



NGĀTI WHĀTUA ŌRĀKEI

SPECIAL GENERAL MEETING SUNDAY, 13 SEPTEMBER 2020 ONLINE VIA ZOOM¹

In Attendance

1.1 Elected Representatives

Marama Royal (Chair)
Ngarimu Blair (Deputy)
Brenda Christiansen
Sharon Hawke
Precious Clark
Renata Blair
Julia Steenson
Arekatera Maihi

1.2 Whānau

Refer attached attendance list.

1.3 Management

Jamie Sinclair, Ngāti Whātua Ōrākei Trust Chief Executive
Natasha Strong, Ngāti Whātua Ōrākei Trust General Counsel

1.4 Others

Dale Ofsoske (Independent Election Services Limited), Chief Returning Officer

1 Opening of meeting

1.1 Hui began at 10.30am

2 Karakia

2.1 Karakia by Renata Blair

3 Mihi

3.1 Marama Royal welcomed whānau to the Special General Meeting

4 Waiata

4.1 Precious Clark led the waiata: He aha te hau

¹ Pursuant to the Covid-19 Response (Requirements For Entities - Modifications And Exemptions) Act 2020.



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5 Governance

5.1 Quorum and Apologies

A minimum of 100 adult Ngāti Whātua Ōrākei members were present throughout the hui. Accordingly, a quorum was present throughout the hui. There was an apology from Esther Viola Talbot via the Zoom chat function.

6 Loan Value Ratios, Electronic Voting, Nominations, Hui, and Notices, Improvements and Corrections, and Administrative Amendments

6.1 Precious Clark, Ngarimu Blair, Julia Steenson, Brenda Christiansen, and Jamie Sinclair spoke to the special resolutions relating to the loan to value ratio amendments, the Electronic voting, nominations, hui, and notices amendments, the improvements and corrections amendments, and the administrative changes amendments to the Ngāti Whātua Ōrākei Trust Deed.

7 Membership and Trusts Act 2019 Amendments

7.1 Arekatera Maihi, Marama Royal, Sharon Hawke, Renata Blair, and Jamie Sinclair spoke to the special resolutions relating to the membership amendments and the Trusts Act 2019 amendments to the Ngāti Whātua Ōrākei Trust Deed.

8 Whai Maia Update

8.1 Marama Royal and Sharon Hawke provided an update on Whai Maia's mahi.

9 Whai Rawa Update

9.1 Ngarimu Blair and Julia Steenson provided an update on Whai Rawa's mahi.

10 Special Resolutions - Results

The resolutions were been voted on by registered adult members of Ngāti Whātua Ōrākei by post and online.² Each special resolution required the approval of not less than 75% of those adult members who validly cast a vote.³ The Chief Returning Officer, Dale Ofosoke of Independent Election Services Limited,⁴ announced the results of the voting for each special resolution:

10.1 Special Resolution 1 - Membership

To amend the Ngāti Whātua Ōrākei Trust Deed (including the definitions of "Hapū" and "Ngāti Whātua Ōrākei") to reflect whakapapa that in order for an individual to be a

² Pursuant to the Covid-19 Response (Requirements For Entities - Modifications And Exemptions) Act 2020.

³ Clause 3 of the Fourth Schedule of the Ngāti Whātua Ōrākei Trust Deed.

⁴ Appointed by the Trust pursuant to clause 7.1 of the Fourth Schedule to the Ngāti Whātua Ōrākei Trust Deed.



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member of Ngāti Whātua Ōrākei, that person must be a toto (blood) descendant of Tuperiri.

Votes For	535
Votes Against:	134
Abstained:	0
Blank:	7
Result:	Resolution Passed

10.2 Special Resolution 2 - Membership Removal

To amend Rule 5.4 of the First Schedule of the Ngāti Whātua Ōrākei Trust Deed to create a process through which the Whakapapa Committee may remove a person from the Ngāti Whātua Ōrākei Register if that person was registered as a member after 13 September 2020 and does not meet the definition of “Member”, provided due process is followed.

Votes For:	529
Votes Against:	138
Abstained:	0
Blank:	9
Result:	Resolution Passed

10.3 Special Resolution 3 - Loan Ratios

To increase the maximum level of the Group’s borrowing from 30% of the value of the landholdings of the Ngāti Whātua Ōrākei Group (excluding the Hapū Lands and the Inalienable Lands) to 40% of the value of the landholdings (excluding the Hapū Lands and the Inalienable Lands) and commercial assets of the Ngāti Whātua Ōrākei Group and relax the interest cover ratio from 50% of EBIT derived from the Protected Lands, Inalienable Lands and the other land holdings in the Trust (apart from the Hapū Lands) to 67% of EBIT reported by the Commercial Subsidiaries.

