

CONSTITUTION

Proprietors of Pokapu Incorporation

*Approved at Special General Meeting held on 11 October
2025*

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1. DICTIONARY AND INTERPRETATION

1.1 Definitions

(1) In this constitution, unless the context otherwise requires,—

the Act means *Te Ture Whenua Maori Act 1993*

committee means the committee of management of the incorporation

the court means, as the case may require, the Māori Land Court, the Māori Appellate Court, or both, or any other court of competent jurisdiction

the Registrar means a Registrar of the Māori Land Court; and includes the Chief Registrar and a Deputy Registrar

the Regulations means the *Maori Incorporations Constitution Regulations 1994*

secretary means any person appointed to perform the duties of the secretary of the incorporation

shareholder, in relation to a Māori incorporation, means every person who is registered as the holder of any shares in the incorporation, whether as beneficial owner, trustee, administrator, or otherwise

special resolution, in relation to a Māori incorporation, means a resolution that has been passed at a general meeting of shareholders of the Māori incorporation, being a general meeting of which not less than 21 clear days' notice, specifying the intention to propose the resolution as a special resolution, has been duly given.

1.2 Interpretation of this Constitution Generally

(1) No clause within this constitution, including this clause, is capable of being interpreted without considering the effect that the entirety of chapter 11 has on that clause, except chapter 11 itself.

(2) To avoid doubt, 'no clause within this constitution' referred to in cl. 1.2(1) refers to each and every one of the following:

- (a) Every clause throughout this constitution.
- (b) Every sub-clause throughout this constitution.
- (c) Every paragraph throughout this constitution.
- (d) Every sub-paragraph throughout this constitution.
- (e) Every item throughout this constitution.

(3) To avoid doubt, chapter 11 includes each and every one of the following:

- (a) Every clause in chapter 11.
- (b) Every sub-clause in chapter 11.
- (c) Every paragraph in chapter 11.
- (d) Every sub-paragraph in chapter 11.
- (e) Every item in chapter 11.

1.3 Interpretation of Reworded Statutory Terms

(1) This clause applies where this constitution restates mandatory terms from the Act or the Regulations in different language.

(2) Chapter 11 operates to invoke the general approach to interpretation that:

- (a) Is described in sub-clause (3) below; and,
 - (b) Was held by the Supreme Court of New Zealand in *Bathurst Resources Ltd v L&M Coal Holdings Ltd*,¹ to have been settled by the Supreme Court of New Zealand in *Firm PI 1 Ltd v Zurich Australian Insurance Ltd*.²
- (3) In construing any term in this constitution that corresponds to a term required by the Act or the Regulations, undertake a purposive or contextual interpretation of those mandatory terms, in light of the provisions located in chapter 11 of this constitution, in the following way:
- (a) Ascertain the meaning of the language deployed.
 - (b) Where the ordinary and natural meaning of the language deployed varies from the interpretation assigned to the mandatory term required by the Regulations, assign precisely the meaning of the mandatory term in the Regulations to the corresponding term in this constitution.
 - (c) To avoid doubt, paragraph (b):
 - (i) Applies regardless of whether the language deployed in a provision in this constitution that corresponds with a mandatory term itself appears on its face to have an ordinary and natural meaning; and,
 - (ii) Manufactures ambiguity in respect of every single provision in this constitution that corresponds to a mandatory term, to the extent that ambiguity is necessary for the purposes of ensuring a contextual and purposive interpretation of each clause.

1.4 Interpretation of Amendments Made Pursuant to Sections 253A, 268(3), and 269(7) of the Act

- (1) This clause applies where this constitution has been amended, pursuant to section 253A, section 268(3), or section 269(7) of the Act, to include certain clauses that involve, amongst other things:
- (a) Regulating the types of decisions that the committee may make.
 - (b) Regulating the process by which the committee may make those decisions.
 - (c) Imposing certain manner and form requirements that regulate decisions that are either:
 - (i) Made in aid of certain decisions that the committee may make, as conditions precedent to the making of those decisions.
 - (ii) Made about processes by which the committee may make certain decision.
- (2) Chapter 11 operates to invoke and build upon the general approach to interpretation that:
- (a) Is described in sub-clause (3) below; and,
 - (b) Was held by the Supreme Court of New Zealand in *Bathurst Resources Ltd v L&M Coal Holdings Ltd*,³ to have been settled by the

¹ [2021] NZSC 85; [2021] 1 NZLR 696, 717 [43].

² [2014] NZSC 147; [2015] NZLR 432, 453–455, [60]–[63].

³ [2021] NZSC 85; [2021] 1 NZLR 696, 717 [43].

Supreme Court of New Zealand in *Firm PI 1 Ltd v Zurich Australian Insurance Ltd*.⁴

- (4) In construing any term inserted into this constitution based on the powers conferred on shareholders by sections 253A, 268(3), and 269(7) of the Act, undertake a purposive or contextual interpretation of those terms, in light of the provisions located in chapter 11 of this constitution, in the following way:
- (a) Ascertain the ordinary and natural meaning of the language deployed.
 - (b) Where the adjustment in rights, liabilities, powers, privileges, or obligations based on the ordinary and natural meaning of the language is permitted by sections 253A, 268(3) and 269(7) of the Act, apply the ordinary and natural meaning,
 - (c) Where the ordinary and natural meaning of the language exceeds the ambit of the powers to change this constitution conferred by any combination of sections 253A, 268(3), and 269(7) of the Act, read that clause down so far as is permitted by the meaning of those sections of the Act.
 - (d) To avoid doubt, paragraph (c):
 - (i) Applies regardless of whether the language deployed in a provision in this constitution that has been added in pursuant to sections 253A, 268(3), or 269(7) of the Act itself appears on its face to:
 - 1. Have an ordinary and natural meaning; and,
 - 2. Produces a legal effect that renders inevitable and inescapable a conclusion that the provision is invalid.
 - (ii) Manufactures ambiguity in respect of every single provision in this constitution that has been added in pursuant to sections 253A, 268(3), or 269(7) of the Act, to the extent that ambiguity is necessary for the purposes of ensuring a contextual and purposive interpretation of each clause.
 - (e) To avoid doubt, the court may adopt the interpretation referred to in subclause (4) even where this requires departure from the plain and ordinary meaning of the constitutional text as amended.

⁴ [2014] NZSC 147; [2015] NZLR 432, 453–455, [60]–[63].

2. GENERAL MEETINGS OF SHAREHOLDERS

2.1 Special General Meeting

(1) When a special general meeting can be called

The committee can call a special general meeting of shareholders at any time.

The committee must call a special general meeting when:

- (a) A court orders the committee to do so under section 280 of the Act; or
- (b) Shareholders who together own at least 10% of all shares in the incorporation make a written request for the meeting.

(2) Requirements for a shareholder request

Shareholders making a written request for a special general meeting must:

- (a) In the written request, state the reason for the special general meeting; and,
- (b) Serve the written request to either the chairperson or the secretary of the committee at the incorporation's registered office.

(3) Timeline for holding the meeting

Once the committee receives either of:

- (a) A court order under s 280 of the Act; or,
- (b) A shareholder request that meets the requirements of cl. 2.1(1)(b)–(2) above,

The committee must call and arrange the meeting — and determine the date, time and location of the meeting — so that it occurs within three (3) months of receiving the court order or shareholder request.

(4) Interpretation

- (a) To avoid doubt, nothing in the entirety of clause 2.1 shall be interpreted as interfering with the court's jurisdiction to direct the holding of a special general meeting of shareholders pursuant to s 275(2) of the Act.
- (b) Subject to cl. 2.1(4)(a), cl. 2.1(1)–(3) corresponds with rule 2(1)–(3) of Schedule 1 of the Regulations.
- (c) Pursuant to cl. 1.3, and subject to cl. 2.1(4)(a), cl. 2.1(1)–(3) has the same meaning as rule 2(1)–(3) of Schedule 1 of the Regulations.

2.2 Notice of Meeting

(1) Meeting to be called in writing

To call any general meeting of shareholders — whether an annual general meeting or a special general meeting — the incorporation must provide shareholders with written notice. The written notice must:

- (a) Identify the date, time and location of the meeting;
- (b) Describe of the business to be undertaken at the meeting.

(2) Mandatory notice period for meetings with special resolutions

If a special resolution is being considered at the meeting, shareholders must receive no less than 21 clear days' notice of the date of the meeting.

(3) Mandatory notice period for regular meetings

If there are no special resolutions to be considered at the meeting, shareholders must receive no less than 14 clear days' notice of the date of the meeting.

(4) Method of providing notice for meetings

Notice of the meeting must be sent by:

- (a) Post, to every shareholder whose postal address is recorded in the share register; or,
- (b) Using any other method that shareholders have previously approved by a special resolution at a previous meeting.

(5) Information about voting by proxy or attorney

The notice must inform shareholders that no person can be appointed to vote on their behalf — either as their attorney or proxy — unless they have lodged a copy of the power of attorney or proxy appointment at the incorporation's office; and,

- (a) The document has been received at least 48 hours before the time that the meeting is scheduled to start; or,
- (b) Where the chairperson of the committee allows for the documents to be lodged at a later time, the document has been received by the time nominated by the chairperson.

(6) Interpretation

- (a) Cl. 2.2(1)–(5) corresponds with rule 3(1)–(5) of Schedule 1 of the Regulations.
- (b) Pursuant to cl. 1.3, cl. 2.2(1)–(5) has the same meaning as rule 3(1)–(5) of Schedule 1 of the Regulations.

2.3 Special Resolution

(1) Decisions requiring a special resolution

The following matters must be dealt with by a special resolution:

- (a) Including additional land to the incorporation under section 251 of the Act;
- (b) Amalgamating this incorporation with another incorporation under section 252 of the Act;
- (c) Transferring Māori freehold land under section 254(1)(a)(i) of the Act;
- (d) Granting any lease or licence of Māori freehold land for more than 21 years under section 254(1)(a)(ii) of the Act;
- (e) Selling or gifting Māori freehold land under section 254(1)(b) of the Act;
- (f) Declaring, under s 258 of the Act, that the incorporation holds any of its property or income from property in trust for charitable purposes;
- (g) Limiting or prohibiting the committee from using any of its powers under section 253A of the Act;
- (h) Changing this constitution under section 253A or 268(3) of the Act;
- (i) Winding up (ie, closing down) the incorporation;
- (j) Supporting an application for any of the following orders under section 288(3) of the Act:
 - (i) A partition order;
 - (ii) An amalgamation order; or,
 - (iii) An aggregation order.
- (k) Any matters that this constitution says must be decided by special resolution.

(2) Shareholders may propose special resolutions

- (a) Any shareholder can give written notice to the committee about a special resolution they intend to move at a specified general meeting or the next available general meeting of shareholders.
- (b) When this occurs, the meeting notice sent to all shareholders must include details of the proposed special resolution.
- (3) **Notice requirement for special resolutions**
A special resolution cannot be voted on at any general meeting unless details of that resolution were included in the written meeting notice sent to shareholders.
- (4) **Recording special resolutions**
After shareholders pass any special resolution at a meeting, the incorporation must:
 - (a) Send a copy of the resolution to the Registrar within 21 days;
 - (b) Include details of when and where the meeting was held;To enable the Registrar to record it upon receipt in the official register of Māori incorporations under section 279 of the Act.
- (5) Subject to section 254(3) of the Act, a special resolution to authorise the sale or gift of Māori freehold land under section 254(1)(b) of the Act must be voted for by shareholders holding not less than 75% of the total shares in the incorporation.
- (6) **Interpretation**
 - (a) Cl. 2.3(1)–(5) corresponds with rule 4(1)–(5) of Schedule 1 to the Regulations.
 - (b) Pursuant to cl. 1.3, cl. 2.3(1)–(5) has the same meaning as rule 4(1)–(5) of Schedule 1 to the Regulations.

2.4 Annual General Meeting

- (1) The incorporation must hold an annual general meeting of shareholders every year.
- (2) This meeting must be held within six (6) months after the incorporation's financial year ends.
- (3) The committee decides when and where to hold the meeting.
- (4) **Interpretation**
 - (a) Cl. 2.4(1)–(3) corresponds with rule 5 of Schedule 1 of the Regulations.
 - (b) Pursuant to cl. 1.3, cl. 2.4(1)–(3) has the same meaning as rule 5 of Schedule 1 of the Regulations.

2.5 Business of Annual General Meeting

- (1) The annual general meeting must cover the following matters:
 - (a) **Review previous meeting minutes**
Receive the minutes from the last annual general meeting, and any other general meetings held since then.
 - (b) **Review and approve financial information**
 - (i) Receive and discuss the financial statements;
 - (ii) Review the other reports and statements required by section 276A of the Act that come with the financial statements;

- (iii) If necessary, listen to the auditor's report before adopting these financial documents.

(c) **Elect committee members**

Conduct elections to fill any vacancies on the committee.

(d) **Appoint an auditor**

Choose an auditor (or auditors) under section 277 of the Act.

(e) **Appoint a share valuer**

Choose a share valuer under section 278 of the Act.

(f) **Authorise payments by resolution**

Vote to approve:

- (i) Paying dividends to shareholders under section 259(1)(c) of the Act;
- (ii) Other payments for specific purposes as described in the resolution under section 259(1)(d) of the Act.

