General Meeting the Secretary shall by way of Private Notice post all Adult Registered Members a voting paper listing the nominees selected by the Executive and such information (not exceeding one side

of an A4 sheet of paper) as may be supplied to the Secretary by or on behalf of each nominee so selected in support of the nomination.

Insufficient nominations and the election

6. If there are insufficient valid nominations received under Sub-Rule 1 of this Third Schedule, but not otherwise, further nominations may be received from the floor at the Annual General Meeting.
7. The Secretary shall ensure the appointment of an independent professional to be Returning Officer for the Runanga Executive election. The Returning Officer will provide an independent report to the Runanga Annual General Meeting on the election outcome.
8. In the event of any vote being tied the tie shall be resolved by the incoming Executive.

Fourth Schedule

(General Meetings at which matters principally relevant to the Act are considered)

Notice of Voting and General Meeting

1. The procedure determined by the Executive in respect of any vote, must be publicly notified not less than 20 Working Days before the date of the vote and, if the vote is to be at a General Meeting the notice procedures are as follows:
 - (a) Public Notice that includes:
 - (i) the date, time, venue and agenda of the General Meeting, the place where explanatory documents may be viewed or obtained, and any other information;
 - (ii) advice that a vote is to be taken to ratify or amend the constitutional documents of the Runanga or the Trust (or any subsidiary of the Trust);
 - (iii) advice on the method by which the vote will be counted, and
 - (b) In the case of ratifying the constitution, a Private Notice sent to every Adult Registered Member, that gives:
 - (i) the information in the preceding sub-paragraph of this Schedule;
 - (ii) a copy of the Voting Paper; and
 - (iii) the address and return date for the Voting Paper.
 - (c) In the case of a proposal to amend the constitution, a Private Notice sent to every Adult Registered Member who has requested such from the Runanga in writing, that gives:
 - (i) the information in the sub-paragraph (a) of this Schedule;

- (ii) a copy of the Voting Paper; and
- (iii) the address and return date for the Voting Paper.