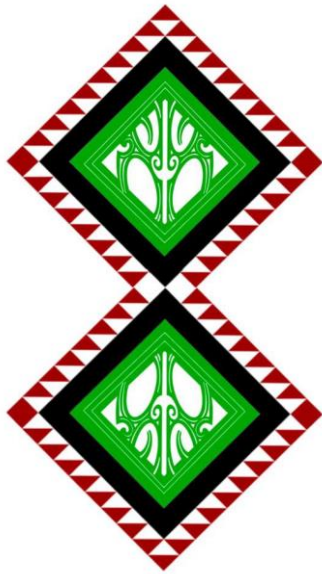


# Te Whānau a Kai Iwi

## Ratification Information Booklet



Ko Tui te tangata

Ko Te Whānau a Kai te iwi

Ko whana pana mārō te pepeha

Tihei mauri ora!

## **A message from David Hawea, Chairperson, Te Whānau a Kai Trust**

We would like to acknowledge the many iwi members who have contributed to our treaty claims effort over the last 20 plus years. The journey has not been without its challenges but we have *stood our ground* and we stand united today.

The end of the Mangatū claim draws near with the Waitangi Tribunal to make a decision late this year or early next year. A total amount of compensation worth in excess of \$200m will be shared between the three claimant groups. On the basis of our history and whakapapa, Te Whānau a Kai is entitled to a significant proportion of the compensation.

Before receiving any compensation, Te Whānau a Kai Trust needs your support. I ask you to vote **YES** to ratifying the Te Whānau a Kai Trust.

### **Te Whānau a Kai Iwi ratification process**

The Waitangi Tribunal has identified numerous Crown treaty breaches that caused the loss of life and land by Te Whānau a Kai. It is now time to settle some of our treaty claims with the Crown. To receive our Mangatū compensation, the settlement pūtea needs to go into a ratified (approved) trust or Post-Settlement Governance Entity (“PSGE”).

To establish a ratified trust or PSGE, we need you to vote on these two resolutions:

1. I, as a member of Te Whānau a Kai, agree that the Te Whānau a Kai Trust will be the Post-Settlement Governance Entity to receive and manage the Mangatū Crown forest licensed land settlement redress on behalf of Te Whānau a Kai

With this resolution, you are being asked to agree that the Te Whānau a Kai Trust should receive the settlement pūtea on behalf of Te Whānau a Kai. Before the settlement pūtea can be received from the Crown, the Waitangi Tribunal has made it a requirement that a new trust be established and that it has the support of the iwi.

Our existing trust will be renamed Te Whānau a Kai Charitable Trust and will continue to work with the new trust for the benefit of our people.

2. I, as a member of Te Whānau a Kai, agree that the initial trustees of the ratified Te Whānau a Kai Trust will be the current trustees of the existing Te Whānau a Kai Trust.

The second resolution you are being asked to vote on is to appoint the current Te Whānau a Kai trustees as the initial trustees for the new trust.

We believe it makes sense to keep the same trustees at this time because the current trustees have the support of our marae, they are familiar with our Mangatū claims, with the compensation process and with the ratification process.

## **Vote 'YES' to the two resolutions**

We are at a crucial stage in our settlement journey. If the new Te Whānau a Kai Trust does not get enough votes, the settlement pūtea will not go to the iwi of Te Whānau a Kai. Instead, it will go to a Te Whānau a Kai hapū entity to be established and controlled by Te Aitanga ā Māhaki Trust. We will lose our iwi status and our tino rangatiratanga as a people. We will lose the opportunity to settle our other historical treaty claims and our claim for the Wharekōpae state farms will be hindered and perhaps unsuccessful.

Voting on this new trust and for the initial trustees is your opportunity to get involved and have your say. This settlement process is for your whānau, for your mokopuna and for their mokopuna to come.

Please read the Information Booklet to help you make an informed decision. The booklet includes a summary of the Te Whānau a Kai Trust Deed.

We hope you can make it to our ratification hui, which will be held in Gisborne. At the hui, we will explain the Te Whānau a Kai Trust Deed, outline who the initial trustees are for the PSGE and we will answer any pātai you may have.

Please vote by **Friday 13 November 2020** at the very latest! Encourage your whānau to vote too. If they are not registered, but are 18 years or over, please tell them to register now so they can vote!

