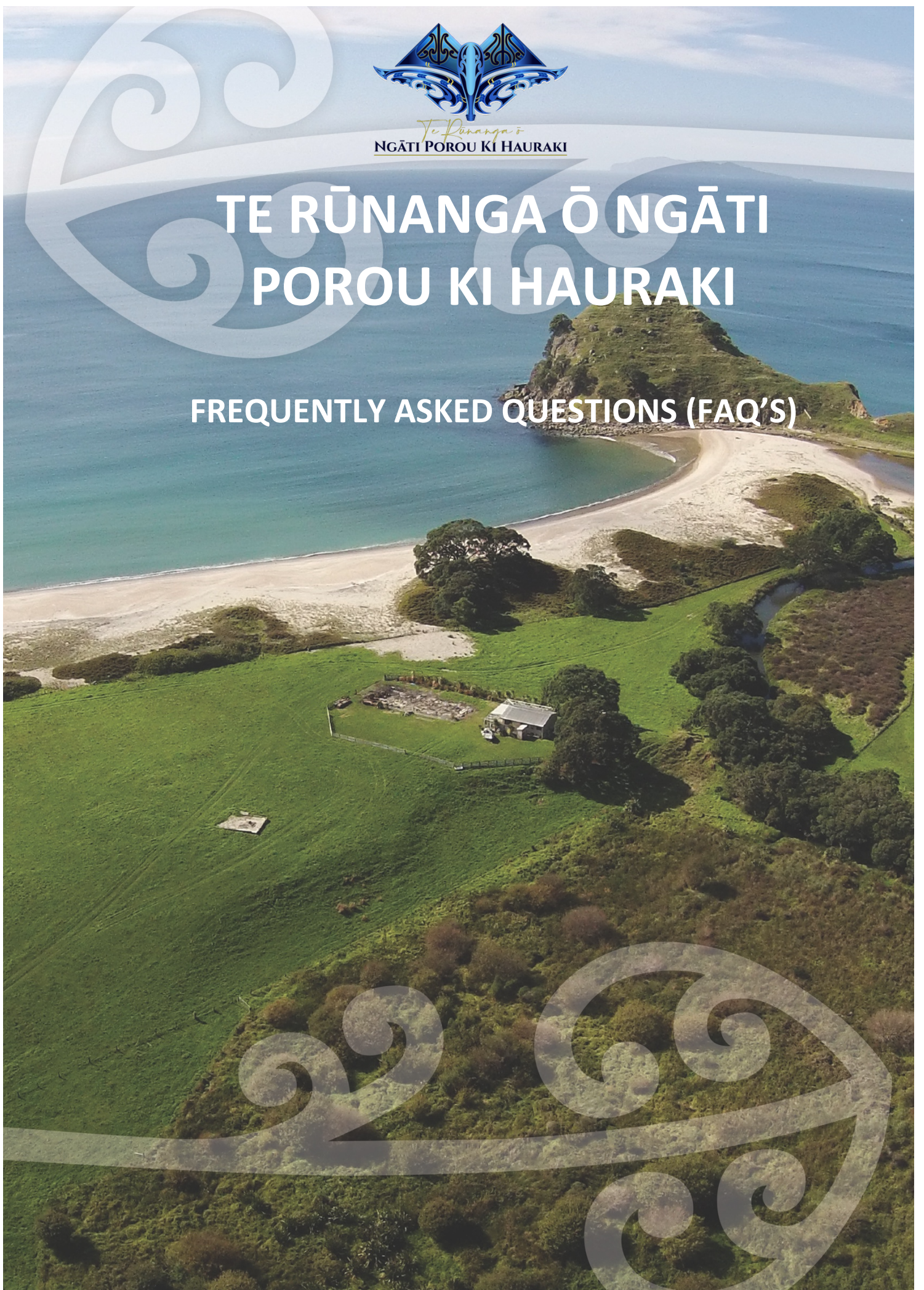




*Te Rūnanga o*  
**NGĀTI POROU KI HAURAKI**

# TE RŪNANGA Ō NGĀTI POROU KI HAURAKI

FREQUENTLY ASKED QUESTIONS (FAQ'S)





## THE CROWN'S "20 QUESTIONS"

The predecessor of Te Arawhiti (Office of Treaty Settlements (OTS)) developed a set of questions and principles for the establishment of new Post Settlement Governance Entities (PSGE). The principles relate to representation, transparency and accountability. The Crown's governance principles are general in nature. In practice, they need to be satisfied by the development of specific text in the constitution or rules of the proposed PSGE.