(g) **Consider special resolutions**

Discuss and vote on any special resolutions that were properly included in the meeting notice.

(h) **Deal with other general business**

Consider and, if desired, decide on any other general business matters that may arise.

(2) **Interpretation**

- (a) Cl. 2.5(1) corresponds with rule 6(a)–(h) of Schedule 1 of the Regulations.
- (b) Pursuant to cl. 1.3, cl. 2.5(1) has the same meaning as rule 6(a)–(h) of Schedule 1 of the Regulations.

2.6. Chairperson

(1) At every general meeting of shareholders:

- (a) If the chairperson of the committee is at the meeting, they will run the meeting.
- (b) If the chairperson of the committee is absent from the meeting, the other committee members who are present will choose one of themselves to run the meeting.

(2) **Interpretation**

- (a) Cl. 2.6(1) corresponds with rule 7 of Schedule 1 of the Regulations.
- (b) Pursuant to cl. 1.3, cl. 2.6(1) has the same meaning as rule 7 of Schedule 1 of the Regulations.

2.7. Postponement

(1) Before any general meeting of shareholders is scheduled to start, the committee chairperson can:

- (a) Move the meeting to a different date and time; or,
- (b) Change the meeting to a different location.

(2) The chairperson can make these changes if they think it is necessary or expedient.

- (3) When the meeting is postponed, proper notice, including the time and venue for the postponed meeting, must be given to shareholders following the notice requirements in clause 2.2.

(4) Interpretation

- (a) Cl. 2.7(1)–(3) corresponds with rule 8 of Schedule 1 of the Regulations.
(b) Pursuant to cl. 1.3, cl. 2.7(1)–(3) has the same meaning as rule 8 of Schedule 1 of the Regulations.

2.8 Quorum

(1) Minimum number of shareholders

To hold a valid general meeting of shareholders, nine (9) shareholders must attend the meeting: this is the quorum requirement.

(2) Shareholders may amend the quorum requirements

Shareholders can change this minimum number by passing a special resolution at an earlier meeting.

(3) For counting purposes, it does not matter whether shareholders attend:

- (a) In person;
(b) Through a proxy (someone voting on their behalf); or,
(c) Through a duly appointed attorney.

(4) Physical presence requirement

Even if the minimum number of shareholders is met, a general meeting is not sufficiently attended for quorum purposes unless at least 3 shareholders are physically present throughout the entire meeting.

(5) Interpretation

- (a) The shareholders have previously exercised the discretion conferred by both s 275(10) of the Act and rule 9(1) of Schedule 1 of the Regulations, following a special resolution, to reduce the minimum number of shareholders for a valid meeting to nine shareholders.
(b) Subject to cl. 2.8(5)(a), cl. 2.8(1)–(4) corresponds with rule 9 of Schedule 1 of the Regulations.
(c) Subject to cl. 2.8(5)(a), and pursuant to cl. 1.3, cl. 2.8(1)–(4) has the same meaning as rule 9 of Schedule 1 of the Regulations.

2.9 Lack of Quorum

(1) Consequences of lack of quorum at meeting

If not enough shareholders are present within 1 hour after the scheduled start time for the meeting, or if the meeting cannot be held for any other reason, then:

- (a) The meeting will be postponed to a new date, time, and place chosen by the committee;
(b) The committee must give at least 14 clear days' notice of the rescheduled meeting; and,
(c) This notice must be given by placing advertisements twice in one or more daily newspapers that circulate in the area where the incorporation's land is located.

(2) Consequences of lack of quorum at rescheduled meeting

If the rescheduled meeting also doesn't have enough shareholders present within one (1) hour after the scheduled start time for the new meeting, then the meeting is cancelled completely.

(3) Special rule for annual general meetings that are cancelled

If an annual general meeting is cancelled because of lack of quorum, the chairperson must immediately send the financial statements and other reports mentioned in clause 6(b) directly to the Registrar.

(4) Interpretation

(a) Cl. 2.9(1)–(3) corresponds with rule 10 of Schedule 1 of the Regulations.

(b) Pursuant to cl. 1.3, cl. 2.9(1)–(3) has the same meaning as rule 10 of Schedule 1 of the Regulations.

2.10 Adjournment

(1) The chairperson can suspend any general meeting of shareholders and continue it at a different time or place, but only if the shareholders at the meeting agree to this.

(2) Interpretation

(a) Cl. 2.10 corresponds with rule 11 of Schedule 1 of the Regulations.

(b) Pursuant to cl. 1.3, cl. 2.10 has the same meaning as rule 11 of Schedule 1 of the Regulations.

3. VOTING

3.1 Right to Vote

(1) How shareholders can vote

Shareholders can vote in the following ways:

- (a) Attend the meeting in person, or have someone else attend for them (a proxy or attorney); or
- (b) Vote by mail (postal vote), but only if shareholders have previously agreed to allow postal voting by special resolution at a prior general meeting.

(2) Trustees and attorneys can vote

If someone is acting as a trustee for a shareholder under a kai tiaki trust — established under section 217 of the Act — or if someone is the properly appointed attorney for a shareholder, they can:

- (a) Attend meetings
- (b) Vote
- (c) Take other actions

They can do this in person, through a proxy, or by postal vote, with the same rights as if they were the actual shareholder.

(3) Joint shareholders: only one vote counts

When two (2) or more people are registered as owners of the same share, only the vote of the person whose name appears first in the share register will count. The

votes of the other joint owners will be ignored.

(4) Chairperson cannot break tied votes

In the event of a tied vote, the chairperson of a general meeting of shareholders is not entitled to a casting vote to break the tie.

(5) Interpretation

- (a) Cl. 3.1(1)–(4) corresponds with rule 12(1)–(4) of Schedule 1 of the Regulations.
- (b) Pursuant to cl. 1.3, cl. 3.1(1)–(4) has the same meaning as rule 12(1)–(4) of Schedule 1 of the Regulations.

3.2 Voting

(1) Unless someone demands a vote based on shareholding (see clause 3.3):

- (a) Voting at shareholder meetings is done by raising hands;
- (b) Every shareholder attending (in person, by proxy, or by attorney) gets exactly 1 vote, and a decision passes if more than half the votes support it;
- (c) When the chairperson announces that a decision has passed and this is written in the meeting minutes, that is sufficient proof that the decision was made.

(2) Interpretation:

- (a) Cl. 3.2(1)(a)–(c) corresponds with rule 13(a)–(c) of Schedule 1 of the Regulations.
- (b) Pursuant to cl. 1.3, cl. 3.2(1)(a)–(c) has the same meaning as rule 13(a)–(c) of Schedule 1 of the Regulations.

3.3 Votes Based on Shareholding

(1) When a shareholding vote can be requested

A vote based on shareholding (where vote strength depends on how many shares you own) can be requested either before or after the hand-raising vote by:

- (a) At least 5 people who are physically present at the meeting and have the right to vote; or,
- (b) One or more people who together control at least one-tenth of the total voting power of everyone present (in person or by proxy) at the meeting.

(2) How shareholding votes work

In a shareholding vote, each shareholder's voting power is determined by the number of shares they own.

(3) How shareholding votes are conducted

When a shareholding vote happens:

- (a) The chairperson decides how to conduct the vote
- (b) The secretary (with or without people chosen by the chairperson and approved by the meeting to help the secretary) will:
 - (i) Record how everyone votes;
 - (ii) Add up all the votes for and against the decision; and,
 - (iii) Report the results to the chairperson.

(4) Announcing results and record keeping

Once the vote has been conducted, and the votes are counted, the chairperson will announce whether the decision passed or failed. The announcement may take the following forms:

- (a) If there is further business to be conducted at the meeting, the chairperson may make the announcement immediately after the votes have been counted.
- (b) If the meeting has finished all other business before the vote counting is complete, the chairperson can close the meeting and then announce the shareholding vote result later by recording it in the meeting minutes. This record must be signed by the chairperson, secretary, and any people who assisted the secretary in accordance with cl. 3.3(3)(b).

(5) Interpretation

- (a) To avoid doubt, nothing in the entirety of cl. 3.3 shall be interpreted as restricting the apparent operation of section 275(5) of the Act to enable five persons — as opposed to five shareholders — present at a meeting to demand a vote on shareholding.
- (b) Subject to cl. 3.3(5)(a), cl. 3.3(1)–(4) corresponds with rule 14(1)–(4) of Schedule 1 of the Regulations.
- (c) Subject to cl. 3.3(5)(a), and pursuant to cl. 1.3, cl. 3.3(1)–(4) has the same meaning as rule 14(1)–(4) of Schedule 1 of the Regulations.

3.4 Keeping and Disposing of Voting Documents

(1) Document retention requirements

Subject to cl. 3.4(5), all related documents must be kept intact by the incorporation for two (2) months from the date of any of the following events:

- (a) A shareholding vote is taken;
 - (b) Committee members are elected; and/or,
 - (c) Proxies or attorneys are appointed.
- (2) For the purposes of cl. 3.4(1) and (6), 'all related documents' refers to the following documents:
- (a) Voting papers;
 - (b) Appointment notices;
 - (c) Powers of attorney; and,
 - (d) Certificates of non-revocation.

(3) **Disposal of documents**

Subject to cl. 3.4(5)(a), after two (2) months, the documents referred to may be disposed of.

(4) **Method of disposal**

Subject to cl. 3.4(5)(b), the chairperson decides how to dispose of the documents.

(5) **Court investigation procedures**

If, during those two (2) months, the incorporation receives written notice that someone has applied to the court to investigate any voting, election, or proxy appointment, then:

- (a) All related documents referred to in cl. 3.4(2) must be sent to, and filed in, the court; and,
- (b) The court will then decide how to dispose of the documents.

(6) **Interpretation**

- (a) Cl. 3.4(1)–(5) corresponds with rule 15(1)–(2) of Schedule 1 of the Regulations.
 - (b) Pursuant to cl. 1.3, cl. 3.4(1)–(5) has the same meaning as rule 15(1)–(2) of Schedule 1 of the Regulations.
-

4. ATTORNEYS

4.1 Time to Lodge Power of Attorney

(1) Voting requirements for persons exercising powers of attorney

A person exercising a power of attorney cannot vote at a meeting for someone else unless all the following requirements have been met:

- (a) A copy of the power of attorney document must have been delivered to the incorporation's office at least 48 hours before the scheduled meeting start time — or by a later time if the chairperson of the committee allows it; and,
- (b) At the meeting, the person appointed as attorney must sign a certificate of non-revocation of the power of attorney, and give this certificate to the chairperson of the meeting; and,
- (c) The chairperson of the meeting is satisfied that the attorney appointment appears, on its face, to be in valid and proper order.

(2) Rejection of documents

The chairperson may rule that either of the following documents are out of order:

- (a) The copy of the power of attorney; or,
- (b) The certificate of non-revocation of the power of attorney.

(3) Consequences of rejection of documents

If the chairperson decides that a power of attorney, or a certificate of non-revocation of power of attorney, are not acceptable because the chairperson is satisfied that those documents are out of order:

- (a) The chairperson must write the reason for rejection on the copy of the document; and,
- (b) The attorney will not be allowed to vote at the meeting.

(4) Right to inspect attorney documents

Any person who has the right to vote at the meeting can ask to see any power of attorney or certificate of non-revocation of power of attorney that has been submitted.

- (5) The chairperson of the meeting must allow this inspection and give that person an opportunity to raise any concerns about the documents.

(6) Interpretation

- (a) Cl. 4.1(1)–(5) corresponds with rule 16(1)–(3) of Schedule 1 of the Regulations.
- (b) Pursuant to cl. 1.3, cl. 4.1(1)–(5) has the same meaning as rule 16(1)–(3) of Schedule 1 of the Regulations.

5. PROXIES

5.1 Appointment

(1) Rights of proxies

A proxy (someone voting on behalf of a shareholder) has the right to attend the meeting and speak as if they were the actual shareholder.

(2) Required form

A proxy must be appointed using a written notice in the form shown in Schedule 1 (Form 1) or something very similar.

(3) Signature and witness requirements

The appointment notice must be:

- (a) Signed by the shareholder; and,
- (b) Witnessed by another person.

(4) Meeting-specific appointment

The notice must clearly state which specific meeting the proxy is appointed for.

(5) Persons eligible to act as a proxy

Any person who is of full age and capacity can be appointed as a proxy, except:

- (a) Current committee members; and,
- (b) People who have agreed to be nominated for election to the committee.

This applies whether the proxy is acting for a shareholder or for a trustee of a shareholder.

(6) Interpretation

- (a) Cl. 5.1(1)–(5) corresponds with rule 17(1)–(5) of Schedule 1 of the Regulations.
- (b) Pursuant to cl. 1.3, cl. 5.1(1)–(5) has the same meaning as rule 17(1)–(5) of Schedule 1 of the Regulations.

5.2 Cancellation and Lapse of Appointment

(1) How to cancel a proxy appointment

A shareholder can cancel a proxy appointment by:

- (a) Writing a cancellation notice; and,
- (b) Either:
 - (i) Delivering it to the incorporation's office before 10 AM on the last working day before the meeting; or,
 - (ii) Giving it directly to the meeting chairperson.