**Tū ake tatou!—Stand up and be counted!**

## Ratification Hui

Come along to our ratification hui to find out more about the Mangatū claims, the Te Whānau a Kai Trust, the ratification process, and our plans for the future. You will be able to vote at the hui:

- **11am, Sunday 11<sup>th</sup> October 2020** at Pākōwhai Marae, 402 Lavenham Road, Pātūtahi, Gisborne\*
- **11am, Saturday 17<sup>th</sup> October 2020** at Te-Poho-ō-Rāwiri Marae, Queens Drive, Kaiti, Gisborne\*
- **7.30pm, Thursday 22<sup>nd</sup> October 2020** via Zoom meeting
- **11am, Saturday 7<sup>th</sup> November 2020** at Mangatū Marae, Te Whiwhi Street, Whatatutu\*\*

\*The ratification hui will be livestreamed and be on the Te Whānau a Kai Youtube channel. Information will be available on Facebook and Website.

\*\*Ratification hui will be available online from Sunday 8<sup>th</sup> November.

## Information pack

In your information pack you should have received:

1. Information Booklet
2. Voting Papers
3. A freepost envelope

If any documents are missing or if you need replacements or assistance, please contact the helpline on **0800 922 822** (NZ residents) or **+64 9 973 5212** (overseas residents). Copies of the Information Booklet and the Te Whānau a Kai Trust Deed will be available at the ratification hui. They can be accessed on our website—[www.tewhanauakai.com](http://www.tewhanauakai.com)

### Key ratification dates

Wednesday 7 October 2020	Voting Opens
Friday 13 November 2020	Voting Closes
Monday 16 November 2020	Votes Counted
	Te Whānau a Kai Trust and Trust Deed ratified

## Te Whānau a Kai Iwi Voting Process

To vote in the Te Whānau a Kai approval process you must be over 18 years of age and be a registered member with Te Whānau a Kai Iwi. Iwi registration can be achieved by:

- Registering online
- Registering at ratification hui
- Completing a paper form found online and forwarding the scanned copy electronically

Visit [www.tewhanauakai.com](http://www.tewhanauakai.com) to register online or update your registration. For any queries please email [tewhanauakai@gmail.com](mailto:tewhanauakai@gmail.com)

All voting for this ratification process can be done by

- postal voting using pre-paid envelope in ratification pack
- handing votes in at the ratification hui
- voting online using your unique code contained in ratification pack.

The process will be scrutinised by Te Puni Kokiri.

- A ballot box will be available for the hand-delivery of voting documents at the above-mentioned hui (excluding the hui on Thursday 22<sup>nd</sup> October 2020, to be held by Zoom meeting only).
- The hui locations, dates and times may be subject to change and any updated details will be posted on the Te Whānau a Kai website ([www.tewhanauakai.com](http://www.tewhanauakai.com)) and on Facebook ([Te Whānau-a-Kai Iwi Trust](#))
- Voting is open from 8:00am on Wednesday, 7 October 2020.
- Voting closes on Friday, **13 November 2020**.
- Voting documents must be returned no later than 5pm **Friday, 13 November 2020** to the Chief Returning Officer.

Any queries in relation to information contained in this presentation can be sent to the iwi's lawyers:

- Darrell Naden: [darrell@tamakilegal.com](mailto:darrell@tamakilegal.com) / 021371037
- Amro Mohamed: [amro@tamakilegal.com](mailto:amro@tamakilegal.com) / 02108113454

If any of voting documents are missing, or if you need replacements or assistance, please contact the helpline on **0800 922 822** (NZ residents) or **+64 09 973 5212** (overseas residents).

# Te Whānau a Kai Trust Deed Summary

Listed below are key details in the Te Whānau a Kai Trust Deed. We want to ensure you are aware of all the details. A full copy of the Te Whānau a Kai Trust Deed will be available:

- online at [www.tewhanauakai.com](http://www.tewhanauakai.com); and
- in hard copies at the ratification hui set out on page 4.

## Purpose of the proposed Te Whānau a Kai Trust

As set out in the trust deed, the key reason for establishing the Te Whānau a Kai Trust is to receive, manage, hold and administer the Trust's assets on behalf of and for the benefit of the present and future members of Te Whānau a Kai.