To assist with this, the Crown designed 20 questions that Ngāti Porou ki Hauraki needs to consider. If the 20 questions are adequately addressed in the proposed Governance Entity then the Crown principles will be satisfied. An analysis of the Ngāti Porou ki Hauraki Runanga Trust PSGE, against these 20 questions is set out below.

### 1. What is the proposed governance entity and its structure?

- The proposed PSGE for the Ngāti Porou ki Hauraki Runanga Trust is a private trust.
- There will be between five and seven trustees for the proposed PSGE.
- Subsidiary structures will be established including an Asset Holding Company to hold Fisheries assets on behalf of Ngāti Porou ki Hauraki beneficiaries.

### 2. How was the proposed governance entity developed?

- The proposed governance entity was developed by Te Rūnanga o Ngāti Porou ki Hauraki with independent legal advice.
- An analysis and assessment of various representation models was undertaken during the course of the PSGE developed and assessed against feedback received.
- There will also be six ratification information hui held in areas where there are concentrated numbers of Ngāti Porou ki Hauraki Iwi members to discuss the details of the proposed PSGE for Ngāti Porou ki Hauraki Iwi beneficiaries.
- There will also be a five week voting period to allow time for Ngāti Porou ki Hauraki Iwi members to consider the PSGE proposal, to seek information and clarification on the proposal and to also provide further feedback.

### 3. What is the relationship between the proposed new governance entity and existing entities (if any) that currently represent the claimant community?

- It is proposed that the PSGE (The Ngāti Porou ki Hauraki Runanga Trust), will supersede the current Te Runanga o Ngāti Porou ki Hauraki (incorporated society).
- The proposed PSGE will receive all Treaty Settlement assets on behalf of Ngāti Porou ki Hauraki Iwi members.
- The assets and liabilities of the Te Rūnanga o Ngāti Porou ki Hauraki (incorporated) will be vested in the proposed PSGE (The Ngāti Porou ki Hauraki Rūnanga Trust) for Ngāti Porou ki Hauraki Iwi beneficiaries.

### 4. How can beneficiaries of the settlement participate in the affairs of the governance entity?

It is proposed that adult members of Ngāti Porou ki Hauraki Iwi participate in the proposed PSGE for in the following ways:

(a) Members of Ngāti Porou ki Hauraki shall have the right to, among other things:

- i) Receive reports and information from Te Runanga o Ngāti Porou ki Hauraki Trust;
- ii) Attend annual and special general meetings; and

iii) Attend meetings of Te Runanga o Ngāti Porou ki Hauraki trust (on notice and at the discretion of the Chairperson); and

(b) Adult Members of Ngāti Porou ki Hauraki shall have the right to, amongst other things:

- i) Put forward proposals for amendments to the Charter for the consideration by Te Rūnanga ō Ngāti Porou ki Hauraki Trust;
- ii) Call a special general meeting;
- iii) Inspect the Ngāti Porou ki Hauraki Iwi register;
- iv) Vote in elections;
- v) Be nominated for election and hold office as Trustee subject to he or she being eligible;
- vi) Vote on ordinary and special resolutions of members; and
- vii) Receive any notice relating to a major transaction.

#### 5. How do members have a say in who the representatives on the governance entity will be?

- Adult members of Ngāti Porou ki Hauraki will have the right to nominate, be nominated and vote in elections for Trustees of the proposed PSGE for Ngāti Porou ki Hauraki.
- Adult registered members of Ngāti Porou ki Hauraki Iwi will be able to vote for all people standing for election as representatives on the proposed PSGE for Ngati Porou ki Hauraki Iwi.

