Explanatory Note to proposed variations to the Te Ātiawa o Te Waka-a-Māui Trust Deed, October 2026

PROPOSED RESOLUTION OF THE ADULT MEMBERS OF THE TRUST:

(Requires 75% approval of valid votes cast in order to be passed)

"That the Trustees be authorised to vary the Trust Deed, in accordance with the proposed variations made available to Members on the Trust's website (www.teatiawatrust.co.nz) **and from the Trust office, to permit up to two (2) of the eight (8) Trustees to be ordinarily resident outside Te Tau Ihu but within New Zealand, such variation being for the collective benefit of all Members of Te Ātiawa o Te Waka-a-Māui."**

The full proposed variations can also be viewed below after the Explanatory Note, followed by a side-by-side comparison of the current provisions versus proposed amendments to the Deed.

EXPLANATORY NOTE:

A. The Te Ātiawa o Te Waka-a-Māui Trust Deed (the **Deed**) currently requires that all 8 trustees of the Trust are resident, or living, in Te Tau Ihu for at least 6 months prior to their nomination and that they remain resident in Te Tau Ihu throughout their term.

B. The Trustees have considered how best to increase Adult Member engagement with the governance of the Trust and to ensure the Trustees have the widest possible range of skills, experience, and governance expertise, and that a broad range of qualified candidates are eligible to be elected as a Trustee.

C. To achieve this, the Trustees are proposing to allow a limited number of Trustees to reside outside Te Tau Ihu, provided they still reside in New Zealand.

D. By allowing Adult Members outside of Te Tau Ihu to be nominated for election as Trustees, the Trust hopes to increase the pool of skilled Adult Members eligible to be Trustees.

E. Limiting the number of eligible positions for Trustees residing outside Te Tau Ihu will ensure that the Trust still maintains a strong connection to Te Tau Ihu, while still allowing Adult Members who may live elsewhere in New Zealand to stand.

F. The proposed amendments are permissive only such that two of the Trustees ***MAY*** reside outside of Te Tau Ihu. It remains possible that all eight Trustees will reside in Te Tau Ihu.

G. Under the proposed variations, if a Trustee ceases to reside in Te Tau Ihu during their term then:

   (a) If that change in residence wouldn't cause the number of Trustees residing outside of Te Tau Ihu to exceed the limit of two Trustees, that Trustee may remain in office; or

   (b) If that change in residence would cause the number of Trustees residing outside of Te Tau Ihu to exceed the limit of two Trustees, that Trustee must cease to be a Trustee.

H. Under the proposed variations, if a Trustee ceases to reside in New Zealand during their term, then they cease to be a Trustee.

I. The proposed variations also include consequential and ancillary amendments to give proper effect to the above, including (amongst other things):

   (a) Providing a more precise definition of "residing" for the purposes of the Deed (see proposed definition of "Residing" below). The associated definitions of Ordinarily Resident in New Zealand and Ordinarily Resident in Te Tau Ihu incorporate a

requirement for a minimum of six months residency, consistent with the existing Deed;

(b) Specifically defining Te Tau Ihu by reference to the map of the same already attached to the Deed;

(c) Requiring nominees for Trustee positions to disclose whether or not they reside within Te Tau Ihu.

J. If the resolution is passed by the required majority, the Trustees propose to implement the variations to the Deed as soon as possible thereafter (at which stage it would immediately take effect, including in relation to all current Trustees at that point in time).

Proposed Variations

The Trust Deed be varied as follows:

(a) By adding the following new definitions in clause 1.1:

"**Non-Te Tau Ihu Resident Trustee** means a Trustee who is Ordinarily Resident in New Zealand but is not Ordinarily Resident in Te Tau Ihu."

"**Ordinarily Resident in New Zealand** means, in relation to a particular time, a person who is Residing in New Zealand at that time and has been Residing in New Zealand for at least the immediately preceding six (6) months."

"**Ordinarily Resident in Te Tau Ihu** means, in respect of a particular time, a person who is Residing in Te Tau Ihu at that time and has been Residing in Te Tau Ihu for at least the immediately preceding six (6) months."

"**Residing** means living in a place as a person's principal place of residence, having regard to where that person ordinarily lives and maintains their home, and not merely where that person owns or occupies property or resides on a temporary or intermittent basis. For this purpose, a temporary absence from a place does not by itself prevent a person from residing in that place, provided that the person continues during that absence to regard that place as their principal place of residence and intends to return to reside there, but an absence shall not be regarded as temporary if the person is absent from that place for periods which, in aggregate, exceed 6 months in any period of 12 months."