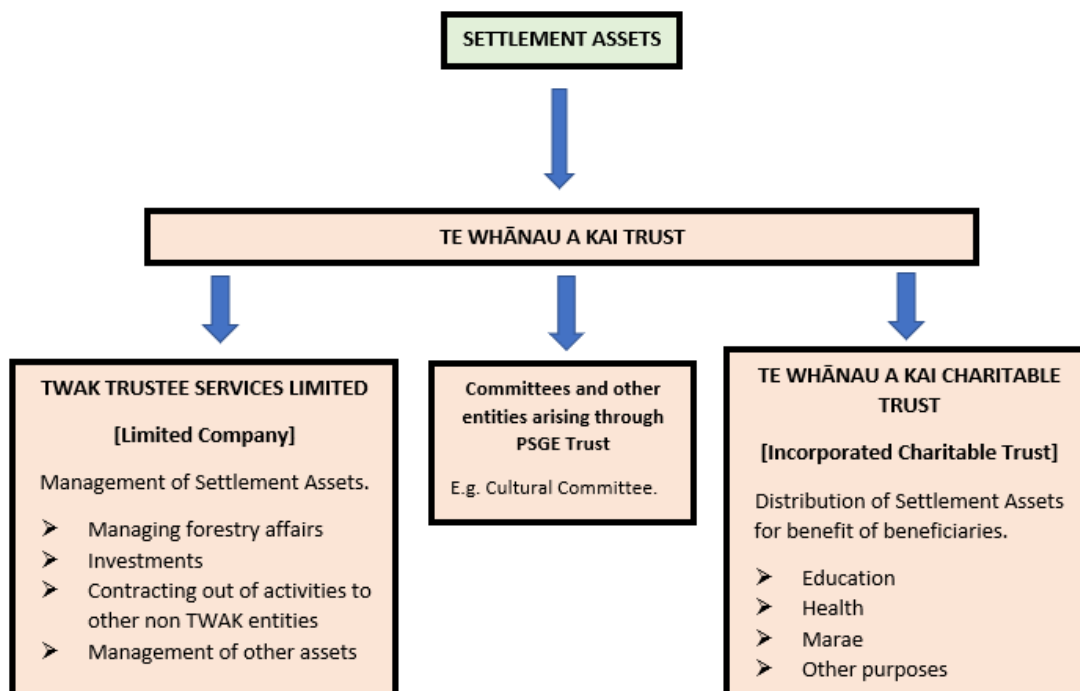
## Structure of the proposed Te Whānau a Kai Trust

The proposed Te Whānau a Kai Trust is a private discretionary trust.

The private discretionary trust structure has been used in a number of Treaty of Waitangi settlements. It is the simplest and least expensive structure. It is flexible from a financial perspective for making distributions to beneficiaries. It is suited to looking after assets and money for a large number of beneficiaries.

## What happens to the current Te Whānau a Kai Trust?

The current Te Whānau a Kai Trust will be renamed as Te Whānau a Kai Charitable Trust and will continue to operate under the PSGE trust to assist with the distribution of the Mangatū forest settlement assets to the Tribe. See the chart below that sets out the entire structure in more detail:



## **Trustees of Te Whānau a Kai Trust**

There will be ten (10) trustees for Te Whānau a Kai Trust. Trustees will be adult registered members of Te Whānau a Kai.

The trustees will be responsible for the overall governance of Te Whānau a Kai Trust. They will act on behalf of all members of Te Whānau a Kai in managing the settlement assets received by Te Whānau a Kai Trust, through robust decision-making.

The Trustees will be responsible for:

- receiving the settlement assets;
- the day to day management of the settlement assets;
- setting the vision and strategic direction of Te Whānau a Kai;
- reporting on the nature and scope of the activities proposed by Te Whānau a Kai Trust or its subsidiaries on an annual basis; and
- preparing short, medium and long-term plans for governance of post-settlement assets.

The trustees will be accountable to members of Te Whānau a Kai Trust.

The initial ten (10) trustees will be in place until the first annual general meeting when elections have concluded and the names of the ten (10) elected establishment trustees have been announced.

## **Election of Trustees**

To be nominated to stand for election as a trustee, a person must be an adult registered member of Te Whānau a Kai and be registered with one of the five (5) Te Whānau a Kai marae.

Adult registered members are then eligible to vote to elect two (2) trustees per Marae where the nominees are running for election. Each election will take place by a Hui-a-Marae (a meeting of the Marae) at each marae. A chief returning officer will be present at each Hui-a-Marae to make sure votes are counted correctly and that appropriate measures are in place for voting to occur.

The chairperson of the Hui-a-Marae will determine the election process for that marae, and any such election process must give the adult members registered with that marae a fair and reasonable opportunity to participate in the election.

Elections will be held every three (3) years.

Trustees will be eligible for re-election.

Adult registered members will be provided at least twenty-one (21) days' notice of the elections held at each marae. Each notice will be in writing and given by post or email, and by newspaper, and will contain the date, time and place of the Hui-a-Marae and a list of the nominees for election as trustees.

## **Subsidiary entities**

The Te Whānau a Kai trust will establish subsidiary entities to assist with the management of Te Whānau a Kai assets. The proposed subsidiaries are set out in the chart.