#### 6. How often and how will the representatives change?

- It is proposed that Trustees of the PSGE for Ngati Porou ki Hauraki will be elected for a three year term and will be eligible for re-election.
- The Initial trustees may be replaced in accordance with the Ngati Porou ki Hauraki Runanga Trust election cycle during the establishment period.
- Initial trustees and any replacement establishment trustees will be rotated off the proposed PSGE for Ngāti Porou ki Hauraki Iwi to create a rotation sequence for elections
- It makes sense for settlement to be implemented in a seamless manner, and for the Runanga to have continuity of representation during the implementation period.
- With the exception of the initial Trustees and the Trustees elected at the first election (following the settlement of our historical claims), the term of office for the Trustees will be three years. Trustees will be eligible for re-election.

#### 7. What are the purposes, principles, activities, powers and duties of the governance entity and any bodies accountable to it?

The proposed PSGE for Ngāti Porou ki Hauraki Iwi, (The Ngāti Porou ki Hauraki Runanga Trust) will be governed by a charter. The Charter for the Ngāti Porou ki Hauraki Runanga Trust will reflect the following principles:

- a) Protect Ngāti Porou ki Hauraki Iwi assets, taonga and tikanga;
- b) Be representative – you get to vote for those representing you;
- c) Will develop relationships with marae/pā, hapū, taurahere and Government Departments;
- d) Be accountable to Ngāti Porou ki Hauraki Iwi members. In other words, you will be able to raise your concerns with Trustees, attend and speak at the annual eneral meetings, and receive regular reports, plans and financial accounts; and
- e) Allow for the participation of all Ngāti Porou ki Hauraki Iwi members – this includes those living within Hauraki and those living throughout New Zealand, Australia and the rest of the world. It doesn't matter where you live, you can still vote in elections and for special resolutions.

Specifically, the following principles of The Ngāti Porou ki Hauraki Runanga Trust are set out in the Charter:

- a) The Ngāti Porou ki Hauraki Runanga Trust is to act in the interests of all Ngati Porou ki Hauraki uri;
- b) Profits of The Ngāti Porou ki Hauraki Runanga Trust are to be used for the benefit of Ngati Porou ki Hauraki uri;
- c) Te reo rangatira me ōna tikanga o Ngāti Porou ki Hauraki are to be fostered;
- d) The Trustees are to act in accordance with the relevant Ngāti Porou ki Hauraki tikanga to achieve the best possible standards of stewardship and business practice;
- e) Beneficial Members must be Ngāti Porou ki Hauraki decedents; and
- f) Trustees must be Adult Registered Members of Ngāti Porou ki Hauraki.

As set out in the Charter, the key purpose of establishing The Ngāti Porou ki Hauraki Runanga Trust is to receive, administer, manage, protect and govern Ngāti Porou ki Hauraki Treaty Settlement Assets on behalf of and for the benefit of Ngāti Porou ki Hauraki Iwi. As provided for in the draft Charter, the PSGE will specifically:

- a) Receive, hold and manage settlement property for the beneficial members;
- b) Receive, hold and manage Ngāti Porou ki Hauraki Iwi assets and functions;
- c) Make distributions in order to carry out the purposes of the PSGE;
- d) Promote amongst Ngāti Porou ki Hauraki people the educational, spiritual, economic, social and cultural advancement or well-being of Hapū and whanau;
- e) Maintain and establish places of cultural or spiritual significance to Ngāti Porou ki Hauraki;
- f) Act to receive fisheries and aquaculture assets received under the Māori Fisheries Act 2004 and the Aquaculture Claims Settlement Act 2004; and
- g) Any other purpose that is considered by the Ngāti Porou ki Hauraki Runanga Trust from time to time to be beneficial to Ngāti Porou ki Hauraki uri.

#### 8. Which decisions will members have a say in and how?

It is proposed that the adult members of Ngāti Porou ki Hauraki Iwi will be entitled to vote and have a say on resolutions to approve the remuneration of the trustees and entitled to vote on any special resolutions. A special resolution will be required to approve:

- (a) a major transaction (which is a transaction that deals with more than 20% of the value of the Trust's assets or any transfer or exchange of fisheries settlement quota);
- (b) amendment of the Charter;
- (c) a resettlement of the Trust's assets;
- (d) the termination of the Trust; and
- (e) the disposal of fisheries settlement assets.

#### 9. How are decisions made by the Post-Settlement Governance Entity (PSGE)?

It is proposed that the trustees of The Ngāti Porou ki Hauraki Runanga Trust will determine the frequency of their internal meetings as they see fit. Written notices of meetings are to be sent to trustees at least seven (7) days before a meeting.

