Te Nehenehenui Trust Deed Review

Phase III Briefing Document

Purpose of this Briefing Document

This Briefing Document supplements, and should be read together with, the Notice of Special General Meeting and Special Resolution Voting Process to amend the Te Nehenehenui Trust Deed and add Te Awhitu Whānau Maria Marae as a registered marae to Te Nehenehenui (linked here).

The purpose of this Briefing Document is to help iwi members understand and vote on the Special Resolutions. It summarises the proposed amendments covered by those resolutions.

If you would like to see the full detail, including the exact wording of the proposed amendments, please read this Briefing Document together with the marked-up Trust Deed. The marked-up Trust Deed shows the proposed amendments to the current Trust Deed using tracked changes and colour coding for the categories described below.

Note: This Briefing Document is intended as a summary of the proposed amendments only and does not cover every incidental or consequential change.

Background

Te Nehenehenui is required to update its Trust Deed through a Special Resolution vote this year to give effect to changes introduced by the Māori Fisheries Amendment Act 2024. In addition, clause 31 of the Te Nehenehenui Trust Deed requires the Trustees to initiate a review of the terms and operation of the Trust Deed within five years of the Settlement Date (24 November 2022). The Trustees appointed Te Aopare Dewes of Chapman Tripp as the independent facilitator for the Trust Deed review process. The review has been carried out in three phases:

- Phase I considered the Trust's representation model
- Phase II considered the remainder of the Trust Deed
- Phase III is the formal approval process for the proposed amendments.

Phases I and II

Phases I and II are now complete. The independent facilitator's Phase I and Phase II reports are linked here.

In summary, the independent facilitator found that the feedback received from iwi members during Phase II was broadly supportive of the proposed amendments. The proposed amendments are generally technical, practical, and uncontroversial in nature. The independent facilitator recommended that the proposed amendments proceed to a Special Resolution vote of iwi members, and the Trustees have approved that recommendation.

Phase III

We are now in Phase III. This phase includes more information-sharing hui from 21 September, the Special General Meeting on 15 November 2026, and a vote of iwi members on the Special Resolutions.

What you are being asked to vote on

Any amendment to the Trust Deed must be approved by a Special Resolution of iwi members. This means that at least 75% of those who cast a valid vote must vote in favour of a resolution for it to pass. You can vote on each resolution separately. There are five Special Resolutions in total:

1. Resolution One – Consistency with Acts: Amendments for consistency with, or as a result of, the Trusts Act 2019, the Māori Fisheries Amendment Act 2024, the Maniapoto Claims Settlement Act 2022 and the Privacy Act 2020 – being the Category 1 changes, which are summarised below and highlighted in yellow in the marked-up Trust Deed.

2. Resolution Two – Removal of obsolete provisions: Amendments to remove obsolete provisions relating to the establishment period and the transition from the Maniapoto Māori Trust Board – being the Category 2 changes, which are summarised below and highlighted in blue in the marked-up Trust Deed.

3. Resolution Three – Other updates: Other general updates to make the Trust Deed easier to use and understand, and to make operating under it easier from a practical perspective, including correcting typos and errors – being the Category 3 changes, which are summarised below and highlighted in green in the marked-up Trust Deed.

4. Resolution Four – Iwi member feedback: Other changes arising from iwi member feedback received during the Trust Deed review process – being the Category 4 changes, which are summarised below and highlighted in grey in the marked-up Trust Deed.

5. Resolution Five – Adding Te Awhitu Whānau Maria Marae: Amendment to add Te Awhitu Whānau Maria Marae (6053 State Highway 4, RD 6, Taumarunui) as a registered marae to Te Nehenehenui, joining Te Whare ki Tuhua Hikurangi. This addition is highlighted in fuchsia in the marked-up Trust Deed.

Category 1: Consistency with Acts

A number of changes are needed to make the Trust Deed consistent with these Acts.

Category 1 changes have been highlighted in yellow in the marked-up Trust Deed.