All subsidiaries must manage Te Whānau a Kai assets on behalf of and for the benefit of the present and future members of Te Whānau a Kai iwi. The trustees of the Te Whānau a Kai Trust shall be responsible for monitoring and overseeing the activities of all subsidiaries to ensure they are operating for the benefit of Te Whānau a Kai.

The directors or trustees of any subsidiary will be appointed and removed by the trustees of the Te Whānau a Kai Trust.

## **Transparency and accountability to the members of Te Whānau a Kai**

The Te Whānau a Kai Trust will be accountable to members of Te Whānau a Kai. The trustees will prepare an annual plan each year covering, among other things:

- the strategic vision of the trust;
- the nature and scope of activities proposed by the trust;
- the ratio of capital to total assets;
- the performance targets and measurements by which the performance of the Trust may be judged;
- the proposed manner for dealing with projected income; and
- any proposals for ongoing management of the Trust's assets.

The trustees 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 Trust will be required to hold an annual general meeting ("AGM") for the members of Te Whānau a Kai. At each AGM, the Trust will be required, among other things, to:

- announce the names of all newly appointed trustees;
- report on the operation of the Trust (and any subsidiaries) during the previous year;
- present the Annual Report and audited consolidated financial statements;
- present the proposed annual plan;
- announce any newly appointed trustees;
- approve trustees' remuneration;
- conduct any other notified business; and
- undertake any other general business.



## **Rights of Te Whānau a Kai adult registered members**

Members of Te Whānau a Kai shall have the right to, among other things:

- review the reports, financial statements and plans and other information from the offices of the Te Whānau a Kai Trust; and
- attend annual and special general meetings, and other meetings of Te Whānau a Kai Trust on notice and at the discretion of the Chairperson.

Adult Members of Te Whānau a Kai shall have the right to, amongst other things:

- put forward proposals for amendments to the Trust Deed for consideration by the trustees;
- call a special general meeting;
- inspect the Te Whānau a Kai register;
- vote in elections;
- be nominated for election and hold office as a Trustee subject to he or she being eligible;
- vote on ordinary and special resolutions of members; and
- receive any notice relating to a major transaction.

Registered adult members of Te Whānau a Kai will also be entitled to vote on resolutions to approve the remuneration of the trustees and entitled to vote on any special resolutions.

A special resolution of members will be required to approve:

- a major transaction (which is a transaction that deals with more than 50% of the value of the Trust's assets);
- amendment of the Trust Deed;
- a resettlement of the Trust's assets; and
- the termination of the Trust.

## **Initial trustees**

Forming a new trust requires trustees to be in place from the time the trust is set up. These will be the initial trustees. To ensure that the PSGE trust can have the best chance of success, the initial trustees will be exactly the same as the current trustees of the existing Te Whānau a Kai Trust (the Charitable Trust). On this basis, the proposed initial trustees are:

- (a) David Hawea (Chairperson);
- (b) Keith Katipa;
- (c) George Horsfall;

- (d) Fred Mulligan;
- (e) Mitchell Ratapu;
- (f) John Ingram;
- (g) Nolene Terere;
- (h) Maxwell Matenga;
- (i) Boydie Pohoiwi; and
- (j) Kuki Green

The initial trustees will serve until the first AGM when the names of the first elected establishment trustees are announced upon their being elected, before the first AGM, by their respective marae.

### **Establishment Trustees**

In order to ensure service of trustees and the knowledge of being a trustee continues, it is proposed that there shall be a rotation of office for those first elected establishment trustees.

It is proposed that:

1. four (4) of the first elected establishment trustees must resign at the second AGM and that four (4) new trustees be elected;
2. then another four (4) remaining first elected establishment trustees resign at the third AGM and that four (4) new trustees be elected;
3. then finally, the remaining two (2) first elected establishment trustees resign at the fourth AGM which will take place at the same time as the first election year.

The retiring first elected establishment trustees shall be eligible for re-election provided they meet the criteria to be a trustee and offer themselves for re-election.

## **Next steps**

### **What happens if both resolutions are approved?**

If the new PSGE and the initial trustees are approved by Te Whānau a Kai members, then the results of the voting shall be provided to the Tribunal for their approval before the Tribunal issues its binding recommendations for the return of the Mangatū forest settlement assets.

Voting **YES** to both resolutions will mean that we are on track to receiving our share of the Mangatū forest settlement assets. The Tribunal is likely to release its decision on the compensation amount in **early January 2021**. There will be a **90-day** period after the Tribunal's decision for negotiation with the Crown over the compensation. After those 90 days, our compensation will be allocated to Te Whānau a Kai.

*Thank you for your support whānau! It's our time to start building a positive future for Te Whānau a Kai.*