- Five trustees shall constitute a quorum at meetings.
- At the first meeting of trustees following an election a Chairperson will be appointed.
- Decisions will be made by a majority vote and the Chairperson holds a casting vote in the case that there is an equality of votes.
- Trustees may establish sub-committees and appoint one (1) or more trustees, employees or other persons to those sub-committees.

## 10. Who will manage the redress received in the settlement?

It is proposed that the trustees of The Ngāti Porou ki Hauraki Runanga Trust will have responsibility to act on behalf of all members of Ngāti Porou ki Hauraki in managing the settlement redress received by Ngāti Porou ki Hauraki under the Trust Charter. The Ngāti Porou ki Hauraki Runanga Trust is to establish and oversee the management of treaty settlement assets on behalf of the Iwi.

- The Trustees may also establish other subsidiary entities to manage particular assets.
- The Ngāti Porou ki Hauraki Runanga Trust will have the power to appoint and remove directors of any subsidiary company and trustees of any subsidiary Trust.
- The Trustees will be responsible for the day to day management of Ngāti Porou ki Hauraki settlement assets and will be accountable to members of Ngati Porou ki Hauraki.

## 11. Who will determine what benefits are made available to beneficiaries?

The trustees of The Ngāti Porou ki Hauraki Runanga Trust have overall responsibility for determining benefits for members of ngati porou ki hauraki as set out in the purposes of the Trust.

- The trustees will determine what benefits are made available to beneficiaries in accordance with a distribution policy to be developed during the establishment period.

## 12. What are the criteria for determining how benefits are allocated and distributed?

- The Trustees of The Ngāti Porou ki Hauraki Runanga Trust have discretion in the allocation and distribution of benefits for members of Ngāti Porou ki Hauraki.
- The trustees will determine the criteria for determining how benefits are allocated and distributed in accordance with a distribution policy to be developed during the establishment period.

## 13. How will the people managing assets and determining benefits be accountable to beneficiaries?

The Trustees of The Ngāti Porou ki Hauraki Runanga Trust will be accountable to members of Ngāti Porou ki Hauraki. The Trust will prepare an annual plan each year covering:

- a) the annual objectives of the Trust;
- b) the nature and scope of activities proposed by the Trust;
- c) the ratio of capital to total assets;
- d) the performance targets and measurements by which the performance of the Trust may be assessed;
- e) the proposed manner for dealing with projected income; and
- f) any proposals for ongoing management of the Trust's assets.

It is proposed that The Ngāti Porou ki Hauraki Runanga Trust will also prepare a Five-Year Strategic Plan, to be updated at least every two years, setting out the longer-term vision of the Runanga Trust. The Trust will be required to hold an annual general meeting ("AGM") for the members of Ngāti Porou ki Hauraki. At each AGM the Trust will be required to:

- a) report on the operation of the Trust (and any subsidiaries) during the previous year;
- b) present the Annual Report and audited consolidated financial statements; and
- c) present the proposed Annual plan;
- d) announce any newly appointed trustees;
- e) approve trustees remuneration;
- f) conduct any other notified business; and
- g) undertake any other general business.

#### 14. What are the rules under which the governance entity and any bodies accountable to it operate?

- The Trust Charter for The Ngāti Porou ki Hauraki Runanga Trust sets out the rules under which the Trust must operate. The establishment of subsidiaries and their accountability to Ngāti Porou ki Hauraki beneficiaries is also set out in the Trust Charter.
- The Trustees will also need to adhere to the provisions of the Trustees Act 1957 in carrying out their duties as set out in the Trust Charter.
- Reporting by any subsidiary company must also comply with the Companies Act 1993.

#### 15. Are there any interim governance arrangements in the period between the establishment of the governance entity and the date that the settlement assets are transferred?