(2) When proxy appointments automatically end

A proxy appointment automatically ends when:

- (a) The appointment period specified in the original notice expires; or,
- (b) The person who gave the proxy dies; or,
- (c) The appointment is cancelled as described in cl. 5.2(1) above.

(3) Attendance of shareholder at meeting despite proxy appointment

If a shareholder who appointed a proxy comes to the meeting in person:

- (a) They must tell the chairperson they are present;
- (b) The chairperson must announce this to the meeting;

- (c) After this announcement, the proxy cannot vote for that person anymore; and,
- (d) Any votes the proxy already cast before the announcement remain valid.

(4) Interpretation

- (a) Cl. 5.2(1)–(3) corresponds with rule 18(1)–(3) of Schedule 1 of the Regulations.
- (b) Pursuant to cl. 1.3, cl. 5.2(1)–(3) has the same meaning as rule 18(1)–(3) of Schedule 1 of the Regulations.

5.3 Time to Lodge Instrument of Appointment

(1) Deadline and approval requirements

A proxy cannot vote at a meeting unless:

- (a) The appointment notice is delivered to the incorporation's office at least 48 hours before the meeting (or by a later time if the committee chairperson allows it); and,
- (b) The meeting chairperson is satisfied that the appointment appears to be valid and proper.

(2) Rejection of appointment documents

If the chairperson decides that a proxy appointment notice is not acceptable:

- (a) The chairperson must write the reason for rejection on the notice; and,
- (b) The proxy will not be allowed to vote at the meeting.

(3) Entitlement to inspect proxy documents

Any person who has the right to vote at the meeting can ask to see any proxy appointment notice that has been submitted. The meeting chairperson must allow this inspection and let the person raise any concerns about the appointment.

(4) Interpretation

- (a) Cl. 5.3(1)–(3) corresponds with rule 19(1)–(3) of Schedule 1 of the Regulations.
 - (b) Pursuant to cl. 1.3, cl. 5.3(1)–(3) has the same meaning as rules 19(1)–(3) of Schedule 1 of the Regulations.
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6. POSTAL VOTES

6.1 Postal Votes

(1) When postal voting is allowed

Shareholders can vote by mail only if shareholders have previously agreed to allow postal voting by passing a special resolution at an earlier meeting.

(2) Required form for postal votes

Postal votes must be submitted using the form shown in Schedule 1 (Form 2) or something very similar. The form must be:

- (a) Signed by the shareholder; and,
- (b) Witnessed by another person.

(3) Notice must name the postal vote counter

The meeting notice must state the name of the person that the committee has authorized to receive and count postal votes for that meeting.

(4) Default postal vote counter

If no one has been specifically authorised to handle postal votes, or if no one is named in the meeting notice, then the committee secretary automatically becomes responsible for receiving and counting postal votes.

(5) How to submit postal votes

Shareholders can vote by mail on any or all matters being decided at a meeting by:

- (a) Sending written instructions on how they want their shares voted to the authorized postal vote counter; and,
- (b) Making sure these instructions reach the counter at least 48 hours before the meeting starts

(6) Postal voters do not contribute to quorum

Shareholders who vote by mail are not counted when determining whether enough people are present for a valid meeting (quorum).

(7) Duties of the postal vote counter

The person authorized to handle postal votes must:

- (a) Gather all postal votes received by them or by the incorporation;
- (b) For each decision being voted on, count:
 - (i) How many shareholders voted in favour and how many votes each cast in favor; and,
 - (ii) How many shareholders voted against and how many votes each cast against
- (c) Sign a certificate confirming they completed these duties and showing the counting results; and,
- (d) Give this certificate to the meeting chairperson.

(8) How postal votes are included in meeting votes

When voting happens at the meeting on matters where postal votes were also cast, the chairperson must:

- (a) For hand-raising votes: count each postal voting shareholder as one vote for or against;
- (b) For shareholding votes: count the actual number of shares that each postal voting shareholder voted for or against.

(9) When chairperson must call for vote based on shareholding

If the chairperson of a meeting believes that the postal votes might change the outcome between a hand-raising vote and a shareholding vote, they must call for a shareholding vote on that matter.

(10) Certificate must be attached to meeting minutes

The chairperson must make sure the postal vote certificate is attached to the official meeting minutes.

(11) Interpretation

(a) Cl. 6.1(1)–(10) corresponds with rule 20(1)–(10) of Schedule 1 of the Regulations.

(b) Pursuant to cl. 1.3, cl. 6.1(1)–(10) has the same meaning as rule 20(1)–(10) of Schedule 1 of the Regulations.

7. COMMITTEE OF MANAGEMENT

7.1 Election of Committee

(1) **Committee size**

The committee will have seven (7) members.

(2) **Changing committee size**

Shareholders can vote to change the number of committee members, but there must always be at least 3 members and never more than 7 members.

(3) **Interpretation**

(a) At cl. 7.1(1), the shareholders have by resolution exercised the discretion conferred by rule 21(2) of Schedule 1 of the Regulations to fix the number of shareholders at seven (7) members.

(b) Cl. 7.1(2) corresponds with rule 21(2) of Schedule 1 of the Regulations.

(c) Pursuant to cl. 1.3, cl. 7.1(2) has the same meaning as rule 21(2) of Schedule 1 of the Regulations.

7.2 Term of Office

(1) **Standard three-year term**

Subject to cl. 7.2(2)–(4), each committee member serves for three (3) years, with their term ending at the annual general meeting held in the third calendar year after they were elected. Their term can end earlier if they die, resign, or are removed from office.

(2) **Flexible retirement dates**

Despite cl. 7.2(1), shareholders can pass a special resolution to set different retirement dates for committee members to create a rotation system.

(3) **What happens if annual general meeting is missed**

If the annual general meeting where a committee member is supposed to retire does not happen for any reason, that member's term ends on 31 December of that year in which the annual general meeting is missed.

(4) **Filling unexpected vacancies**

If someone is elected to fill a vacancy caused by death, resignation, or removal of a committee member, they serve only for the remaining term of the person they are replacing.

(5) **Definition of calendar year**

In this section, 'calendar year' means a 12-month period ending on December 31st.

(6) **Interpretation**

(a) Cl. 7.2(1)–(5) corresponds with rule 22(1)–(5) of Schedule 1 of the Regulations.

(b) Pursuant to cl. 1.3, cl. 7.2(1)–(5) has the same meaning as rule 22(1)–(5) of Schedule 1 of the Regulations.

7.3 Elections to Management Committee: Nomination Requirements

(1) **Nomination requirement**

A person seeking election to the management committee must be properly nominated according to the rules in this clause 7.3.

(2) Two types of candidates

When elections are undertaken, there are two types of nominees:

- (a) Fresh nominees — who are not presently members of the management committee; and,
- (b) Incumbent nominees—who are, immediately before the elections are undertaken, members of the management committee, and are due to retire at the election in question.

(3) Formal requirements for nominations

The requirements for a nomination are as follows:

- (a) A shareholder must nominate a person to be elected;
- (b) That shareholder making the nomination must make the nomination in writing;
- (c) The person being nominated must accept the nomination in writing;
- (d) That person accepting the nomination in writing must, in accepting that nomination, demonstrate that they are properly qualified to be a member of the management committee by addressing the qualification requirements in cl. 7.3(3); and,
- (e) The shareholder and the person being nominated must lodge the nomination at the incorporation's registered office (or other place specified by the committee).

(4) Qualification requirements

A person who has accepted a nomination for election must prove that they meet ALL of the following requirements:

(a) Professional qualifications

The person must provide ONE of these:

- (i) Certificate from a trustees' training course run by the Māori Land Court;
- (ii) Proof that they have a university degree in finance, management, agriculture, or other relevant university degree, that is shows the person has academic qualifications that are relevant to the appropriate governance, and ongoing management, of the business that the incorporation undertakes;
- (iii) Proof of licence to practice as a lawyer in New Zealand, or equivalent; or,
- (iv) That they have extensive experience managing the same type of business as the incorporation undertakes, along with proof that they are due to complete the trustees' training course run by the Māori Land Court.

(b) Knowledge requirements

The person must provide a written statement showing they understand ALL of the following:

- (i) The Act and the Regulations;
- (ii) This constitution, and how it works;
- (iii) The general law that applies Māori land incorporations; and,
- (iv) The general law that applies to members of management committees of Māori land incorporations, especially the self-

dealing rule (including what it covers and the consequences for failure to follow it).

- (c) **Integrity declaration** - The person must make a sworn statement (statutory declaration) under the Oaths and Declarations Act 1957 declaring either of the following (as appropriate to their situation):

- (i) They have never been investigated for fraud or dishonesty (criminal or civil); or,
- (ii) If they have been investigated, provide complete details about what happened and the outcome.

(5) Deadline for submitting nominations

The incorporation will not accept any nominations less than three (3) days before the scheduled start time of the meeting.

(6) Current members of the management committee deemed to satisfy qualification requirements

A person is deemed to satisfy the qualification requirements in cl. 7.3(4) if they are an incumbent nominee, which means that:

- (a) They are assumed, and do not need to prove, that they satisfy the requirements in cl. 7.3(4); and,
- (b) Without considering the wisdom of any failing to answer questions that may arise from the procedures in cl. 7.5, incumbent nominees are not subject to the procedure(s) in cl. 7.5.

(7) Automatic nomination for incumbent nominees

Committee members whose terms are ending are automatically nominated for re-election unless they submit written notice at least 7 days before the meeting saying they don't want to be nominated.

(8) Interpretation

- (a) The shareholders of the incorporation have, by the appropriate form of resolution, approved the addition of cl. 7.3(2), (3)(d) and (4) to this constitution in reliance on sections 253A, 268(3) and 269(7) of the Act to ensure that:

- (i) People seeking to become members of the management committee understand the obligations of the incorporation, and what it means to be a member of the incorporation's management committee;
 - (ii) Shareholders can be satisfied that people seeking to become members of the management committee are qualified to undertake the role; and,

- (b) Notwithstanding cl. 7.3(2), (3)(d), and (4), the shareholders of the incorporation have, by the appropriate form of resolution, approved the addition of cl. 7.3(6) to this constitution in reliance on sections 253A, 268(3) and 269(7) of the Act to ensure that the enhanced eligibility requirements in cl. 7.3(2), (3)(d) and (4) do not conflict with the rule on the possibility of committee members offering themselves for re-election in accordance created by rule 23(3) of Schedule 1 of the Regulations.

- (c) To avoid doubt, the provisions referred to in paragraphs (a) and (b) above invoke the approach to interpretation described at cl. 1.4.

- (d) Cl. 7.3(2), (3)(a)–(c), (e), (5) and (7) corresponds with rule 23(2)–(4) of Schedule 1 of the Regulations.

- (e) Pursuant to cl. 1.3, cl. 7.3(2), (3)(a)–(c), (e), (5) and (7) has the same meaning as rule 23(2)–(4) of Schedule 1 of the Regulations.

7.4 Holding Elections

(1) When elections are held

Elections to fill committee vacancies happen at the annual general meeting, unless:

- (a) A court orders a special meeting for this purpose; or
- (b) The committee decides to hold the election at a special meeting.

(2) Interpretation

- (a) Cl. 7.4(1) corresponds with rule 23(1) of Schedule 1 of the Regulations.
- (b) Pursuant to cl. 1.3, cl. 7.4(1) has the same meaning as rule 23(1) of Schedule 1 of the Regulations.

7.5 Nominations for Fresh Nominees: Pre-Vote Procedural Requirements

(1) Nominations received shall be read out prior to conducting elections

Before any election for the committee, the following information about each nominated person must be read aloud at the meeting:

- (a) The name of the nominated person;
- (b) The name of the shareholder who made the nomination;
- (c) A summary of the qualification evidence provided under cl. 7.3(3)(a);
- (d) The key points from the written statement of familiarity provided under cl. 7.3(3)(b); and,
- (e) A summary of the statutory declaration provided under clause 7.3(3)(c).

(2) Who may read the information

In addition to making a copy available for inspection by the shareholders, the information described in cl. 7.5(1) shall be read aloud, by either:

- (a) The chairperson of the meeting; or,
- (b) Any other person selected by the chairperson of the meeting.

(3) Managing inspection copies

Inspection copies made for the purpose of satisfying cl. 7.5(2) must:

- (a) Not to be retained by any person, other than the nominee themselves if they wish to retain it; and,
- (b) Must otherwise be shredded as soon as possible after the conclusion of the meeting.

(4) Nominating shareholder's opportunity to speak

After the nomination information has been read out, the shareholder who made the nomination may, if they wish:

- (a) Address the meeting about why they nominated that person;
- (b) Speak for up to three (3) minutes about the nominee's suitability for the committee;
- (c) Highlight any particular qualifications or experience they believe makes the nominee suitable.