Act	Proposed Amendments (in the marked-up Trust Deed)
Trusts Act 2019	The Trust Deed and the Trustees must comply with the Trusts Act 2019. Various changes are proposed to make the Trust Deed consistent with the Trusts Act's language and requirements and to deal with Trustee duties in a way that is consistent with the market standard for PSGEs and equivalent trusts (e.g. large family offices) where trustees have duties to beneficiaries and are responsible for significant assets. See clauses 1.1, 2.2, 2.6, 3.10 – 3.13, 3.17– 3.22, 3.24, 4.3(d), 9.2,16.3, (old) 22.4(b), and 28; Second Schedule rules 2.2(g), 6.8, 12.1(g), and 12.2.
Māori Fisheries Amendment Act 2024	Te Nehenehenui is a Mandated Iwi Organisation (MIO) under the Māori Fisheries Act. The Māori Fisheries Amendment Act 2024 requires MIOs to update certain parts of their trust deeds in 2026. For example, references to "Income Shares" are being changed to "Ordinary Shares". These are largely technical amendments and all iwi that have a MIO have either made these changes or are in the process of making them. See clauses 1.1, 10.3(e), 11.1, 13.1, 14.2, and 25.2; First Schedule rule 3.2; and Fifth Schedule rules 1.2, 3.2, (old) 4.1, and 6.1.
Maniapoto Claims Settlement Act 2022	The Trust Deed was drafted before the Settlement Act came into force. Some definitions and references in the Trust Deed need to be updated for consistency with the Settlement Act. In particular, the definitions of "Maniapoto Settlement Legislation", "Maniapoto Claims", the "Settlement Date", and "Deed of Settlement" need to be updated, and clause 27 (Perpetuity Period) needs to be updated to reflect the Settlement Act. See clauses 1.1, 24.3, 26.1, and 27.
Privacy Act 2020	Acknowledge the purposes for which members' and nominees' personal information may be used. See First Schedule rules 3.3(b)(viii) and 5.1(b); and Second Schedule rules 6.8(vii)-(x) and 12.4.

Category 2: Removing Obsolete Provisions

When the Trust was first established, certain provisions were included in the Trust Deed to deal with the set-up period and the transition from the Maniapoto Māori Trust Board to Te Nehenehenui. Now that Te Nehenehenui is fully established and operational, these provisions are no longer needed. Removing and updating them will make the Trust Deed cleaner, shorter, and easier to read.

Category 2 changes have been highlighted in blue in the marked-up Trust Deed.

Reference	Proposed Amendments (in the marked-up Trust Deed)
Preamble	Update preamble to reflect existing and operational Trust.
Establishment Period and Establishment Trustees	Remove all clauses that refer to the Establishment Period, Establishment Trustees and Subsequent Trustees. See clauses 1.1, 2.5(g), and 3; First Schedule rules 2.4-2.5; Second Schedule rules 1.1, 3.1, 5.1– 5.6, and 13.1 – 13.2; Seventh Schedule rule 1.2.
Rōpū Whakahaere plans, Initial Annual Plan and Five Year Strategic Plan	Remove establishment-era planning requirements and where relevant, replace with ongoing planning and review obligations. See clauses 5.4 – 5.5, and 13.1-13.2, (old) 14.3.

Category 3: Other Updates

These are general improvements to make the Trust Deed easier to use and understand, and to make operating under it easier from a practical perspective.

Category 3 changes have been highlighted in green in the marked-up Trust Deed.

General

- Fixing typos, inconsistencies, and drafting errors.
- Simplifying and clarifying language.
- Permitting electronic signing.

Governance

Reference	Proposed Amendments (in the marked-up Trust Deed)
Trustee Remuneration	Member approval only required for increases in remuneration. See clauses 3.14, 3.15 and (new) 18.1(e).
Auditor Appointment	Trustees appoint auditors directly. See clauses 14.4(d) and 18.1(e).
Trust Entity Boards	Greater flexibility in appointing trustees to non-commercial subsidiary boards. See clause 10.3(d).
Annual Plan and Annual Report	Simplify reporting requirements. See clauses 13.1-13.2, 14.1-14.2, 15.3 and (old) 16.3 – 16.6.

Reference	Proposed Amendments (in the marked-up Trust Deed)
Review of Trust Deed	Require a general review seven years after the most recent review with independent facilitation at the Trustees' discretion. See clause 30.
Resolutions	Authorise Trustees to pass written resolutions. See Third Schedule rules 5.21-5.23.
Disputes Committee	Clarify that Disputes Committee does not deal with matters relating to registration – those are dealt with by the Whakapapa Committee. Provide that the President of the New Zealand Law Society must consult with the Presidents of Te Hunga Roia Māori o Aotearoa (the Māori Law Society) when appointing an independent legal member to the Disputes Committee. See clauses 29.1 and 29.5(c).
Trust Entity Board Remuneration	Clarify that any remuneration of Trustees on Trust Entity boards is subject to safeguards. See clause 10.8.
Prohibition of Benefit and Advantage	Clarify that, other than for Trustee remuneration which has a specific process, Trustees and other people in positions of influence cannot use their role to direct Trust benefits to themselves or others. See clause 20.1.
Trustee Meetings	Clarify the notice and quorum requirements for Trustee meetings, and the limits on Trustee decision-making if fewer than six Trustees remain in office. See rules 4 and 5 of the Third Schedule.