- It is proposed that the existing Trustees of Te Runanga o Ngāti Porou ki Hauraki also be the Initial Trustees for The Ngāti Porou ki Hauraki Runanga Trust.
- Initial Trustees are appointed until replaced or until the First Elected Trustees are determined – First Income Year following settlement date.
- Initial trustees will be responsible for progressing the treaty settlement negotiations on behalf of Ngāti Porou ki Hauraki.
- It is proposed that Te Runanga o Ngāti Porou ki Hauraki will be dissolved (wound up) through settlement legislation. We will have two entities holding Ngāti Porou ki Hauraki Iwi assets on behalf of the Iwi for a period of time.
- An establishment plan will be implemented during the establishment period.
- Overarching objective of the establishment plan is to ensure Ngāti Porou ki Hauraki Iwi has an effective PSGE prior to the completion of a Deed of Settlement and the receipt of settlement redress.
- Ensure that The Ngāti Porou ki Hauraki Runanga Trust has organisational and operational capability to prepare for the receipt of settlement redress.

#### 16. How will the structure and the rules of the governance entity and any bodies accountable to it be changed?

It is proposed that the Trust Charter may be amended, revoked or added to by a special resolution passed by a 75% majority of adult members of Ngāti Porou ki Hauraki Iwi voting at a Special General Meeting, in accordance with the Trust Charter voting requirements.

No amendment can be made to the Trust Charter in respect to:

- Changes to the Trust's objectives and purposes so that the Trust is no longer required to act for the collective benefit of the present and future members of Ngāti Porou ki Hauraki Iwi;
- The limitations on amendments;
- The provisions relating to the termination of the Trust;
- Changes required for a Special Resolution; and
- Changes to the membership and beneficiaries of the Trust.

#### 17. What are the planning / monitoring / review processes for decisions of the governance entity?

The planning documents required for The Ngāti Porou ki Hauraki Runanga Trust are set out in answer to question 13. The Trust will prepare an annual plan each year covering:

- a) the annual objectives of the Trust;
- b) the nature and scope of activities proposed by the Trust;
- c) the ratio of capital to total assets;

- d) the performance targets and measurements by which the performance of the Trust may be judged;
- e) the proposed manner for dealing with projected income; and
- f) any proposals for ongoing management of the Trust's assets.

It is proposed that The Ngāti Porou ki Hauraki Runanga Trust will also prepare a Five-Year Strategic Plan, to be updated at least every two years, setting out the longer term vision of the Trust. The performance of the Trust can be reviewed at the annual general meeting where it will report against the planning documents.

#### 18. What if members do not agree with a decision made by the Post-Settlement Governance Entity?

Provisions for dealing with disputes relating to membership to Ngāti Porou ki Hauraki Iwi are set out in the Trust Charter, including how a dispute shall be notified to The Ngāti Porou ki Hauraki Runanga Trust.

#### 19. How often will accounts be prepared and audited?

The Ngāti Porou ki Hauraki Runanga Trust will ensure that the consolidated financial statements for each income year of the Trust are prepared and then audited annually by a chartered accountant.

- No trustee or employee of The Ngāti Porou ki Hauraki Runanga Trust may be appointed as the auditor.
- The financial statements are to be presented at the annual general meeting for approval.
- Copies of the financial statements for The Ngāti Porou ki Hauraki Runanga Trust shall be made available to members of Ngāti Porou ki Hauraki Iwi as part of the annual report of the Trust and will also be available at Te Whare Tumanako (Harataunga Marae).

#### 20. Will beneficiaries receive information about decisions that affect them? How? How often?

It is proposed that The Ngāti Porou ki Hauraki Runanga Trust will provide regular information to beneficiaries on decisions that affect them.

- Specific provisions in the Trust Charter set out the requirements for notices relating to special resolutions and/or major transactions.
- Regular communications with Ngāti Porou ki Hauraki Iwi will be through at least quarterly written and/or electronic pānui, website updates, and in time other technologies including social media.
- Annual reports, annual financial statements and minutes of annual general meetings will also be made available to members of Ngāti Porou ki Hauraki.
- Hui ā-iwi and wānanga will also be another means for distributing information and receiving feedback.

#### WHAT ARE THE NEXT STEPS AFTER THE PSGE IS RATIFIED?

Once our PSGE has been ratified (approved), we will consult with Ngāti Porou ki Hauraki Iwi members on all Crown offers. When the Crown offer has been accepted by our iwi members, we will progress the Deed of Settlement legislation.

#### Figure 1: The Treaty Settlement Process