(5) Nominated person's opportunity to elaborate

Each nominated person has the right to:

- (a) Address the meeting for up to five (5) minutes;

- (b) Elaborate on any information provided in their nomination documents;
 - (c) Explain their vision for serving on the committee;
 - (d) Provide any additional relevant information about their qualifications or experience.
- (6) **Questions and answers**
After the nominated person has had the opportunity to speak, shareholders may ask questions about:
- (a) The nominee's qualifications or experience;
 - (b) The information provided in the nomination documents; and,
 - (c) The nominee's approach to committee responsibilities.
- (7) **Questions: relevance requirement**
Questions must be relevant to the nominee's suitability for committee membership.
- (8) **Chairperson of meeting may disallow certain questions**
The chairperson may rule questions out of order if they are:
- (a) Not relevant to the election;
 - (b) Personal attacks or inappropriate;
 - (c) Repetitive of questions already asked and answered.
- (9) **Consequences of disallowance by chairperson of meeting**
Questions that the chairperson rules out of order will not be referred to the nominated person to provide an answer.
- (10) **No requirement to answer questions**
Without considering the wisdom of the chosen course of action, the nominated person may choose to answer or decline to answer any question.
- (11) **Time limit for questions and answers**
The total time for questions and answers for each nominee should not normally exceed five (5) minutes, but the chairperson may extend this if necessary for fair consideration.
- (12) **Interpretation**
To avoid doubt:
- (a) The shareholders of the incorporation have, by the appropriate form of resolution, approved the addition of cl. 7.5(1)–(11) to this constitution in reliance on sections 253A, 268(3) and 269(7) of the Act to ensure that:
 - i. People seeking to become members of the management committee understand the obligations of the incorporation, and what it means to be a member of the incorporation's management committee; and,
 - ii. Shareholders can be satisfied that people seeking to become members of the management committee are qualified to undertake the role.
 - (b) Cl. 7.5(1)–(11) invokes the approach to interpretation described at cl. 1.4.

7.6 Election Procedures

- (1) **Uncontested elections**
If the number of eligible nominees doesn't exceed the number of positions available, the meeting chairperson will declare all nominees elected.
- (2) **Contested elections**

If there are more eligible nominees than positions, the chairperson will call for an election. Voting is undertaken in accordance with chapter 3 of this constitution. The secretary — with helpers, if necessary, who must be approved by the meeting — will count votes and report results to the chairperson.

(3) Special rule when secretary is nominated

If the secretary is nominated and there's a contested election, the chairperson will appoint someone else — who must be approved by the meeting — to count the votes.

(4) Declaring winners

The chairperson declares the people with the highest number of votes as elected, and this is recorded in the meeting minutes.

(5) Not enough nominees

If there aren't enough eligible nominees to fill all positions, the chairperson will:

- (a) Declare the nominees elected; and,
- (b) Ask for additional nominations from the meeting.

(6) Floor nominations

People nominated from the meeting floor can only be elected if they accept the nomination in writing.

(7) Fresh nominations made from floor of meeting must answer qualification requirements

A person nominated from the floor of the meeting is required to:

- (a) Provide, in oral form, enough information to deal with the qualification criteria outlined at cl. 7.3(4)(a)–(b); and,
- (b) If elected, follow either of the following procedures:
 - (i) Provide written evidence at a later date, by:
 - 1. Undertaking to provide written evidence to support the answers given at the meeting within a reasonable period of time stipulated by the chairperson of the meeting;
 - 2. Consenting to the secretary recording their answers; and,
 - 3. Consenting to the incorporation retaining the recording, solely for the purposes of verification after which the recording must be destroyed, until the written evidence is provided.
 - (ii) Provide a statutory declaration as to the truth of the oral representations made upon being nominated at the meeting, by:
 - 1. Consenting to the secretary recording their answers;
 - 2. Consenting to the incorporation retaining the recording, until the person stops being a member of the committee;
 - 3. Obtaining a copy of the recording for the purposes of making a statutory declaration, in accordance with the Oaths and Declarations Act 1957, that what the person said at the meeting is true and correct; and,
 - 4. Undertaking to provide the original of that statutory declaration within a period to be determined by the chairperson of the meeting.

- (c) To avoid doubt, the chairperson of the committee may forgive any minor or technical variations between the oral representations, and the information provided after the nominee has followed either of the procedures in cl. 7.6(7)(b), subject to those variations being made known to shareholders at the next general meeting.
- (8) **Application of cl. 7.5(5)–(11) to floor nominees**
Once the procedures in cl. 7.6(7) have been completed, the provisions from cl. 7.5(5)–(11) shall apply to any floor nominees.
- (9) **Official record**
The chairperson must prepare a list of elected members using Schedule 1 (Form 3) and sign it.
- (10) **Registrar notification**
The secretary must countersign the list and send it to the Registrar.
- (11) **Interpretation**
 - (a) The shareholders of the incorporation have, by the appropriate form of resolution, approved the addition of cl. 7.6(7)–(8) to this constitution in reliance on sections 253A, 268(3) and 269(7) of the Act to ensure that:
 - (i) People seeking to become members of the management committee understand the obligations of the incorporation, and what it means to be a member of the incorporation's management committee; and,
 - (ii) Shareholders can be satisfied that people seeking to become members of the management committee are qualified to undertake the role.
 - (b) To avoid doubt, cl. 7.6(7)–(8) invokes the approach to interpretation described at cl. 1.4.
 - (c) Cl. 7.6(1)–(6), (9)–(10) corresponds with rule 23(5)–(12) of Schedule 1 of the Regulations.
 - (d) Pursuant to cl. 1.3, cl. 7.6(1)–(6), (9)–(10) has the same meaning as rules 23(5)–(12) of Schedule 1 of the Regulations.

7.7 Interested Members

(1) Types of interests

Committee members can have two types of interests that must be declared in accordance with the Act, the Regulations, and/or this constitution:

(a) Land interests

Beneficial ownership in the Māori freehold land owned by the incorporation; or,

(b) Other relevant interests

Other financial interests in deals with or concerning the incorporation, or any of its activities.

(2) What are 'other relevant interests'?

A committee member has other relevant interests in a transaction with the incorporation if, for example, the member:

- (a) Is involved in the deal or could make money from it;
- (b) Has a financial interest in another party to the deal;
- (c) Is a committee member, officer, or trustee of another party in the deal (unless it's a subsidiary or entity controlled by the incorporation);

- (d) Is the parent, child, sibling, spouse, civil union partner, or de facto partner of someone involved in or benefiting from the deal; or,
 - (e) Is otherwise materially interested in the transaction, directly or indirectly.
- (3) Registers must be kept**
The incorporation must create and maintain up-to-date registers of both types of interests, as described in cl. 7.8—7.9 of this constitution.
- (4) Some interests do not disqualify a committee member**
People cannot be prevented from being elected to or serving on the committee purely because:
 - (a) They work for the incorporation; or,
 - (b) They have other relevant interests, either direct or indirect, in contracts to which the incorporation is a party.
- (5) When members cannot vote or participate**
Committee members cannot vote or take part in discussions about matters that:
 - (a) Directly or indirectly affect their pay or employment terms with the incorporation; or,
 - (b) Directly or indirectly relate to any deal where they have other relevant interests (as defined in section 2 above).
- (6) Interpretation**
 - (a) The shareholders of the incorporation have, by the appropriate form of resolution, approved the addition of cl. 7.7(1)–(3) to this constitution in reliance on sections 253A, 268(3) and 269(7) of the Act to:
 - i. Clarify the types of interests that exist, and which must be managed, in accordance with obligations derived from common law and equity.
 - ii. Enhance transparency and accountability of committee members to shareholders.
 - (b) To avoid doubt, cl. 7.7(1)–(3) invoke the approach to interpretation described at cl. 1.4.
 - (c) Cl. 7.7(4)–(5) corresponds with rule 24(1)–(2) of Schedule 1 of the Regulations.
 - (d) Pursuant to cl. 1.3, cl. 7.7(4)–(5) has the same meaning as rules 24(1)–(2) of Schedule 1 of the Regulations.

7.8 Register of Interests in Māori Land Held by the Incorporation

- (1) Creating and maintaining the register**
The incorporation must create and keep up-to-date a register that tracks committee members' beneficial ownership interests in the Māori freehold land owned by the incorporation, as required by section 274B of the Act.
- (2) What goes in the register**
The following details must be included in the register if they apply to a committee member's situation:
 - (a) Details of beneficial interests held by each committee member;
 - (b) Details of any dealings in those interests by each committee member; and/or,
 - (c) Declarations made under section 274C of the Act.

(3) How and where to keep the register

The register must be kept either:

- (a) As a physical book at the registered office; or,
- (b) In electronic form.

(4) Who can inspect the register

Whether the register is kept in physical or electronic form, the incorporation must make the register available for inspection during normal business hours, free of charge, to:

- (a) Any shareholder; or,
- (b) Anyone authorised in writing by a shareholder, subject to the committee members, or the secretary, having the right to confirm the authenticity of the written authorisation.

(5) Online access option

If the register is kept electronically, the incorporation may also make it available for viewing on a website, at all reasonable times and free of charge.

(6) Annual declarations required

After each financial year ends, every committee member must, according to section 274C of the Act, promptly declare:

- (a) What beneficial interests they held in the incorporation's land at year-end;
- (b) What dealings they had in those interests during the year

(7) Interpretation

- (a) Cl. 7.8(1) corresponds with rule 39 of Schedule 1 of the Regulations.
- (b) Pursuant to cl. 1.3, cl. 7.8(1) has the same meaning as rule 39 of Schedule 1 of the Regulations.
- (c) Cl. 7.8(2)–(6) corresponds with section 274B–C of the Act.
- (d) Pursuant to cl. 1.3, cl. 7.8(2)–(6) has the same meaning as sections 274B–C of the Act.

7.9 Register of Other Relevant Interests

(1) Creating and keeping the register

The incorporation must create and keep up-to-date a record book that lists any other relevant interests that committee members have in deals or potential dealings with the incorporation.

(2) What goes in the register

The register must contain all the interest declarations that committee members make under section (3) below.

(3) When and what committee members must declare

Where a committee member who has another relevant interest in any dealing or potential dealing with the incorporation (as defined in clause 24(2)), that committee member must immediately:

- (a) Record the details of that interest in the register, and tell the other committee members about it;
- (b) Include either:
 - (i) If they can put a dollar amount on their interest: describe what that other relevant interest is, and how much money is involved; or,

- (ii) If they cannot put a dollar amount on it: describe what that other relevant interest is, and how significant it is.

(4) How to keep the register

The incorporation must keep this register either:

- (a) As a physical book at the main office or business premises, or
- (b) As an electronic file.

(5) Who can see the register and how

- (a) Any shareholder (or someone they authorise in writing) can look at the register for free during normal business hours at the main office.
- (b) The incorporation must email the register to shareholders who have given their email address for this purpose.
- (c) The email must be sent:
 - (i) Within 30 days of any new entry being added to the register; and,
 - (ii) At least once per year, even if nothing new has been added.

(6) Interpretation

The shareholders of the incorporation have, by the appropriate form of resolution, approved the addition of cl. 7.9(1)–(5) to this constitution in reliance on sections 253A, 268(3) and 269(7) of the Act to:

- (a) Clarify the types of interests that exist, and which must be managed, in accordance with obligations derived from common law and equity; and,
- (b) Enhance transparency and accountability of committee members to shareholders.

- (7) To avoid doubt, cl. 7.9(1)–(5) invokes cl. 1.4 of this constitution.
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8. MEETINGS AND BUSINESS OF COMMITTEE

8.1 Appointments to Key Positions

(1) Appointments required by the Act

As required by section 273 of the Act, the committee must:

- (a) Elect a committee chairperson;
- (b) Appoint a secretary for the incorporation; and,
- (c) Choose a location to be the incorporation's registered office.

(2) Additional appointment: deputy chairperson

In addition to the appointment of a committee chairperson, and secretary for the incorporation, this constitution requires the committee to appoint a deputy chairperson from amongst the members of the management committee. In making this modification, the incorporation relies on section 268(3) of the Act.

(3) Additional appointment: treasurer

In addition to the appointment of a committee chairperson, and secretary for the incorporation, this constitution requires the committee to appoint a treasurer from amongst the members of the management committee. In making this modification, the incorporation relies on section 268(3) of the Act.

(4) Filling vacancies

The committee must fill any vacancies in these positions when they occur.

(5) Changing registered office

The committee may change the registered office when needed.

(6) Conditions on the committee's appointment powers

This constitution imposes the following conditions on appointments:

- (a) Now that the incorporation is no longer 'newly constituted', in accordance with section 273 of the Act, the committee must still select a person from amongst their number to be the chairperson.
- (b) Now that the incorporation is no longer 'newly constituted', the committee should either:
 - (i) Appoint a secretary for the incorporation from amongst the members of the committee; or,
 - (ii) If it is lawful to appoint a person other than a committee member as secretary, and the committee appoints someone other than a committee member as secretary, the chairperson of the committee must advise shareholders in writing of:
 - 1. The fact that someone other than a committee member has been appointed as secretary;
 - 2. The reasons for that appointment; and,
 - 3. All terms and other details that are relevant to that appointment, in unredacted form, including any actual or proposed remuneration to be provided for those services.
- (c) Where the committee changes the registered office, the chairperson must:
 - (i) Explain why the registered office location is being changed.
 - (ii) Provide some kind of evidence of the need for that change.
 - (iii) Notify shareholders of the address of new office location.