"**Te Tau Ihu Resident Trustee** means a Trustee who is Ordinarily Resident in Te Tau Ihu."

"Te Tau Ihu means the area identified as such in Attachment 2 of this Deed."

(b) By replacing clause 4.2 with:

"4.2 The Trust shall have eight (8) Trustees, all of whom must be:

(a) elected in accordance with Schedule 1;

(b) Adult Registered Members, and

(c) Ordinarily Resident in New Zealand,

and provided further that at all times no more than two (2) of the Trustees may be Non-Te Tau Ihu Resident Trustees."

(c) By replacing clause 4.6(i)[1] with:

"(i) was a Te Tau Ihu Resident Trustee but subsequently becomes a Non-Te Tau Ihu Resident Trustee in circumstances where such change causes the maximum permissible number of Non-Te Tau Ihu Resident Trustees set out in clause 4.2 to be exceeded; or"

[1] Clause 4.6 outlines the cessation and suspension of Trustees in office.

(d) By replacing paragraph 2 of Schedule 1[2] with:

"2. In each Trustee Election:

(a) Subject to paragraph 2(b) of this Schedule 1, the candidates receiving the highest numbers of valid votes shall be declared elected in descending order of the numbers of valid votes received until all available Trustee positions have been filled.

(b) A candidate who would, upon election, be a Non-Te Tau Ihu Resident Trustee must not be declared elected if the candidate's election would result in more than two (2) Trustees then holding office being Non-Te Tau Ihu Resident Trustees. If that occurs, that candidate must be disregarded for the purposes of filling the remaining Trustee positions, and the next highest polling eligible candidate must be considered.

(c) For the purposes of paragraph 2(b), account must be taken of:

(i) all Trustees who will remain in office following the Trustee Election; and

(ii) each candidate already declared elected in that Trustee Election.

(d) In the case of a tie in the number of votes (and where that tie is material), the two (2) candidates concerned shall decide between them if one of them will withdraw their nomination in which case the other nominee shall be declared elected. If they cannot decide they shall draw lots in the presence of the Secretary to determine who is elected to the position of Trustee."

(e) By replacing paragraph 9(b) of Schedule 1 with:

"9(b) include a declaration signed and dated by the nominee that declares that they:

(a) are an Adult Registered Member and Ordinarily Resident in New Zealand;

(b) are not a person who is precluded from holding office as a Trustee on the basis of one or other of the matters specified in Clause 4.5[3] of the Deed; and

(c) either:

(X) are not Ordinarily Resident in Te Tau Ihu as at the date of their declaration; or

(Y) are Ordinarily Resident in Te Tau Ihu as at the date of their declaration,

as the case may be."

(f) By replacing paragraph 9(d) of Schedule 1 with:

"9(d) provide evidence that the nominee is Ordinarily Resident in New Zealand and, if the nominee declares that they are Ordinarily Resident in Te Tau Ihu, that the nominee is Ordinarily Resident in Te Tau Ihu"

(g) By replacing paragraph 10 of Schedule 1 with:

"10. Nominations for the position of Trustee may only be made by Adult Registered Members and must be received at the office of the Trust no later than 10 Working Days after the date upon which nominations are called for, and:

(a) in the event that:

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[2] Schedule 1 refers to elections, nominations, and voting.

[3] Clause 4.5 refers to eligibility criteria for being a Trustee.

i. the number of nominees for Trustees who are eligible for election equals the number of vacancies in the office of Trustee; and

ii. the election of all such nominees would not cause the maximum permissible number of Non-Te Tau Ihu Resident Trustees set out in clause 4.2 to be exceeded,

a Trustee Election need not be held and the nominees eligible for election shall be deemed to be elected.

(b) where the number of nominees for Trustees who are Ordinarily Resident in Te Tau Ihu is equal to or less than the number of vacancies which must be filled by persons who are Ordinarily Resident in Te Tau Ihu in order to comply with clause 4.2, each such nominee who is eligible for election shall be deemed to be elected without a Trustee Election, and any Trustee Election shall be held only in respect of the remaining vacancies for which there is more than one nominee eligible for election.

(c) in the event that, following the application of sub-paragraphs (a) and (b), any vacancy in the office of Trustee remains unfilled, further nominations may be called for until all vacancies in the office of Trustee have been filled, provided that no person may be elected (or deemed to be elected) as a Trustee if their election would cause the maximum permissible number of Non-Te Tau Ihu Resident Trustees set out in clause 4.2 to be exceeded."