Votes For:	492
Votes Against:	178
Abstained:	0
Blank:	6
Result:	Resolution Not Passed

10.4 Special Resolution 4 - Electronic voting, Nominations, Hui, and Notices

To expressly permit meetings to be held and quorum counted electronically, notices to be given electronically, electronic voting, proposals to be submitted electronically and for email addresses to be included when a person is registered on the Ngāti Whātua Ōrākei Register.

Votes For:	592
Votes Against:	74
Abstained:	0
Blank:	10



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Result:	Resolution Passed
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10.5 Special Resolution 5 - Trusts Act 2019

To amend the Ngāti Whātua Ōrākei Trust Deed to align and comply with the Trusts Act 2019.

Votes For:	577
Votes Against:	87
Abstained:	0
Blank:	12
Result:	Resolution Passed

10.6 Special Resolution 6 - Improvements and Clarifications

To incorporate improvements and clarifications to the Ngāti Whātua Ōrākei Trust Deed.

Votes For:	574
Votes Against:	97
Abstained:	0
Blank:	5
Result:	Resolution Passed

10.7 Special Resolution 7 - Corrections to Administrative Errors and Inaccuracies

To correct some administrative errors and inaccuracies in the Ngāti Whātua Ōrākei Trust Deed (subject to any changes made under the previous resolutions).

Votes For:	587
Votes Against:	78
Abstained:	0
Blank:	11
Result:	Resolution Passed

11 Whānau Kaupapa

11.1 Whānau raised the following kaupapa through the hui via the Question and Answer and Chat functions on Zoom, most of the questions asked were answered by the General Counsel in real time:

11.2 Electronic Hui and Voting

11.2.1 Whether the online vote and SGM were legitimate given the Ngāti Whātua Ōrākei Trust Deed is silent on it and whether the hui should be postponed until after COVID-19 gathering restrictions are lifted.

11.2.2 The General Counsel, Ms Strong, noted the Trust was utilising the provisions of the Covid-19 Response (Requirements For Entities - Modifications And Exemptions) Act 2020 (the CREME Act) which enables the use of electronic voting and online hui during the COVID-19 crisis even though the Trust Deed is currently silent on this form of voting and meeting. Ms



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Strong further noted the provisions of the CREME Act extend until the end of September [post SGM correction - they extend until the end of November] but are likely to be extended by the Government beyond this and the Trust had decided not to delay the SGM until the COVID-19 gathering restrictions are lifted because of the uncertainty of that.

11.2.3 Whether the voting platform is secure and voting details were kept confidential. Ms Strong noted that the voting platform and processes were secure and had been confirmed as such by Independent Election Services Limited and all details would be kept confidential as usual.

11.2.4 Whether the online voting and hui excluded kaumātua and those without digital access. Ms Strong noted Trust staff had visited many Kaumātua to help them access the voting and hui. Other attendees noted the benefit of the online platform in enabling whānau outside Auckland to participate.

11.3 **Membership**

11.3.1 Whether members and beneficiaries are the same thing. Ms Strong confirmed they were.

11.3.2 Who is on the Whakapapa Committee, how they are appointed, and whether they make all membership decisions, including removals if the proposed amendments are passed. Ms Strong noted the Whakapapa Committee makes all membership decisions.

11.3.3 The use of the term “whānau” to describe the connection required by non-members to members in order to be eligible for discretionary benefits under the proposed membership amendments to the Trust Deed.

11.3.4 The role of whāngai in the battles fought by Ngāti Whātua Ōrākei to regain its land and the inconsistency of treatment of whāngai by officials since 1820.

11.3.5 The impact of the proposed membership amendments on the adopted and whāngai children of existing members and whether there should be a difference between adopted and whāngai individuals. Ms Strong noted the proposed amendments require all individuals to have a toto (blood) connection to Tuperiri to be eligible to apply for membership from the date of the SGM. Ms Strong noted further the proposed provision for benefits to be provided at the discretion of the Trust to non-members with a whānau connection to a member.

11.4 **Elected Representatives**

11.4.1 Why Mr Rua was not in attendance. Ms Strong noted it was not possible for Mr Rua to be in attendance and the reasons for that were confidential.

11.5 **Loan Ratios**

11.5.1 What the loan to value ratio translates to in real \$ terms. Ms Strong noted she did not have the figures to hand, they had been provided at a previous whānau SGM webinar, were in the 2019 annual report, and would be in the 2020 annual report.