In imposing these conditions, the shareholders of the incorporation:

- (d) Rely on sections 253A, 268(3) and 269(7), to remove any potential ambiguities arising from the Act or the Regulations according to the plain and ordinary meaning of their text; and,
 - (e) Do so to enhance the accountability of key office bearers to the shareholders of the incorporation.
- (7) **Reporting appointments to the Registrar**
Details of all appointments, elections, and changes must be sent to the Registrar using the form shown in Schedule 1 (Form 4) or a form that provides the same information in a similar format.
- (8) **Interpretation**
- (a) Subject to cl. 8.1(2)–(3) and (6), which are done in reliance upon the powers conferred by sections 253A, 268(3) and 269(7) of the Act, cl. 8.1(1),(4)–(5) and (7) corresponds with rule 25(3)–(4) of Schedule 1 of the Regulations.
 - (b) Subject to cl. 8.1(2)–(3) and (6), which are done in reliance upon the powers conferred by sections 253A, 268(3) and 269(7) of the Act, and pursuant to cl. 1.3, cl. 8.1(1),(4)–(5) and (7) has the same meaning as rule 25(3)–(4) of Schedule 1 of the Regulations.

8.2 Procedure and Meetings of Committee

(1) **General meeting procedures**

Provided that they follow the Act, and any requirements set by shareholders at general meetings, committee members can:

- (a) Meet together to conduct business;
- (b) Postpone meetings; and,
- (c) Set their own procedures as they see fit.

(2) **Minimum attendance required at committee meetings**

To hold a valid committee meeting, the meeting must be attended by:

- (a) Whilst there are seven (7) committee members in office, at least four of the current committee members must be present; or,
- (b) If there are fewer than seven (7) committee members in office, the meeting cannot ever be attended by fewer than three (3) members.

(3) **Calling meetings**

Committee meetings can be called by the chairperson, or held at times and places decided by committee resolution.

(4) **Setting agendas and schedules**

The committee decides what will be discussed at their meetings and when meetings will be held.

(5) **Members can request meetings**

Any two (2) committee members can require the chairperson or secretary to call a meeting.

(6) **Notice requirements**

Unless all committee members agree to shorter notice, every committee member must be given at least 3 clear days' notice of any meeting.

(7) **How to give notice**

- (a) Members may be informed of a meeting in the following ways:

- (i) Notice sent to a member's usual home address, within the required time period, is sufficient to satisfy the notice requirements created by cl. 8.2(6).
 - (ii) Notice sent by email to each member's email address that they have provided to the secretary in writing at any given time.
- (b) For the purposes of cl. 8.2(7)(a):
 - (i) It is noted that rule 25(8) of Schedule 1 of the Regulations creates a sufficient, but not a necessary, condition for the fulfilment of the notice requirement.
 - (ii) It is inferred that the notice requirement may, therefore, be satisfied in other ways.
 - (iii) The shareholders have previously, by resolution at a general meeting and relying on sections 268(3) and 269(7) of the Act, placed the condition given at cl. 8.2(7)(a)(ii) on the notice procedure to make it easier for the committee to conduct its business efficiently.

(8) What happens if chairperson is absent

If the chairperson is not present when a meeting is supposed to start:

- (a) The committee members who are there must choose one of themselves to run the meeting;
- (b) The person chosen should ordinarily be the deputy chairperson; and,
- (c) That person has all the same powers as the regular chairperson for that meeting.

(9) How decisions are made

Questions at committee meetings are decided by majority vote of the members present, but at least 3 members must agree to every committee decision, as required by section 270(2) of the Act.

(10) Chairperson's casting vote

If there's a tie vote, the chairperson gets an extra vote (casting vote) in addition to their regular vote to break the tie.

(11) Meeting minutes required

All committee meeting proceedings must be written down in a minute book.

(12) Interpretation

- (a) Subject to cl. 8.2(7)(a)(ii)–(b) and (8)(b), which are done in reliance upon the powers conferred by sections 268(3) and 269(7) of the Act, cl. 8.2(1)–(7)(a)(i), (8)(a), and (8)(c)–(11) corresponds with rule 25(1)–(2), (5)–(12) of Schedule 1 of the Regulations.
- (b) Subject to cl. 8.2(7)(a)(ii)–(b) and (8)(b), which are done in reliance upon the powers conferred by sections 268(3) and 269(7) of the Act, and pursuant to cl. 1.3, cl. 8.2(1)–(7)(a)(i), (8)(a), and (8)(c)–(11) has the same meaning as rule 25(1)–(2), (5)–(12) of Schedule 1 of the Regulations.
- (c) Cl. 8.2(7)(a)(ii)–(b) and (8)(b), which are done in reliance upon the powers conferred by sections 268(3) and 269(7) of the Act, invoke the approach to interpretation described at cl. 1.4.

8.3 Borrowing Limits

(1) When the committee may borrow money

The committee may only approve borrowing of money in the following circumstances:

- (a) Where the total amount of money that the incorporation owes is less than or equal to \$400,000 in total (whether in one amount owed to one or more parties, or multiple amounts owed to several parties added together) at the time the decision to borrow is made, the committee may approve borrowing as they see fit.
- (b) Where the total amount of money that the incorporation owes is greater than \$400,000, shareholders must approve borrowing by special resolution in every instance.

(2) Legal basis for cl. 8.3(1)

The shareholders of the incorporation have, by the appropriate form of resolution, added cl. 8.3(1)(a)–(b) to this constitution in reliance on sections 268(3) and 269(7) of the Act.

(3) Cl. 8.3(1) invokes the approach to interpretation described at cl. 1.4.

8.4 Disposal of any Land held by the Incorporation

(1) When the incorporation can dispose of any land that it holds

Subject to cl. 8.4(2), the committee cannot sell, lease, or grant any interest of any kind — including a security interest — in any land owned by the incorporation without first obtaining approval from shareholders by special resolution.

(2) Exceptions

The committee may grant the following interests:

- (a) A temporary licence over a short-term basis; or,
- (b) A lease that is less than or equal to seven (7) years.

(3) Legal basis for cl. 8.4(1)–(2)

The shareholders of the incorporation have, by the appropriate form of resolution, added cl. 8.4(1)–(2) to this constitution in reliance on sections 268(3) and 269(7) of the Act.

(4) Cl. 8.4(1)–(2) invoke the approach to interpretation described at cl. 1.4.

8.5 Required Financial Planning Documents

(1) Additional financial documents that the committee must generate

The committee must ensure — either by doing it themselves or having others do it — that:

- (a) A business plan for the incorporation is prepared;
- (b) An annual budget is prepared; and,
- (c) Financial statements are prepared by the incorporation's accountants as soon as reasonably possible after each financial year ends.

(2) Legal basis for cl. 8.5(1)

The shareholders of the incorporation have, by the appropriate form of resolution, added cl. 8.5(1) to this constitution in reliance on sections 268(3) and 269(7) of the Act.

(3) Cl. 8.5(1) invokes the approach to interpretation described at cl. 1.4.

8.6 Document Approval and Shareholder Access

(1) Approval requirements for documents required by cl. 8.5(1)

Once the documents referred to in cl. 8.5(1)(a)–(c) have been generated, the committee must approve the documents when the committee members are satisfied that the documents have been finalised. Approval may be indicated by each committee member signing the cover page of the document in question.

(2) Shareholder access rights

Shareholders have the right to inspect, and get copies of, the documents referred to in cl. (1)(a)–(c) in the following circumstances:

(a) A shareholder has formally notified the committee of their intention to access the documents, by doing the following:

- (i) Telling the committee in writing that they wish to access the documents;
- (ii) Allowing the committee to grant the requested access in the form that the committee keeps the documents, which may be digital access; and,
- (iii) Giving the committee (5) business days to comply with the request.

(b) The time that the shareholder has nominated to inspect, and get copies, of these documents is a reasonable time; and,

(c) The shareholder does not propose to exercise their right in a manner that would interfere with the ordinary operation of the incorporation.

(3) Only shareholders and attorneys may access documents

To avoid confusion, no person may access the documents unless they are:

- (a) A shareholder; or,
- (b) A person properly appointed to exercise a power of attorney on the shareholder's behalf in accordance with chapter 4 of this constitution.

(4) Legal basis for cl. 8.6(1)–(3)

The shareholders of the incorporation have, by the appropriate form of resolution, added cl. 8.6(1)–(3) to this constitution in reliance on sections 268(3) and 269(7) of the Act.

(5) Cl. 8.6(1)–(3) invoke the approach to interpretation described at cl. 1.4.

8.7 Authority to enter Contracts of Service and for Services

(1) Restrictions on power to enter employment contracts or to acquire services

The committee can hire staff, contractors, consultants, and advisers as they think necessary to manage and operate the incorporation, so long as the follow:

- (a) Any other laws — whether the law comes from legislation, regulations, or case law; and,
- (b) Any other requirements created by this constitution.

(2) Legal basis for cl. 8.7(1)

The shareholders of the incorporation have, by the appropriate form of resolution, added cl. 8.7(1) to this constitution in reliance on sections 268(3) and 269(7) of the Act.

(3) Cl. 8.7(1) invokes the approach to interpretation described above at cl. 1.4.

8.8 Manner and Form for Proposing Constitutional Amendments

(1) Three different decisions

As a matter of strict logic, when the committee wants to change this constitution, they must make three separate decisions:

- (a) Whether to propose constitutional amendments at all — ‘should there be any changes to the constitution?’;
- (b) The specific changes to the constitution — ‘what should the changes specifically say?’; and,
- (c) To call a meeting and/or give notice of a special resolution to change the constitution in accordance with the law and this constitution — ‘should we now call the meeting to change the constitution?’.

(2) Clause 8.8 regulates the procedure for making decisions about proposing specific wording for constitutional amendments

To avoid doubt:

- (a) The committee can make the decision referred to in cl. 8.8(1)(a) at any time;
- (b) The committee cannot make the decision referred to in cl. 8.8(1)(b) without following the requirements imposed by the entirety of cl. 8.8 of this constitution;
- (c) This clause does not prevent the committee from making the decision referred to in cl. 8.8(1)(c) at any particular time, subject to the right of any shareholder to challenge that decision in court for any reason.

(3) Mandatory consultation before constitutional changes

Before the committee decides on the specific content or form of any proposed changes to this constitution, the committee must first:

- (a) Hold a consultative wānanga with shareholders; and,
- (b) Allow at least four weeks to pass after the consultative wānanga before making any decision about the specific changes to be proposed at a special general meeting.

(4) Purpose of consultative wānanga

The consultative wānanga must:

- (a) Enable shareholders to receive information about:
 - (i) The changes in question; and,
 - (ii) *Why* the changes are necessary.
- (b) Enable shareholders to express their views about the potential constitutional changes;
- (c) Allow for collective discussion and consideration of different approaches to the proposed constitutional reform;
- (d) Ensure that tikanga Māori principles inform the constitutional amendment process; and,
- (e) Build understanding and consensus among shareholders before specific proposals are developed.

(5) Practical requirements

A consultative wānanga:

- (a) Must be attended by not less than 50 shareholders;
- (b) Must be planned in a way that is economical and represents excellent value for money; and,
- (c) Includes where one or more wānanga are held separately, which may be held in different locations, when the purpose for such an arrangement is to make it easier for the greatest number of shareholders to attend, subject to cl. 8.8(5)(b).

(6) Who may attend

The consultative wānanga may only be attended by:

- (a) The members of the committee;
- (b) Shareholders of the incorporation;
- (c) Any person exercising a power of attorney on behalf of a shareholder; and,
- (d) Any minor children or dependent whānau members of any of the above, but the chairperson may impose *any* reasonable conditions on their attendance as they see fit.

(7) Notice of consultative wānanga

The committee must give at least 21 clear days' notice of any consultative wānanga to all shareholders, specifying:

- (a) The date, time, and place of the wānanga;
- (b) The specific areas of the constitution being considered for potential change;
- (c) The precise changes that the committee is seeking to make; and,
- (d) That the purpose is consultation and discussion, not decision-making, about specific amendments.

(8) Requirements for conducting the consultative wānanga

The consultative wānanga shall be conducted in a manner that:

- (a) Respects tikanga Māori principles of collective discussion and consensus-building;
- (b) Provides all participants with a meaningful opportunity to contribute; and,
- (c) Focuses on gathering input rather than making binding decisions.

(9) Wānanga facilitator

The committee chairperson, or a person appointed by the committee, shall facilitate the wānanga.

(10) Requirement to keep records

The secretary, or other person appointed by the committee, shall keep a record of the wānanga, and in particular, key views and suggestions raised during the wānanga.

(11) Four-week waiting period

Following the wānanga, the committee must wait at least four weeks before:

- (a) Deciding on the specific content of any proposed constitutional changes; and,
- (b) Calling a special general meeting to vote on constitutional amendments.

(12) Committee consideration of wānanga input

When developing specific constitutional amendment proposals, the committee must:

- (a) Give serious and genuine consideration to the views and suggestions raised during the consultative wānanga;
- (b) Where it is both practical and reasonable to do so, incorporate the collective wisdom and preferences expressed by shareholders;
- (c) Where the committee decides not to follow suggestions from the wānanga:
 - (i) Provide, in plain language, the reasons for that decision; and,
 - (ii) Circulate that document to the shareholders together with notice of the special general meeting at which the amendment(s) will be put to a special resolution.