(h) By adding a new paragraph 14 to Schedule 1:

"14. The election information provided to Members must, in respect of each nominee for election as a Trustee, state whether, based on the declaration and evidence provided by that nominee under paragraph 9:

(a) the nominee is a Te Tau Ihu Resident Trustee candidate; or

(b) the nominee is a Non-Te Tau Ihu Resident Trustee candidate,

and must state that the election of any Non-Te Tau Ihu Resident Trustee candidate is subject to the maximum number of Non-Te Tau Ihu Resident Trustees permitted under clause 4.2 of the Deed and paragraph 2 of this Schedule."

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Side-by-side comparison of current Deed provisions against proposed variations

Add the following new definitions in clause 1.1 of the Trust Deed:

Non-Te Tau Ihu Resident Trustee means a Trustee who is Ordinarily Resident in New Zealand but is not Ordinarily Resident in Te Tau Ihu.

Ordinarily Resident in New Zealand means, in relation to a particular time, a person who is Residing in New Zealand at that time and has been Residing in New Zealand for at least the immediately preceding six (6) months.

Ordinarily Resident in Te Tau Ihu means, in respect of a particular time, a person who is Residing in Te Tau Ihu at that time and has been Residing in Te Tau Ihu for at least the immediately preceding six (6) months."

Residing means living in a place as a person's principal place of residence, having regard to where that person ordinarily lives and maintains their home, and not merely where that person owns or occupies property or resides on a temporary or intermittent basis. For this purpose, a temporary absence from a place does not by itself prevent a person from residing in that place, provided that the person continues during that absence to regard that place as their principal place of residence and intends to return to reside there, but an absence shall not be regarded as temporary if the person is absent from that place for periods which, in aggregate, exceed 6 months in any period of 12 months.

Te Tau Ihu Resident Trustee means a Trustee who is Ordinarily Resident in Te Tau Ihu.

Te Tau Ihu means the area identified as such in Attachment 2 of this Deed.

Further amend the Deed by the following:

Cl.	Current clause wording	Proposed clause amendments in red font
4.2	The Trust shall have eight (8) Trustees, all of whom must be: (a) elected in accordance with Schedule 1; (b) Adult Registered Members; (c) resident in Te Tau Ihu for at least 6 months prior to nomination and remain resident in Te Tau Ihu throughout his or her term.	The Trust shall have eight (8) Trustees, all of whom must be: (a) elected in accordance with Schedule 1; (b) Adult Registered Members; and (c) Ordinarily Resident in New Zealand, and provided further that at all times no more than two (2) of the Trustees may be Non-Te Tau Ihu Resident Trustees.
4.6	(i) ceases to be resident in Te Tau Ihu; or	(i) was a Te Tau Ihu Resident Trustee but subsequently becomes a Non-Te Tau Ihu Resident Trustee in circumstances where such change causes the maximum permissible number of Non-Te Tau Ihu Resident Trustees set out in clause 4.2 to be exceeded; or

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Further amend Schedule 1 of the Deed by the following:

Para.	Current paragraph wording	Proposed paragraph amendments in red font
2	In every case, the highest polling candidate(s) contesting Trustee position(s) available shall be elected as Trustee. In the case of a tie in the number of votes (and where that tie is material), the 2 nominees shall decide between them if one of them will withdraw his or her nomination in which case the other nominee shall be declared elected. If they cannot decide they shall draw lots in the presence of the Secretary to determine who is elected to the position of Trustee.	In each Trustee Election: (a) Subject to paragraph 2(b) of this Schedule 1, the candidates receiving the highest numbers of valid votes shall be declared elected in descending order of the numbers of valid votes received until all available Trustee positions have been filled. (b) A candidate who would, upon election, be a Non-Te Tau Ihu Resident Trustee must not be declared elected if the candidate's election would result in more than two Trustees then holding office being Non-Te Tau Ihu Resident Trustees. If that occurs, that candidate must be disregarded for the purposes of filling the remaining Trustee positions, and the next highest polling eligible candidate must be considered. (c) For the purposes of paragraph 2(b), account must be taken of: (i) all Trustees who will remain in office following the Trustee Election; and (ii) each candidate already declared elected in that Trustee Election. (d) In the case of a tie in the number of votes (and where that tie is material), the two (2) candidates concerned shall decide between them if one of them will withdraw their nomination in which case the other nominee shall be declared elected. If they cannot decide they shall draw lots in the presence of the Secretary to determine who is elected to the position of Trustee.
9	The Trustees must, no later than 35 Working Days prior to a Trustee Election, publicly notify Adult Members of Te Ātiawa o Te Waka-a-Māui that nominations for the position of Trustee may be lodged. Any such nomination must include the written signature of both the candidate and the nominator. The nomination must:	The Trustees must, no later than 35 Working Days prior to a Trustee Election, publicly notify Adult Members of Te Ātiawa o Te Waka-a-Māui that nominations for the position of Trustee may be lodged. Any such nomination must include the written signature of both the candidate and the nominator. The nomination must: (a) contain details of the nominee's full name, address and contact number;

