

Te Tii (Waitangi) B3 Trust

TRUST ORDER 2015

SECTION I - PART 8

Tupuna Whanau Representatives

I. TUPUNA WHANAU REPRESENTATIVES

8. The following provisions of this Section I shall apply to the appointment of Tupuna Whanau Representatives and associated matters:

8.1 This order to apply to appointments

Tupuna Whanau Representatives may only be appointed in accordance with the provisions of this order.

8.2 Only one appointment for each Tupuna

A Tupuna Whanau may appoint only one Tupuna Whanau Representative to represent each Tupuna.

8.3 Manner of appointment

A Tupuna Whanau may appoint its Tupuna Whanau Representative in such manner and at such times as the Tupuna Whanau may in its sole discretion decide.

8.4 Notice of appointment

The Tupuna Whanau shall give notice of the appointment or replacement of a Tupuna Whanau Representative by written notice to the Trust using the form in the Sixth Schedule. The notice shall include a whakapapa statement showing the Tupuna Whanau Representative's relationship to the Tupuna.

8.5 Acceptance of notice by Trustee

A notice that complies with the provisions of clause 8.4 and the whakapapa statement shall be accepted by the Trustees as evidence of all things relating to the appointment of that Tupuna Whanau Representatives by the Tupuna Whanau without further enquiry by the Trustees.

8.6 Disputes as to appointment of representative

Where a dispute arises concerning the appointment or replacement of a Tupuna Whanau Representative the Trustees shall not amend the TWR Register until the dispute has been resolved by the Tupuna Whanau to the Trustees' satisfaction, or by the Court, and pending that resolution the unamended TWR Register shall be operative.

8.7 TWR Register

The Trustees shall:

(a) maintain the TWR Register;

- (b) amend the TWR Register as and when the Trustees receive notice in accordance with clause 8.4 but subject to clause 8.6 PROVIDED THAT where notice under clause 8.4 is received within 28 days of a General Meeting the Trustees must not amend the TWR Register until after the General Meeting (and any resumed meeting where that General Meeting is adjourned) has been held;
- (c) display an extract of the current TWR Register showing the details of the Tupuna Whanau Representative:
 - i. in a prominent place at the Trust's office; and
 - ii. on the Trust's website; and
 - iii. in a prominent place at all General Meetings;

8.8 Details of TWR Register

The TWR Register shall show in respect of each Tupuna Whanau Representative:

- (a) the full name, address and other contact details of the Tupuna Whanau Representative; and
- (b) the date of registration of the Tupuna Whanau Representative in the TWR Register; and
- (c) the name of the Tupuna (and the number of that tupuna as recorded on the 1891 Order) represented by the Tupuna Whanau Representative.

8.9 Functions of Tupuna Whanau Representative

The functions of a Tupuna Whanau Representative shall be to:

- (a) provide a voice for the Tupuna Whanau represented by the Tupuna Whanau Representative in respect of the Trust;
- (b) report to the Tupuna Whanau in respect of the affairs of the Trust in such manner and at such times as the Tupuna Whanau may decide;
- (c) make (and where appropriate accept) nominations for the appointment to the position of a Trustee of the Trust (where the Tupuna Whanau Representative consents to such nomination);
- (d) vote on behalf of the Tupuna Whanau in respect of the business of the Trust as provided for in this Order. For the avoidance of doubt a Tupuna Whanau Representative may vote on business of the Trust that is referred to the Tupuna Whanau Representatives for consideration notwithstanding that a Tupuna Whanau Representative may also be a Trustee;
- (e) express the view to the Trustees on any matter relating to the Trust that the Trustees have raised for discussion with the Tupuna Whanau Representatives.

8.10 Meetings of Tupuna Whanau Representatives

The Trustees shall hold at least four (4) meetings of Tupuna Whanau Representatives in each calendar year, one of which may include the Annual General Meeting, but otherwise as and when the Trustees may deem it appropriate to meet with the Tupuna Whanau Representatives. Each Tupuna Whanau Representative must attend a minimum of one (1) quarterly meeting per annum in addition to the Annual General Meeting. The purpose of such meetings shall be for the Trustees to apprise the Tupuna Whanau Representatives of the affairs of the Trust and its business and where the Trustees consider it desirable to seek the views of the Tupuna Whanau Representatives in respect of business or other issues arising PROVIDED THAT the Trustees shall not be obliged to seek or accept such opinion.

8.11 Restriction as to resolutions

Only Tupuna Whanau Representatives may move, second and vote on matters discussed at a Tupuna Whanau Representatives meeting.

8.12 Notice of meetings

Notice of a meeting of Tupuna Whanau Representatives shall be given by the Trustees at least twenty one (21) days prior to the meeting by written notice sent either by post or electronically to each Tupuna Whanau Representative.

8.13 Records of meetings

In respect of each meeting of the Tupuna Whanau Representatives the Trustees shall maintain a record of:

- (a) the names of the Tupuna Whanau Representatives who attended the meeting; and
- (b) a summary of the matters discussed at the meeting; and
- (c) details of any opinion expressed by the Tupuna Whanau Representatives to the Trustees.