(13) Relationship to other constitutional provisions

This clause operates as a condition precedent to the committee's exercise of any power to decide which specific constitutional amendments should be put to a special resolution. Nothing in this clause affects:

- (a) Shareholders' rights to propose constitutional changes directly;
- (b) The voting requirements for special resolutions to amend the constitution; or,
- (c) Any other substantive or procedural requirements for constitutional amendments set out elsewhere in this constitution, in the Act or in the Regulations.

(14) Exception for changes occurring by operation of law

Subject to cl. 8.8(12), the requirement to hold a wānanga before deciding on specific amendments to submit for shareholder approval — by the form of resolution required by the law, or this constitution — does not apply where changes to the constitution occur by operation of law. This includes where:

- (a) Changes to the Act, the regulations, or other applicable law mean that the constitution has changed automatically in a manner that is completely outside of the committee's control; or,
- (b) A court has ordered constitutional amendments, provided that if the committee approached the court of its own initiative, that it can demonstrate that approaching the court was neither:
 - (i) A strategic device to avoid the wānanga requirement; nor,
 - (ii) A beneficial corollary to the committee to avoid the wānanga requirement.

(15) Requirement to hold wānanga after constitution changed by operation of law

If changes to the constitution occur by operation of law, the committee must:

- (a) As soon as the changes are made, send an updated version of the constitution to all shareholders;
- (b) As soon as reasonably practicable, plan, call and hold a meeting to explain the changes to shareholders, including how those changes affect the rights, powers, privileges and duties of both the incorporation, its management committee, and any other officer or related party of the incorporation.

(16) Legal basis for cl. 8.8(1)–(15)

The shareholders of the incorporation have, by the appropriate form of resolution, added cl. 8.8(1)–(15) to this constitution in reliance on sections 268(3) and 269(7) of the Act.

- (17) Cl. 8.8(1)–(15) invoke the approach to interpretation described at cl. 1.4.

8.9 Requirement for Committee Members to Maintain Liability Insurance

(1) Insurance requirement

Every member of the committee must obtain and maintain appropriate directors and officers liability insurance for the entire time they serve on the committee.

(2) Reimbursement right

Committee members can be reimbursed by the incorporation for the reasonable cost of obtaining and maintaining the insurance required under cl. 8.9(1) of this constitution.

(3) The meaning of 'appropriate' insurance

Insurance is considered appropriate if it provides reasonable coverage for legal liability arising from the committee member's role in managing the incorporation.

(4) Legal basis for cl. 8.9(1)–(3)

The shareholders of the incorporation have, by the appropriate form of resolution, added cl. 8.9(1)–(3) to this constitution in reliance on sections 268(3) and 269(7) of the Act.

(5) Cl. 8.9(1)–(3) invoke the approach to interpretation described at cl. 1.4.

8.10 Committee Meetings by Telephone or Alternative Means

(1) When remote meetings count as real meetings

A committee meeting held by telephone, video call, or other technology that allows instant audio (or audio and video) communication is considered a valid committee meeting if:

- (a) At least the minimum number of members needed for a meeting (quorum) are connected to the call;
- (b) It does not matter if some members are outside New Zealand;
- (c) All the committee meeting rules in this constitution apply to these remote meetings; and,
- (d) Both of the following conditions are met:
 - (i) Every committee member who would normally get notice of in-person meetings must also:
 - 1. Get notice of the remote meeting; and,
 - 2. Be able to join the call or connection.
 - (ii) Everyone participating in the meeting (including committee members and the secretary) must be able to hear all the other participants throughout the entire meeting

(2) Members not to leave by disconnecting call

A committee member cannot leave a remote meeting by hanging up or disconnecting unless they first get permission from the meeting chairperson.

(3) Attendance by telephone or other means to count towards quorum requirement

Committee members are considered to be present and counted toward the minimum attendance requirement for the entire meeting, unless they received permission from the chairperson to leave early.

(4) Meeting minutes for remote meetings

The written record of what happened at a remote meeting serves as official proof that:

- (a) The meeting took place; and,
- (b) All proper procedures were followed.

This is valid as long as either the meeting chairperson or the secretary confirms the minutes are correct.

(5) Interpretation

- (a) Cl. 8.10(1)–(4) corresponds with rule 26(1)–(3) of Schedule 1 of the Regulations.
 - (b) Pursuant to cl. 1.3, cl. 8.10(1)–(4) has the same meaning as rule 26(1)–(3) of Schedule 1 of the Regulations.
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9. SHARES

9.1 Minimum Share Unit

(1) Shareholders have amended the minimum share unit

The shareholders have previously, by special resolution, exercised the power created by rule 27(1) of Schedule 1 of the Regulations to reduce the minimum share unit for the incorporation. The minimum share unit for any one shareholder is 15 shares.

(2) Shareholders may change the minimum share unit

Shareholders can change the minimum number of shares required by passing a special resolution at a meeting.

(3) Prohibition on reducing shareholdings below the minimum share unit

A shareholder cannot sell or transfer shares to anyone if doing so would leave that shareholder seeking to transfer their shares with fewer shares than the minimum required amount — that is, following cl. 9.1(1), fewer than 15 shares.

(4) Transfers of less than minimum share unit

A shareholder cannot transfer fewer shares than the minimum required amount to another person, except in the following situations:

- (a) The shareholder is transferring ALL of their shares (leaving them with zero shares); and,
- (b) The shares are being transferred to:
 - (i) An existing shareholder of the incorporation; or,
 - (ii) The incorporation itself, or a trustee acting for a putea trust or whanau trust.

(5) Interpretation

- (a) Subject to cl. 9.1(1), cl. 9.1(2)–(3) corresponds with rule 27(1)–(3) of Schedule 1 of the Regulations.
- (b) Subject to cl. 9.1(1), and pursuant to cl. 1.3, cl. 9.1(2)–(3) has the same meaning as rule 27(1)–(3) of Schedule 1 of the Regulations.

9.2 Form of Transfer

(1) Required transfer form

When shares are transferred from one person to another, the transfer must be done using the form shown in Schedule 1 (Form 5) — or in a form of like effect. The form must be:

- (a) Signed by the person transferring the shares (the transferor); and,
- (b) Witnessed by another person.

(2) Witness information required

The witness must write their occupation and address next to, or immediately following, their signature.

(3) Interpretation

- (a) Cl. 9.2(1)–(2) corresponds with rule 28(1)–(2) of Schedule 1 of the Regulations.
- (b) Pursuant to cl. 1.3, cl. 9.2(1)–(2) has the same meaning as rule 28(1)–(2) of Schedule 1 of the Regulations.

9.3 Form of Certificate as to Shareholding

- (1) Any certificate as to shareholding that is issued under s 263(4) of the Act must use form 6 provided in Schedule 1 of this constitution.
- (2) **Interpretation**
 - (a) Cl. 9.3(1) corresponds with rule 29 of Schedule 1 of the Regulations.
 - (b) Pursuant to cl. 1.3, cl. 9.3(1) has the same meaning as rule 29 of Schedule 1 of the Regulations.

9.4 Share Register

- (1) **Where the register is kept**

The share register — which is the official record of all shareholders — must be kept at the incorporation's registered office.
- (2) **Who can inspect the register**

The following persons may inspect the share register:

 - (a) Any shareholder can inspect the register during office hours for free;
 - (b) A person authorised by any shareholder to inspect the register on the shareholder's behalf.
 - (c) Other people can also inspect it during office hours but may have to pay a fee — if shareholders have set one by special resolution.
- (3) **Interpretation**
 - (a) Cl. 9.4(1)–(2) corresponds with rule 30(1)–(2) of Schedule 1 of the Regulations.
 - (b) Pursuant to cl. 1.3, cl. 9.4(1)–(2) has the same meaning as rule 30(1)–(2) of Schedule 1 of the Regulations.

9.5 Registration of Share Transfers

- (1) **How to apply for transfer registration**

To get a share transfer officially recorded, a person entitled to a transfer of shares must:

 - (a) Write a formal application to the committee; and,
 - (b) Include a completed share transfer form with the application.
- (2) **Committee approval required**

No share transfer will be recorded in the official register unless the committee approves it.
- (3) **Committee's entitlement to be satisfied of certain matters before approving transfer**

Before approving the transfer, the committee is entitled to be satisfied that:

 - (a) The transfer document is authentic; and,
 - (b) The person nominated in the share transfer application documents — referred to in cl. 9.5(1)(a)–(b) — to receive the shares is legally allowed to own them.
- (4) **Further steps that the committee may take to be satisfied of certain matters**

The committee is entitled to take the following steps to be satisfied of the factors outlined in cl. 9.5(3)(a)–(b):

 - (a) Ask for further proof that the transfer document is genuine; and,
 - (b) Take steps to ensure that:

- (i) The person transferring the shares is actually the registered owner; and,
- (ii) The person receiving the shares is legally allowed to own them in accordance with Part 7 of the Act.

(5) Interpretation

- (a) Cl. 9.5(1)–(4) corresponds with rule 31(1)–(2) of Schedule 1 of the Regulations.
- (b) Pursuant to cl. 1.3, cl. 9.5(1)–(4) has the same meaning as rule 31(1)–(2) of Schedule 1 of the Regulations.

9.6 Registration of Orders

(1) Secretary to amend share register upon receiving a court order vesting share ownership in any person

When the incorporation receives an order of the court vesting ownership of shares in any person, the secretary must:

- (a) Update the share register as quickly as possible to match what the court ordered; and,
- (b) Inform the committee that the register has been updated.

(2) Interpretation

- (a) Cl. 9.6(1) corresponds with rule 32 of Schedule 1 of the Regulations.
- (b) Pursuant to cl. 1.3, cl. 9.6(1) has the same meaning as rule 32 of Schedule 1 of the Regulations.

9.7 Shares Held in Trust

(1) Trust ownership in the register

Trustees of a putea trust or whanau trust can have their names put in the share register as the owners of shares, but only if the committee agrees. Before agreeing, the committee can ask for proof that:

- (a) The shares actually belong to the trust; and,
- (b) The people claiming to be trustees are properly appointed.

(2) Representative ownership notation

When someone holds shares on behalf of others (as a representative), this must be noted next to their name in the share register. However, the incorporation and its officers do not need to investigate what is behind this arrangement when dealing with matters related to those shares.

(3) Interpretation

- (a) Cl. 9.7(1)–(2) corresponds with rule 33(1)–(2) of Schedule 1 of the Regulations.
- (b) Pursuant to cl. 1.3, cl. 9.7(1)–(2) has the same meaning as rule 33(1)–(2) of Schedule 1 of the Regulations.

9.8 Correction to Share Register

(1) Correction of share register requires committee approval

The share register can only be corrected with the committee's approval and direction. Before making any correction, the committee can:

- (a) Ask for proof that the proposed correction is authorised; and,

- (b) Require an indemnity to protect against any legal claims that might result from making the correction.

(2) Interpretation

- (a) Cl. 9.8(1) corresponds with rule 34 of Schedule 1 of the Regulations.
- (b) Pursuant to cl. 1.3, cl. 9.8(1) has the same meaning as rule 34 of Schedule 1 of the Regulations.

9.9 Suspension of Registration

(1) Temporary pause for registrations of shareholdings

The committee can temporarily suspend registering share transfers and court orders for periods of up to 30 days in any year

(2) Interpretation

- (a) Cl. 9.9(1) corresponds with rule 35 of Schedule 1 of the Regulations.
 - (b) Pursuant to cl. 1.3, cl. 9.9(1) has the same meaning as rule 35 of Schedule 1 of the Regulations.
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10. MISCELLANEOUS PROVISIONS

10.1 Minutes

(1) Recording meetings

All meetings must have their proceedings written down in a minute book. This applies to:

- (a) Every general meeting of shareholders; and
- (b) Every meeting of the committee

(2) Legal value of signed minutes

When minutes have been signed as correct by the meeting chairperson, they serve, on their face, as official evidence of what occurred at the meeting.

(3) Interpretation

- (a) Cl. 10.1(1)–(2) corresponds with rule 36(1)–(2) of Schedule 1 of the Regulations.
- (b) Pursuant to cl. 1.3, cl. 10.1(1)–(2) has the same meaning as rule 36(1)–(2) of Schedule 1 of the Regulations.

10.2 Custody of Books, Records, and Seal

(1) Persons responsible for safe keeping of books, records, and seal

The secretary — or other person(s) formally appointed by the committee — must keep safe custody of:

- (a) All books and records of the incorporation;
- (b) All books and records of the committee; and,
- (c) The incorporation's common seal.

(2) Interpretation

- (a) Cl. 10.2(1) corresponds with rule 37 of Schedule 1 of the Regulations.
- (b) Pursuant to cl. 1.3, cl. 10.2(1) has the same meaning as rule 37 of Schedule 1 of the Regulations.

10.3 Common Seal

(1) Requirements for common seal

The incorporation's common seal must be a stamp or die that:

- (a) Is approved by the committee; and,
- (b) Has the incorporation's name engraved or stamped on it in clear, readable letters.