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Para.	Current paragraph wording	Proposed paragraph amendments in red font
	(a) contain details of the nominee's full name, address and contact number; (b) include a declaration signed by the nominee that declares that he or she is not a person who is precluded from holding office as a Trustee on the basis of one or other of these matters specified in clause 4.5 of the Deed; (c) be accompanied by a brief statement containing details of experience and objectives relevant to the position of Trustee; and (d) provide evidence that the nominee has lived in Te Tau Ihu for at least 6 months prior to the nomination being made.	(b) include a declaration signed and dated by the nominee that declares that they: (i) are an Adult Registered Member and Ordinarily Resident in New Zealand; (ii) are not a person who is precluded from holding office as a Trustee on the basis of one or other of the matters specified in clause 4.5 of the Deed; and (iii) either: (X) are not Ordinarily Resident in Te Tau Ihu as at the date of their declaration; or (Y) are Ordinarily Resident in Te Tau Ihu as at the date of their declaration, as the case may be; (c) be accompanied by a brief statement containing details of experience and objectives relevant to the position of Trustee; and (d) provide evidence that the nominee is Ordinarily Resident in New Zealand and, if the nominee declares that they are Ordinarily Resident in Te Tau Ihu, that the nominee is Ordinarily Resident in Te Tau Ihu.
10	Nominations for the position of Trustee may only be made by Adult Registered Members and must be received at the office of the Trust no later than 10 Working Days after the date upon which nominations are called for, and: (a) in the event that the number of nominees for Trustees equals the number of vacancies in the office of Trustee under paragraph 5 of this Schedule 1, a Trustee Election need not be held and the nominees eligible for election shall be deemed to be elected. (b) in the event that the number of nominees for Trustees is less than the number of vacancies in the office of	Nominations for the position of Trustee may only be made by Adult Registered Members and must be received at the office of the Trust no later than 10 Working Days after the date upon which nominations are called for, and: (a) in the event that: (i) the number of nominees for Trustees who are eligible for election equals the number of vacancies in the office of Trustee; and (ii) the election of all such nominees would not cause the maximum permissible number of Non-Te Tau Ihu Resident Trustees set out in clause 4.2 to be exceeded,

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Para.	Current paragraph wording	Proposed paragraph amendments in red font
	Trustee under paragraphs 1, 2, 3 and 4 of this Schedule 1, further nominations may be called for until the number of nominees is at least equal to the number of vacancies in the office of Trustee.	a Trustee Election need not be held and the nominees eligible for election shall be deemed to be elected. (b) where the number of nominees for Trustees who are Ordinarily Resident in Te Tau Ihu is equal to or less than the number of vacancies which must be filled by persons who are Ordinarily Resident in Te Tau Ihu in order to comply with clause 4.2, each such nominee who is eligible for election shall be deemed to be elected without a Trustee Election, and any Trustee Election shall be held only in respect of the remaining vacancies for which there is more than one nominee eligible for election. (c) in the event that, following the application of sub-paragraphs (a) and (b), any vacancy in the office of Trustee remains unfilled, further nominations may be called for until all vacancies in the office of Trustee have been filled, provided that no person may be elected (or deemed to be elected) as a Trustee if their election would cause the maximum permissible number of Non-Te Tau Ihu Resident Trustees set out in clause 4.2 to be exceeded.
14		[new para.] The election information provided to Members must, in respect of each nominee for election as a Trustee, state whether, based on the declaration and evidence provided by that nominee under paragraph 9: (a) the nominee is a Te Tau Ihu Resident Trustee candidate; or (b) the nominee is a Non-Te Tau Ihu Resident Trustee candidate, and must state that the election of any Non-Te Tau Ihu Resident Trustee candidate is subject to the maximum number of Non-Te Tau Ihu Resident Trustees permitted under clause 4.2 of the Deed and paragraph 2 of this Schedule.