Reference	Proposed Amendments (in the marked-up Trust Deed)
Special General Meetings	Clarify when the Trustees must convene special general meetings and the quorum requirements. See clause 18.3; Fourth Schedule rule 4; Eighth Schedule rules 12-13.

Communication and voting

Members will receive information, and vote, electronically unless by post communications and voting is required or requested by members.

Reference	Proposed Amendments (in the marked-up Trust Deed)
Public Notice	Greater use of pānui and electronic communication. See clauses 1.1 and 18.2; Second Schedule rule 6.10.
Electronic Private Notices and Voting	Electronic notices and voting processes become the default option. See clauses 1.1, 18.2, 18.11(c); First Schedule rule 3.2; Fourth Schedule rule 2.2.
Electronic Meetings and Minutes	Allow electronic participation in general meetings, and have electronic records, where appropriate. See clauses 16.1, 18.8-18.9, 18.17; Third Schedule rules 5.18-5.19, (old)5.21, 7.1.
SGM Ballot Box	Clarify that where a special general meeting is held to consider a special resolution, ballot papers may be placed in a ballot box at the meeting, provided that is not the sole method for returning votes. See Fourth Schedule rule 2.2.

Representation and Elections

These amendments aim to make elections more transparent, reduce uncertainty, and better reflect current practice.

Reference	Proposed Amendments (in the marked-up Trust Deed)
Election/Voting Period	Define election/voting periods more clearly. See clause 1.1; Second Schedule rules 6.12-6.18; Fourth Schedule rules 5.1-7.3.
Whare Changes	Prevent changing Whare affiliation during elections. See clause 1.1; First Schedule rules 5.6-5.7; Second Schedule rules 3.2(a).
Kura Tau Nominations	Clarify and simplify nomination requirements. See Second Schedule rules 6.3, 6.4, 6.6-6.11, 8.2, 9.1.
Intern Trustee and Trustee Removal and Vacancies	Introduce clearer removal and replacement processes. See clauses 4.4 – 4.5; Second Schedule rules 11.1-13.3.
Rōpū Whakahaere Eligibility, Appointments and Replacements	Clarify eligibility requirements, and processes for appointing and replacing Rōpū Whakahaere members. See Seventh Schedule.
Proxy Voting	Remove proxy voting at Hui-a-marae. See Seventh Schedule rules 1.12-1.13.
Te Rōpū Rangatahi Age	Clarify the age range for Te Rōpū Rangatahi representatives is 18 to 35. See clause 7.1.

Reference	Proposed Amendments (in the marked-up Trust Deed)
Trustee Term	Clarify the three-year Trustee term, and stand-down period. See rules 5.2, and 5.4-5.5 of the Second Schedule.

Category 4: Iwi member feedback

These amendments reflect feedback received from iwi members during Phase II of the Trust Deed review process that the independent facilitator considered reasonable, proportionate, and uncontroversial.

Category 4 changes have been highlighted in grey in the marked-up Trust Deed.

Reference	Proposed Amendments (in the marked-up Trust Deed)
Trustee Stand-down Period	Clarify the stand-down period for removed or disqualified Trustees. See clause 21.4, Second Schedule rules 2.2(h)-(i), and 12.3.
Te Rōpū Rangatahi	Clarify Te Rōpū Rangatahi purposes. See clauses 7.1- 7.2.
Ngā Aka Whawhau	Clarify that "outside of the Maniapoto rohe" includes members who reside in New Zealand, Australia and other parts of the world. See clause 8.1.
Intern Trustee Term	Increase the Intern Trustee term from one year to two years. See clause 4.2.

Reference	Proposed Amendments (in the marked-up Trust Deed)
Trustees Resident in NZ	Clarify that Trustees must be ordinarily resident in New Zealand. See clause 3.4; Second Schedule rules 2.1 and 12.1(a).

Adding Te Awhitu Whānau Maria Marae as a registered marae

The Trustees have approved the proposal to add Te Awhitu Whānau Maria Marae (6053 State Highway 4, RD 6, Taumarunui) as a registered marae to Te Nehenehenui, joining Te Whare ki Tuhua Hikurangi.

This addition has been highlighted in fuchsia in the Sixth Schedule of the marked-up Trust Deed.