11.5.2 Whether the Trust had any particular spending proposals that required the increase in loan ratios.



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- 11.5.3 Whether the Trust had suffered losses due to COVID-19. Ms Strong noted the Trust had not experienced any losses although it anticipated the property valuations would not increase by as much as originally expected. Ms Strong further noted the details would be in the 2020 annual report.
- 11.6 **Other**
- 11.6.1 Why a macron had been included over the “O” in “Ōrākei”.
- 11.6.2 Positive feedback from attendees in relation to the professionalism of the hui, the ability to participate from outside Auckland, and te reo Māori skills of the Elected Representatives and the Trust CEO.
- 11.6.3 What the settlement terms and quantum were for the Eastcliffe litigation. Ms Strong noted these arrangements were commercially sensitive and confidential and could not be shared with whānau.
- 11.6.4 Some attendees had not received voting packs. Ms Strong noted the attempts by Ngāti Whātua Ōrākei staff to ensure whānau contact details remained updated in the whānau database, and that this was ongoing mahi. Ms Strong further advised all affected whānau to contact Election Services and provided the contact details on the Question and Answer and Chat functions on Zoom.
- 11.6.5 The use of whānau to deliver care packs instead of couriers services.
- 11.6.6 Whether liaison officers could be utilised outside of Auckland to coordinate delivery of care packs and provide updates to whānau.
- 11.6.7 Whether the Trust could provide funeral insurance. Ms Strong noted this was not currently under consideration but she would raise it.

The Chair closed the meeting at 12.40pm

12 Waiata

- 12.1 Marama Royal led the waiata: Kia piri

13 Karakia Whakatumunga

- 13.1 Karakia whakatumunga by Renata Blair

Signed as a true and accurate record

Signature – Chair

Date



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Addendum

Answers to Questions Not Answered at the Special General Meeting

- 13.2 **Why was Matua Tipene delivering care packs given he is kaumātua, shouldn't we use a courier service for this to keep our people safe from COVID?**

Matua Tipene volunteered to deliver care packs because he does this mahi in his role as Kaitiaki of our kaumātua. Also, our kaumātua and whānau really enjoy the whānau contact when the deliveries are made. The feedback we've received tells us that this is a more personal approach.

- 13.3 **Can the Trust set up a liaison officer for whānau outside Auckland to service their surrounding whānau and help assemble and deliver care packages and keep whānau updated kanohi ki te kanohi?**

We have made great use of whānau champions in the past, particularly when we have gone on haerenga and we will continue to make use of our champions in this way in the future. We note that the delivery of care packs was COVID-19 related and we used our own whānau as essential workers to assemble and deliver these packs from our marae as a central point.

We will consider whether we could use our whānau champions more widely.

- 13.4 **Who are the Whakapapa Committee members?**

The current members of the Whakapapa Committee are Whetu Marama Porter, Uncle Danny Tumahai, and Harriet Kaihe.

- 13.5 **Who appoints the Whakapapa Committee members?**

The Trust Board appoints the Whakapapa Committee members in accordance with our Trust Deed.

- 13.6 **Where can whānau access the kōrero of Tuperiri?**

Whānau can access the kōrero of Tuperiri through Toi Whātua, under Ngāti Whātua Ōrākei Whai Maia.

- 13.7 **Can the Group provide funeral insurance?**

Not at this stage. However, this is a great suggestion and the Trust will consider whether funeral insurance can be provided to whānau in its future planning.



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APPENDIX 1 WHĀNAU IN ATTENDANCE (per attendance record)

Ada Jane Stephens	Frederick Povey
Adjani Stephens	Gareth Davis
Anahera Pono Ote Haahi Ratana Morehu	Gloria Smith
Anahera Rawiri	Hana Puti Rose Maihi
Angel Palermo-Witika	Hariata (Harriet) Peita
Anita Poko	Hariata Warren
Arianna Hart	Hayley Kipa
Asher Pihema	Hemi Pairama
Ashley Toatoa	Henry Toka Teua
Atakura Hunia	Hoani Roa
Aurtum Grace Martin	Honore Pouesi
Awhina Lee-Anne Pouesi-Siakisini	Hore Makoare
Barry Jnr Welsh	Jae Mason
Beau_Le Dawn Hartwell	Jahkodii Morunga
Bob Wirihana Hawke	Jamie Cook
Caroline Pihema	Jasmine Soa
Caroline Queenie Wieldraaijer	Jesse Thompson
Caroline-Michelle Te Kareti Taylor	Joanne Aretha Peters
Celsey Hunt	Joseph Wirihana Royal
Cerise Hargreaves	Kaitlin McGrath
Chytana Phillips	Kali Phillips
Clarke Tamariki	Kandy Corvette
Clinton Hotu	Kanimato Pouesi
Coralie Esther Viola Mitchell-Rameka	Karen Moana Murphy
Craig Theodore Grey	Karla Matua
Daley Williams	Kataraina Davis
Dane Tiwene Grey	Kataraina Leigh Ewe
Daniel Te Puna Tumahai	Kathleen Willison
Danur Uruamo	Katrina Arania Allen
Daphne Annette Beattie	Kawharu Talbot
Delwyn Tumahai	Kaycee Hotu
Desiree Louise Roimata Donaldson	Kayla Gukibau
Donna Davis-Kopa	Kelly Matengaro Hira
Dorothy Harrison	Kema Hawke
Echo Shortland-Tucker	Kiri Joanne Jordan
Elizabeth Kanivatoa	Krystal Talbot
Elizabeth Teua	Lana Dalley
Emma Witika	Leah Aroha Harriman
Eric Povey	Leah Warbrick
Eve Steenson	Leeann Corvette
Fiona Smith	Leeann Popata