(2) Interpretation

- (a) Cl. 10.3(1) corresponds with rule 38 of Schedule 1 of the Regulations.
- (b) Pursuant to cl. 1.3, cl. 10.3(1) has the same meaning as rule 38 of Schedule 1 of the Regulations.

11. CONTEXT AND SEVERANCE

11.1 Context

- (1) The shareholders of the Proprietors of Pokapu Incorporation have required, and consented in accordance with the requirements of the Act and the Regulations, substantial changes to this constitution.
- (2) A lack of accountability of the committee to shareholders generated substantial hara, disempowerment and disengagement amongst shareholders. The changes in this constitution represent the efforts of the committee, and shareholders, to:
 - (a) Respond to that hara, disempowerment and disengagement.
 - (b) Acknowledge the reasons for that lack of accountability, including:
 - (i) A lack of understanding by members of the committee regarding how common law and equitable responsibilities interact with the constitution.
 - (ii) Difficulty in ascertaining the precise meanings and legal effects of relevant provisions of the Act, the Regulations and the constitution.
 - (c) Rebalance the ea in the governance relationship as between the shareholders, the Incorporation and its committee.
- (3) The changes that were sought are summarised as follows:
 - (a) **Use of plain English**

Making the rights, liabilities, powers, privileges, or obligations conferred or imposed by the Act or the Regulations upon any person easier to understand by:

 - (i) Simplifying the vocabulary to avoid the use of unnecessarily technical or arcane language.
 - (ii) Using shorter sentences and explanatory headings. This is to avoid arcane sentence structures typical of drafting styles used in the Act or the Regulations that undermine, rather than reinforce, transparency and accountability of members of the committee to the shareholders.
 - (iii) Ensuring, as much as possible, that the efforts to make it easier to understand the constitution, the Act and the Regulations do not result in the amendments being declared to be invalid.
 - (b) **Departure from plain English where necessary**

Notwithstanding the ambition to use plain English drafting, it is accepted that certain technical language is necessary in this constitution. The necessity for technical language arises in the following circumstances:

 - (i) Certain terms of art are required to be used and cannot be accurately explained otherwise than by using those terms; and,
 - (ii) The provisions of this chapter — chapter 11 — are technical, and are deployed to invoke specific canons and common law rules of construction that are to be used in interpreting this constitution.
 - (c) For the purposes of cl. 11.1(3)(b)(i):

- (i) 'Terms of art' refers to legal terms with established technical meanings that cannot be adequately expressed in plain English without loss of precision or legal accuracy; and,
 - (ii) Examples of such terms include, but are not limited to, references in cl. 4.1(1) to persons exercising a power of attorney in respect of a shareholder.
- (d) For the purposes of cl. 11.1(3)(b)(ii), chapter 11 deploys technical language that requires the court, in construing and interpreting this constitution, to follow the peculiar and technical approach to construction that entails departing from the plain and ordinary meaning of the text of provisions in this document.
- (e) The approach referred to in cl. 11.3(d) is to be exercised where it is necessary to recognise that the meaning of the terms that correspond to a mandatory term bear a meaning that is in every respect identical to the mandatory term.
- (f) For the purposes of cl. 11.3(e), a mandatory term, or the plural form thereof, is a term that is required by the Act, and/or contained within the Regulations.
- (g) **Structural organisation**
Making the structure of the constitution easier to navigate by:
 - (i) Including a table of contents.
 - (ii) Where relevant, using descriptive headings.
- (h) **Enhanced measures to ensure better governance and transparency**
Ensuring that prospective members of the committee understand what their rights, liabilities, powers, privileges and obligations will be if elected to the committee through the following provisions:
 - (i) Demonstrating that they are appropriately qualified to discharge those obligations, by at least undertaking the trustee training offered by the Māori Land Court (given the overlap between duties of trustees, and of committee members).
 - (ii) Demonstrating that they know the terms of the Act, the Regulations and the constitution itself.
 - (iii) Disclosing any prior investigations of fraud or dishonesty into their conduct.
- (i) Creating a separate conflict of interest register to disclose and manage financial interests unrelated to the land, preventing members of the committee from prioritising personal gain over shareholders or the organisation.
- (j) Removing clauses from the prior constitution that purport by necessary implication to restrict the right of shareholders to invoke the jurisdiction of any court of competent jurisdiction.
- (k) **Financial controls and transparency**
Ensuring shareholders have greater oversight over the incorporation's finances through the following provisions:
 - (i) Providing a clearer explanation of debt limits.
 - (ii) Permitting greater access rights — including by digital access for shareholders residing beyond Te Tai Tokerau — to financial documents.

- (iii) Imposing additional restrictions on the disposal of lands.
- (l) **Mandatory consultative wānanga for constitutional changes**
Ensuring that shareholders have a greater say in specific constitutional changes sought at the committee's initiative, including the explicit content and wording of those changes, before deciding to submit those changes to a special resolution of shareholders. This is achieved by requiring the committee to consult shareholders — by way of tikanga grounded wānanga — on the content of any specific constitutional changes *before* those specific changes are submitted to a vote at a special resolution.
- (4) In making these changes, the shareholders:
 - (a) Rely upon the nature, structure, and various provisions of the Act to change this constitution in any manner that is not inconsistent with any provision of the Act or any regulations under it. The shareholders specifically rely upon the following:
 - (i) The Preamble of the Act.⁵
 - (ii) Section 2 of the Act,⁶ with particular reference to the facilitation and promotion of the retention, use, development and control of the land held by the Incorporation.

⁵ As of 11 October 2025, the Preamble of the Act was stated in the following terms:

Preamble

Nā te mea i roto nā te Tiriti o Waitangi i motuhake ai te noho a te iwi me te Karauna: ā, nā te mea e tika ana kia whakaūtia anō te wairua o te wā i roto atu ai te kāwanatanga kia riro mai ai te mau tonu o te rangatiratanga e takoto nei i roto i te Tiriti o Waitangi: ā, nā te mea e tika ana kia mārama ko te whenua he taonga tuku iho e tino whakaaro nuitia ana e te iwi Māori, ā, nā tērā he whakahau kia mau tonu taua whenua ki te iwi nōna, ki ō rātou whānau, hapū hoki, a, a ki te whakangungu i ngā wāhi tapu hei whakamāmā i te nohotanga, i te whakahaeretanga, i te whakamahitanga o taua whenua hei painga mō te hunga nōna, mō ō rātou whānau, hapū hoki: ā, nā te mea e tika ana kia tū tonu he Kooti, ā, kia whakatakototia he tikanga hei āwhina i te iwi Māori kia taea ai ēnei kaupapa te whakatinana.

Whereas the Treaty of Waitangi established the special relationship between the Maori people and the Crown: And whereas it is desirable that the spirit of the exchange of kawanatanga for the protection of rangatiratanga embodied in the Treaty of Waitangi be reaffirmed: And whereas it is desirable to recognise that land is a taonga tuku iho of special significance to Maori people and, for that reason, to promote the retention of that land in the hands of its owners, their whanau, and their hapu, and to protect wahi tapu: and to facilitate the occupation, development, and utilisation of that land for the benefit of its owners, their whanau, and their hapu: And whereas it is desirable to maintain a court and to establish mechanisms to assist the Maori people to achieve the implementation of these principles.

⁶ As of 11 October 2025, s 2 of the Act provided as follows:

2 Interpretation of Act generally

- (1) It is the intention of Parliament that the provisions of this Act shall be interpreted in a manner that best furthers the principles set out in the Preamble.
- (2) Without limiting the generality of subsection (1), it is the intention of Parliament that powers, duties, and discretions conferred by this Act shall be exercised, as far as possible, in a manner that facilitates and promotes the retention, use, development, and control of Maori land as taonga tuku iho by Maori owners, their whanau, their hapu and their descendants, and that protects wahi tapu.
- (3) In the event of any conflict in meaning between the Maori and the English versions of the Preamble, the Maori version shall prevail.

- (iii) Section 253A of the Act.⁷
 - (iv) Section 268(3) of the Act.⁸
 - (v) Section 269(7) of the Act.⁹
- (b) Contribute to perfecting the incorporation's observance of the following tenets of the tikanga applicable to the land held by the incorporation in order to protect the taonga tuku iho of shareholders:
- (i) **Whānaungatanga**
The shareholders awhi and protect each other by ensuring the incorporation is bound by a constitutional text that is accessible to any shareholder, regardless of their educational background. The shareholders do so to better facilitate and maintain transparency for each shareholder in the following relationships:
 1. Their relationship with the incorporation;
 2. Their relationship with the committee of the incorporation; and,
 3. Their relationships with each other shareholder (whether individually or as a collective).
 - (ii) **Mana**
The shareholders collectively ensure that each shareholder protects and enhances their mana, the mana of their whanau, and the mana of their fellow shareholders to discharge their tikanga obligations as whānaunga, by ensuring that each shareholder can:
 1. Understand this constitution by eliminating unnecessarily technical language or drafting style.

⁷ As of 11 October 2025, section 253A of the Act provided as follows:

253A Power to impose limitations or restrictions on powers of incorporation

The shareholders of a Maori incorporation may from time to time, at a general meeting of the incorporation, by resolution passed in such manner as may be prescribed by the constitution of the incorporation,—

- (a) include in that constitution provisions imposing limitations or restrictions or both on the powers conferred on the incorporation by section 253;
- (b) omit from that constitution, or vary, any provisions included in that constitution pursuant to paragraph (a).

⁸ Notwithstanding s 268(2) of the Act. As of 11 October 2025, s 268(1)–(3) of the Act provided as follows:

268 Maori incorporations to have constitution

- (1) Every Maori incorporation shall have a constitution governing its internal management.
- (2) Subject to subsection (3) and to section 253A, the constitution of every Maori incorporation shall be that prescribed by regulations made under this Act.
- (3) A Maori incorporation may, by special resolution of the shareholders, alter, add to, or replace its constitution in any way that is not inconsistent with any provision of this Act or any regulations made under this Act.

⁹ At the date upon which this constitution was amended in accordance with the Regulations, section 269(7) of the Act provided as follows:

269 Committee

- ...
- (7) Except as may be provided by the incorporation's constitution, and subject to any conditions that may be imposed on the committee by resolution passed at a general meeting of shareholders, the committee may regulate its procedures as it thinks fit.

2. Understand their rights, responsibilities, and privileges under this constitution.
3. Participate meaningfully in discussions and decisions about their taonga which they have entrusted to the incorporation.

(iii) **Tika and pono**

This constitution creates several rights, responsibilities and privileges for shareholders, members of the committee, the incorporation, and third parties alike. By making this constitution clear for anyone to understand through plain English, the shareholders ensure that everyone can determine what those rights, responsibilities and privileges are. By doing this, the shareholders also ensure that processes are correct and just — tika and pono — towards:

1. Each other, both with other shareholders as whanaunga and in their dealings with the incorporation itself;
2. Members of the incorporation's committee; and,
3. Third parties as they engage in dealings with the incorporation, and its committee.

The purpose of this is to make sure that no shareholder is stranded without the ability to find out what their rights, responsibilities and privileges are under this constitution. In this way, shareholders protect their participation in the management of assets, as taonga tuku iho, which are held by the incorporation.

(iv) **Rangatiratanga**

By stating this constitution in plain English, the shareholders enable all shareholders, and their respective whanau, to make the best possible decisions for themselves, and their whanau. The purpose of this is to enhance the rangatiratanga of each shareholder and their whanau by enabling shareholders to exercise meaningful self-determination over collectively owned lands and assets as taonga tuku iho.

- (c) Restore and rebalance the ea to the governance relationship between the committee towards shareholders. It does so by reallocating the kawenga-taumahatanga of interpreting the dense technical language contained in the Regulations and the Act to the committee. That is because the committee, being in control of the incorporation's assets, is best resourced to shoulder that burden, rather than on shareholders exercising their guaranteed rangatiratanga.

(5) **Constitution to be read in light of historical context**

Each and every provision of this constitution is to be read in light of the context established in clause 11.1, and every sub-clause, paragraph, sub-paragraph, and item contained in this clause 11.1.

(6) **Exercise of common law rule urging reliance upon context in interpretation**

This constitution avails itself of the common law approach to construction, referred to in cl. 1.3–1.4, that emphasises the necessity of taking heed of

context in undertaking a contextual or purposive approach to interpreting the following documents:

- (a) Trust deeds:¹⁰ insofar as a Māori incorporation is regarded as a species of trust.¹¹
- (b) Contracts:¹² insofar as a Māori incorporation's constitution can be regarded as analogous to a contract between shareholders, in common with companies formed under the *Companies Act 1993*.¹³

11.2 Plain English Drafting and Interpretation

(1) Interpretation of all clauses throughout this constitution

Together with clause 11.1, every clause in this constitution is to be read and construed in light of the entirety of clause 11.2, including every sub-clause, paragraph, sub-paragraph, and item located within this clause 11.2.

(2) Use of accessible language does not diminish legal effect of mandatory terms

Except where permitted by the Act or the Regulations, the use of accessible language in this constitution does not adjust or diminish the legal rights, obligations, and protections provided by the Act and the Regulations.

(3) Each mandatory term of this constitution to be read as though it is identical in each and every respect to those in the Act or the Regulations

Except where any inconsistency is permitted by the Act or the Regulations, any person exercising a jurisdiction for any purpose that requires the construction and interpretation of this constitution must interpret and construe the mandatory terms in this constitution as though those terms are identical in each and every respect to those terms in the Act and the Regulations.