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Lenore Moana Hope
Lois Talbot
Maeva Kearns
Malia Kaihe
Manaaki Ote Haahi Ratana McColl
Manu Sione
Marcel Thompson
Marcia Hinemoa Hopa
Margaret Helen Tukotahi Swan
Mariana Jack
Marion-Jane Leth
Marito Atawhai Hakaraia
Maru Stephen Taylor
Maruata Teutele Te Waimatao Reweti
Maryanne Madden
Matt Maihi
Meiha Miria Hawke
Merania Kerehoma
Mere Karaka Gillman
Meringaroto Donna Anderson
Mervyn Dene Kerehoma
Mia Skipwith
Michael Steedman
Michelle Beattie
Mihi Blair
Mihi Teresa Melanie Moekaa
Moroni Martin
Ms Patricia Riria Willing
Natalie Schwenke
Natalya Tamariki
Nathan Morehu
Neeson Harriman
Nelda Steenson
Nesmie Tina Kaye Kanivatoa
Netti Rawiri
Ngahuaia Owena Hawke
Ngaire Chalmers
Ngaire H
Ngaire Lyaal
Ngawai Beazley
Nikki Maunsell-Nathan
Nikki Roimata Palermo-Witika
Nina Raharuhi
Otene Piripi Reweti
Pakeke Davis
Patricia Clark
Paul Te Whenua Davis
Philip Davis
Phillip Andrew Steedman
Phoebe Sullivan
Piki te Ora Maihi
Quinta Pouesi
Rachel Thompson
Raheera Hotu
Rana Kipa
Rangi Tamaariki-Liddle
Rangimakehu Henry Wilson Heta Hall
Rangimarie Hunia
Rangimarie McColl
Rangimarie Rawiri
Rangimarie Witika
Ravyn Tua
Rawinia Maihi
Reihana John Gillman
Rik Wilson
Rio Grey
Ritia Deborah Shanice Titaera Kilkelly
Robert Duncan Rudolph
Robert Steedman
Roimata Hawke
Romano Talbot
Rose Tere-moana Tate
Rosie Smith
Rowena Dunn
Ruby Julia Schwenke
Rupert John Fairbrother
Sandra Judith van Dijk
Sariah Ruth Ngakowarekura Witika
Saul Stephens
Selwyn-Roimata Teua
Shaelyn Maihi
Shazaaa Salim
Sheldon Teua
Shirley Ann Ikkala
Stacey Perillo
Hariata Ngatai
Stella Gukibau
Stephen Phillips
Stevie-Grace Nelson
Susan Heini Wilkinson



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Tahu Davis	Tongi T Davis
Taina Tumahai	Toni Birch
Talalelei Reweti	Toni-Lee Kelly
Tallulah Lautaimi	Tracy Davis
Tama Tamaiti Wilkinson	Tuari Tamariki
Tania Marie Cook	Tuhirangi Blair
Tarati Blair-Hunt	Tui-kay Cole
Tasha Makoare	Tumai Cook
Tatum Martin	Tūraukawa Bartlett
Tautoko Ray Kevin Witika	Tydal Harriman
Te Aranga O Otene Hopa	Vicky Mary Marie Pollock
Te Arepa Ote Haahi Ratana Morehu	Victoria Martin
Te Aroha Grace	Victoria Moka
Te Hoa Cole	Virginia Povey
Te Kareti Maihi	Waimarie Ataahua Hunia
Te Wano Witika	Wesley Robert Wiremu Teua
temepara ote haahi ratana morehu	William Davis
Teri Davis	William Martin
Te-Rina Gregory-Hawke	William Rawiri
Thomas Hotu	William Shane Waaka
Thomas Irvine	Wyllis Maihi
Titaha Gillman	