(4) Modern drafting standards used to uphold and reinforce shareholder mana through accessible language

This constitution has been redrafted in plain English to assist better understanding by any person seeking to rely upon it in dealings with the Incorporation.

(5) Ambiguity in the text of amendments permitted by the Act

Where any ambiguity arises in the text of amendments permitted by sections 253A, 268(3), and/or 269(7), the ambiguity is to be resolved:

- (a) In favour of a shareholder; and,

¹⁰ *Powell v Powell* [2015] NZCA 133, [53]–[54] quoting *Boat Park Ltd v Hutchinson* [1999] 2 NZLR 74 (CA) 81–82; *Investors Compensation Scheme Ltd v West Bromwich Building Society* [1997] UKHL 28, [1998] 1 WLR 896, 912–913.

¹¹ *Tataurangi Tairuakena v Mua Carr* [1927] NZLR 688 (CA), 694. See also, the Act 1993 s 250(4): 'From and after its constitution, every Māori incorporation shall hold the land and other assets vested in it *on trust for the incorporated owners in proportion to their several interests in the land*;' the Act s 250(5), which provides that 'no Māori incorporation acting in accordance with its powers and in compliance with this Act or any other Act shall be in breach of trust;' the Act s 253(b), which refers to the incorporation having 'full capacity in the discharge of the obligations of the trust in the best interests of the shareholders...'

¹² *Ord v Calan Healthcare Properties Ltd* [2004] 2 NZLR 122 (HC), 125 [9].

¹³ *Companies Act 1993* s 31.

- (b) At all times, contrary to the interests of the committee.
- (6) To avoid doubt whatsoever:
 - (a) **No inconsistency between the Act, the Regulations, and this constitution**

Except where authorised by sections 253A, 268(3), 269(7) of the Act, nothing in this constitution adjusts the rights, liabilities, powers, privileges, or obligations conferred or imposed by the Act or the Regulations upon any person.
 - (b) **Treatment of words or expressions**

Where words or expressions contained in this constitution:

 - (i) Are the same as the provisions of the Act or the rules in the Regulations, they have the same meanings as in the Act or the Regulations.
 - (ii) Differ from the relevant provisions of the Act or the rules in the Regulations, those provisions shall be construed as though they have the same meanings as their analogous provisions in the Act or the Regulations.
 - (c) **Legal effect of mandatory provisions from the Act and the Regulations explicitly preserved by this constitution**

Notwithstanding the use of plain English drafting throughout this constitution, every provision herein that relates to a required provision under the Regulations or the Act retains the identical legal meaning, effect, and operation that it would possess if it were drafted in the technical language of the Act and the Regulations.

11.3 Severance and Miscellaneous Provisions

- (1) **Purpose of this clause**

This clause:

 - (a) Applies to any clause that is found to be invalid based on inconsistency with the Act, or the Regulations, notwithstanding the entirety of clauses 1.3–1.4 and 11.1–11.2.
 - (b) Upholds section 2 of the Act, supporting the retention and control of Māori land as taonga tuku iho for Māori owners and their descendants, by protecting the ambit and intent of the changes provided in clause 1.2.
 - (c) Emboldens the mana and rangatiratanga exercised by shareholders in making these changes by preserving, to the extent of their validity, every other clause — or clauses — notwithstanding that one or more clause may be invalid.
- (2) **Each clause after this chapter to identify the legal basis for its inclusion**

Except for the clauses located in chapter 1 and this chapter, every clause throughout this constitution shall identify the legal basis for its inclusion.

 - (a) Where a clause is mandatory, based on a provision of the Act or the Regulations, that provision will be identified in that clause.
 - (b) Where a clause relies upon an exception in the Act — namely, sections 253A, 268(3) or 269(7) — the relevant exception will be identified.
- (3) **Any clause may be severed**

This sub-clause applies where, notwithstanding anything located in cl. 1.3–1.4 or chapter 11, the court decides that any clause, or combination of clauses, is unenforceable because it is unlawfully or irreconcilably inconsistent with the Act or Regulations, or for any other reason:

(a) In the case of a single clause, the court may sever that clause without declaring that the entire constitution is:

- (i) Irreconcilably inconsistent with the Act or Regulations; and/or,
- (ii) Invalid, void, or otherwise unenforceable, including because:
 - 1. The clause cannot be enforced based on illegality; or,
 - 2. The court declines to enforce it based on public policy grounds.¹⁴

(b) In the case of any combination of clauses, the court may sever those clauses without declaring that the entire constitution is:

- (i) Irreconcilably inconsistent with the Act or Regulations; and/or,
- (ii) Invalid, void, or otherwise unenforceable, including because:
 - 1. The clause cannot be enforced based on illegality; or,
 - 2. The court declines to enforce it based on public policy grounds.¹⁵

(c) For the purposes of this sub-clause, a clause refers to any of the following:

- (i) A chapter: that is, a complete section of this constitution numbered from 1–11 — for example, chapter 11.
- (ii) A clause: that is, any provision contained within a chapter and numbered after the chapter in which it is contained, plus a number after a full stop — for example, cl. 11.3.
- (iii) A sub-clause: that is, any provision indicated by a number in Arabic numerals and located within rounded brackets at the listing level immediately following the clause level — for example, cl. 11.3(3).
- (iv) A paragraph: that is, any provision indicated by a letter located within rounded brackets at the listing level immediately following the sub-clause level — for example, cl. 11.3(3)(a).
- (v) A sub-paragraph: that is, any provision indicated by a Roman numeral and located within round brackets at the listing level immediately following a paragraph — for example, cl. 11.3(3)(a)(ii).
- (vi) An item: that is, any provision indicated by an Arabic numeral followed by a full stop at the listing level immediately following a sub-paragraph — for example, cl. 11.3(3)(a)(ii)1.
- (vii) Any form located in the schedule.

(4) Each clause of this constitution to be enforced to the extent of its validity

The shareholders of the Proprietors of Pokapu Incorporation expect that any valid clause, or any number of valid clauses, will continue to be enforced to

¹⁴ To avoid doubt, paragraph (a) contemplates the application of, amongst other legal principles, the approach apparently adopted by the plurality of the Supreme Court of New Zealand in *Carr v Gallaway Cook Allan* [2014] NZSC 75; [2014] 1 NZLR 792, 816–821 [47]–[66].

¹⁵ As above.

the extent their validity, even if the court decides that another clause is, or any number of other clauses are, invalid.

- (a) For the purposes of this sub-clause, 'any valid clause' refers to any of the provisions defined in cl. 11.3(3)(c)(i)–(vii) above that are also legally valid and enforceable.
 - (b) For the purposes of this sub-clause, 'any valid clauses' refers to two or more of any of the provisions in cl. 11.3(3)(c)(i)–(vii).
- (5) To avoid doubt:
- (a) If the court finds that any clause, or any combination of clauses, of this constitution conflict irreconcilably with the Act or the Regulations, that provision will be removed without affecting the rest of the constitution. This ensures shareholders' rights under rangatiratanga, mana, and tikanga Māori remain protected.
 - (b) In light of cl. 1.3–4, if a clause, or any combination thereof, conflicts irreconcilably with the Act or the Regulations if it is completely incapable of being given any meaning that is consistent with the terms of the Act or the Regulations.
-

SCHEDULE 1

Form 1: Shareholder Proxy Appointment

Maori Incorporations Constitution Regulations 1994 Sch 1 r 17(2)

Meeting of Shareholders of Incorporation

Appointment of Proxy

Te Ture Whenua Maori Act 1993

Proprietors of Pokapu Incorporation

For office use only.

No of shares:

In the matter of a general meeting of the shareholders of Proprietors of Pokapu Incorporation to be held at [place] on [date], and any adjournment of that meeting.

I _____,

_____,

being a person whose name is entered on the share register as a shareholder (or the trustee of

_____, a shareholder) in the said incorporation do hereby appoint as my proxy*

Full name:

or, if he/she does not attend:

Full name:

at the above meeting and any adjournment thereof.

This form is to be used in favour of/against** the resolution to [insert details of the resolution]

Date:

Signed by: [full name of shareholder/trustee]

Signature:

In the presence of: [full name of witness]

Signature:

Occupation:

Address:

*Any person of full age and capacity (other than a member of the committee of management or a person who has consented to be nominated as a member of the committee of management) may be appointed as the proxy of a shareholder.

**Strike out whichever is not desired. Unless otherwise instructed, the proxy will vote as he or she thinks fit.

Note: This proxy form when completed must be lodged at the office of the incorporation not later than 48 hours before the time fixed for the meeting or such later time as the chairperson of the committee of management may allow.

Form 2: Shareholder Postal Vote

Maori Incorporations Constitution Regulations 1994 Sch 1 r 20(2)

Meeting of Shareholders of Incorporation

Postal Vote

Te Ture Whenua Maori Act 1993

Proprietors of Pokapu Incorporation

For office use only.

No of shares:

In the matter of a general meeting of the shareholders of Proprietors of Pokapu Incorporation to be held at [place] on [date], and any adjournment of that meeting.

I _____,

_____, being a person whose name is entered on the share register as a
s h a r e h o l d e r (o r t h e t r u s t e e o f

_____, a shareholder) in the said incorporation **do hereby vote** on the proposed
resolution(s) as follows:

1 **Resolution to** [details of resolution]

*In favour of/against:

Date:

Signed by: [full name of shareholder/trustee]

Signature:

In the presence of: [full name of witness]

Signature:

Occupation:

Address:

Notes

- 1 A shareholder, or the trustee of a shareholder, may cast a postal vote if the shareholders, by special resolution, have so determined at an earlier meeting.
 - 2 The postal vote must be signed and witnessed.
 - 3 A postal vote may be cast on any or all of the proposed resolutions to be voted on at the meeting by specifying the manner in which the shares are to be voted.
 - 4 The secretary of the incorporation (or [specify]) is the person authorised to receive and count postal votes for the meeting of shareholders.
 - 5 No postal vote is effective unless it is received by the secretary (or [specify]) at the address entered below, not less than 48 hours before the start of the meeting.
 - 6 Shares voted by postal voting do not count toward the quorum requirements.
 - 7 The address to which postal votes are to be sent is—[address]
-

Form 3: Notification of Committee of Management Election Results

Maori Incorporations Constitution Regulations 1994 Sch 1 r 23(11)

Notification of the Results of an Election for the Committee of Management

Te Ture Whenua Maori Act 1993

Proprietors of Pokapu Incorporation

We hereby certify that at an election held at the (Annual) General Meeting of Shareholders on [date] at [place] the following person(s) was/were elected to the committee of management to replace the person(s) who has/have ceased to hold office for the reasons set out.

**Name, occupation, and
address of new member**

Replaced member

Reason for vacancy

--	--	--

Chairperson:

Secretary:

Date:

To the Registrar of the Maori Land Court,
[name of District]

**Form 4: Particulars of Chairperson, Secretary, and
Registered Office and Changes Therein***Maori Incorporations Constitution Regulations 1994 Sch 1 r 25(4)***Particulars of Chairperson, Secretary, and
Registered Office, and Changes Therein***Te Ture Whenua Maori Act 1993***Proprietors of Pokapu Incorporation**

Name	Occupation	Address	Change
of Chairperson:			
of Secretary:			

The period for which the chairperson is to hold office is:

The registered office is situated at:

Date:

To the Registrar of the Maori Land Court,
[name of District]

Note: This form should be completed in full upon any change, and filed with the Registrar not later than 2 weeks after the meeting at which the election or appointment is made, so that the return most recently filed is a complete statement of officers and registered office at the date of filing.

Form 5: Share Transfer

Maori Incorporations Constitution Regulations 1994 Sch 1 r 28(1)

Transfer of Shares in Maori Incorporation

Te Ture Whenua Maori Act 1993

Proprietors of Pokapu Incorporation

I, [name of shareholder] of [full postal address] born [date of birth] being a shareholder in the above-named incorporation, in consideration of the sum of [specify] (or of natural love and affection,) (or in pursuance of the trusts of the will or of the intestacy of [name], [occupation] of [last postal address]) hereby agree to transfer [specify] shares in the incorporation, to [name], [occupation] of [full address] born [date of birth] ("the Transferee").

The Transferee is (or is not) a member of the preferred classes of alienees within the meaning of the Act.

Signed: [date]

Signature of transferor:

Witness to the signature of the transferor:

Signature of witness:

Name of witness:

Occupation:

Address:

Form 6: Shareholding Certificate

Maori Incorporations Constitution Regulations 1994 Sch 1 r 29

Certificate as to Shareholding at [insert date]

Te Ture Whenua Maori Act 1993

Proprietors of Pokapu Incorporation

This is to certify that [name], of [address], [occupation], holds [specify] shares in the above-named incorporation at the date of this certificate.

At that date, the total number of shares in the incorporation is:

Dated at: [place, date]

The common seal of the Proprietors of Pokapu Incorporation was hereunto affixed in the presence of:

Signature:
Committee member

Signature:
Secretary/Committee member

***This certificate shall not be construed as evidence of title
otherwise than at the date hereof***