

**Minutes of the Annual and General Meeting of
Te Rūnanga a Rangitāne o Wairau Trust and Rangitāne o Wairau Settlement Trust
Held at Ūkaipō on Saturday 18 February 2017 at 10:30am**

PRESENT:

Kerry Abbott, Kevin Abbott, Graeme Aldridge, George Aldridge (Jnr), Ngaro Aldridge, Aleshia Andrell, Frances Andrell, Pauline Andrell, Rata Andrell, Richard Andrell, Louise Arthur, Wiremu Arthur, Lauree Ashworth, Kaleb Avery, Philippa Avery, Rob Avery, Jeremy Banks, Karen Barr-Sadd, Kelly Beckett-McDonald, Atarangi Bradley, Richard Bradley, Riki Bradley, Tanea Bradley, Janet Carey, Kuia Carey, Moira Carey, Shona Crafar, Tracey Crafar, Anthony de Thierry, David de Thierry, Janis de Thierry, KaariamaiPapa de Thierry, Kowhai de Thierry, Teoti Hou de Thierry, Wirihana de Thierry, Marsha Dennison, Nicola Dennison, Pirihiara Douglas, JRB Dudley, Patience Elkington, Reatha Enoka, Sheree Faauli, Nathan Ferguson, Amiria Finlay, Mandy Fryer, Michael Fryer, Bex Gapper, Jamie Gapper, Vern Gapper, Petrice Gledhill, Crystal Gordon, Yvonne Grant, Wayne Green, Cathie Grey, Calvin Hart, Kenneth Hart, Lisa Hart, Stevie Rae Hart, Celia Hawea, Corey Hebbard, Derek Hebbard, Moira Hebbard, Wanda Hebbard, Renee Henare, Jessica Hill, Barbara Hodgkinson, Maarata Holland, Turi Holland, Imogen Holmstead-Scott, Lillianne Huntley, Wendy Hynes, Tori Jaggard, Edna Jefford, Maude Joseph, Eileen Kaveney (Sadd), Simone Leaupepe, Christian Leaupepe, Kristiarn Leaupepe, Louie Love, Sharon Love, Hine Luke, Deseanrae Lukitau, Alex MacDonald, Andrew MacDonald, Avis MacDonald, Cathy MacDonald, Dayna MacDonald, Dion MacDonald, Erina MacDonald, Errol MacDonald, Gail MacDonald, Geoff MacDonald, Hannah MacDonald, Janna MacDonald, Jazmine MacDonald, Jo MacDonald, Judith MacDonald, Julie MacDonald, Koepa MacDonald, Lawrence MacDonald, Leela MacDonald, Leigh MacDonald, Louis MacDonald, Luckie MacDonald, Marjorie MacDonald, Pania MacDonald, Ray MacDonald, Risman MacDonald, Robin MacDonald, Ryan MacDonald, Sharee MacDonald, Taane MacDonald, Talia Macdonald, Tarina MacDonald, Waru MacDonald, Tania MacGregor, Mike Mackie, Paora Mackie, Jeremy MacLeod, Te Rina MacLeod, Iulia Martell, Erica Mason, Hiria McArtney, Connie McDonald, Les McDonald, Liz McElhinney, Jon Boy McGregor, Melanie McGregor, Gemma McKinney, Kylie McKinney, Matthew McKinney, Miria McKinney, Brooke McLeod, Peter Meihana, Brian Minnell, Francis Minnell, Priseis Minnell, Rurea Lorraine Minnell, Neddy Nahona, Ivan Neame, Lynda Neame, Anaru Norton, Kereana Norton, Jodie Palatchie, Lauren Palatchie, Riki Palatchie, Jahneva Parata-Minnell, Katarina Parata-Minnell, Sue Parish, Missy Pene, Marisa Poestch, Michael Poestch, Andrea Potter, Maximus Power, Ashleigh Proctor, Daniel Proctor, David Proctor, Shanna Proctor, Shirley Proctor, Henry Rauhihi, Pikihiua Reihana, Donald Ripley, Elsie Ripley, Kane Ripley, Maryanne Riwaka, Thomas Jacob Riwaka, Tomorangi Rogers, Lacey Rousell, Gloria Russell, Jeanine Sadd, Pauline Sadd, Monique Sampaio, Frances Seng, Taylah Seng, Yvonne Seng, Tahlia-Rose Simmonds, Lisa Singh, Isobel Smith, Wavell Smith, Catherine Smythe, Dallas Stevens, Rose Tahuparae MacDonald, Lorrell Tannatea, Naomi Tatana, Mache Tawaka, Marick Tawaka, Ohomairangi Tawaka, Rei Ata Tawaka, Susan Tawaka, Pakira Tawari, Diane Taylor, Richard Taylor, Turia Taylor, Victoria Thorn, Carolyn Tipene, Te Ata Tuhimata, Wiremu Tuhimata, Margie Tupara, Gary Twose, Tui Twose, Kieran Venema, Keelan Walker, Lisle Walker, Maraeta Walker, Soraya Walker, Kere Watson, Dallas Wehipeihana, Ruihi Wehipeihana, Tipi Wehipeihana, Adrian White, Natalie White, Rozmund White, Matt William, Anthony Williams, Chanel Williams, Chanel Williams, Katarena Williams, Matt Williams, Peter C. Williams, Luke Wilson

IN ATTENDANCE:

Rangitāne Staff: Richard Bradley, Sandra Evers, Liz McElhinney, Jodie Palatchie, Diane Ryan, Janine Thompson, Keelan Walker, Corey Heberd (Minutes)

Electionz.com: Isaiah Roberts

Deloitte: Trevor Deed

1. OPENING KARAKIA/MIHIMIHI:

Paora Mackie opened the hui with karakia. Trust Interim Chairperson Wendy Hynes welcomed attendees. Trustees Haysley MacDonald and Jeremy MacLeod introduced themselves. General Manager Liz McElhinney welcomed members to Ūkaipō and gave an overview of the facility. The Interim Chairperson then explained that the Trust had engaged the services of Tā Mark Solomon to facilitate the AGM. Richard Bradley, Amiria Finlay, Judith MacDonald, Tarina MacDonald and Keelan Walker spoke to object to Tā Mark Solomon facilitating the hui. Both Milly Finlay and Richard Bradley stated that the Chairperson had a lot to say through lawyers, but was not fronting up and questioned her leadership. After much discussion, it was agreed that the Interim Chairperson would chair the hui.

2. APOLOGIES

The following apologies had been received: Aleisha Aitken, Arthur Aldridge, Margaret Bond, Henare Douglas, Hania Douglas, Georgina Douglas, Kahutiaterangi Fahey, Rex Gapper, Cherie Gapper, Olivia Hall, Keri-anne Halliday, Glenn Hemi, Martin Hemi, Kahurangi Hippolite, Fiona Kamariera, Leov Laugesen, Kieran Laugesen, Tui MacDonald, Francis MacDonald, Elliott MacDonald, Gene MacDonald, Melanie MacDonald, Stephanie MacDonald, Leonard MacDonald, Glenn Mackie, Mervyn Mackie, Pania Matthews-Douglas, Cappy McDonald, Sara Meihana, Tuiti Meihana, Rachelle Neal, Ranae Niven, Ponui Patuaka, Mahinaarangi Reihana-Kopa, Ripeka Reihana-Turnbull, Raetea Robinson, Mereaina Robinson, Tania Smith, Chanel Starkey, Teresa Taylor, Lee Taylor, Ezra Taylor, Sam Thorn

MOTION 1: That the apologies be accepted

Moved: Les McDonald

Seconded: Richard Taylor

Carried: **CARRIED UNANIMOUSLY**

The Annual General Meeting of the Rangitāne o Wairau Settlement Trust was opened.

3. OVERVIEW OF ANNUAL GENERAL MEETING FORMAT

The Chairperson provided members with an overview of the AGM, including a PowerPoint presentation, and answered questions on the voting process. Richard Bradley, Peter Meihana, Tarina MacDonald, Riki Palatchie, Amiria Finlay, Keelan Walker and several other members expressed concerns that the process was not fair, nor proper. The Chairperson explained that after unacceptable delays from the Whakapapa Komiti, extensive legal advice was sought and the Trustees moved to validate membership applications (without referral to a membership/whakapapa komiti) in accordance with the Trust Deed. Richard Bradley reported that the Whakapapa Komiti had nobody to report to, hence why it hadn't met. The Chairperson advised that the email evidence doesn't support that and responded that the Trustee had an obligation under Clause 5.5 and 5.6 of the Trust Deed to validate membership applications, and that it was not mandatory to refer those applications

to a membership/whakapapa komiti. The High Court had ruled in November that the Trustees had authority to operate in terms of arranging the AGM and Trustee Election, and that membership was a key element of that work. Richard Bradley informed the hui of his opinion that the board did not have a quorum or authority to validate members.

4. RANGITĀNE O WAIRAU GROUP STRUCTURE

The Chairperson gave an overview of the current legal structure of the Rangitāne o Wairau Group's 5 separate entities which comprise two Trusts, two companies and an Incorporated Society.

MOTION 2:	Due to the consolidation of annual reporting and planning in the Annual Report and to avoid duplication, all agenda items be deferred to and included in the AGM for Te Rūnanga a Rangitāne o Wairau Trust; and that the Annual General Meeting for Rangitāne o Wairau Settlement Trust be declared closed
Moved:	Richard Taylor
Seconded:	Louis MacDonald
Carried:	CARRIED BY MAJORITY

The Annual General Meeting of the Rangitāne o Wairau Settlement Trust was closed.

The Annual General Meeting of the Te Rūnanga a Rangitāne o Wairau Trust was opened.

5. MINUTES OF THE ANNUAL GENERAL MEETING HELD ON 21 NOVEMBER 2015

The minutes of the Annual General Hui held on 21 November 2015 were tabled and taken as read.

MOTION 3:	That the minutes of the Annual General Meeting held on 21 November 2015 be accepted as a true and correct record
Moved:	Pikihuia Reihana
Seconded:	Hannah MacDonald
Carried:	CARRIED BY MAJORITY

5.1. MATTERS ARISING FROM THE MINUTES OF 21 NOVEMBER 2015

There were no matters arising from the minutes of 21 November 2015.

6. TRUST CHAIRPERSON'S REPORT AND PRESENTATION OF THE ANNUAL REPORT

The Annual Report for the year ending 31 March 2016 was tabled and taken as read. Richard Bradley spoke in support of the Annual Report and the achievements made within the Trust. The Trust Chairperson as at 31 March 2016, Tarina MacDonald, spoke to her Chairperson's Report and the Annual Report. A red paper, which did not cite an author, was distributed to those in attendance, titled "An Open Letter to Rangitāne o Wairau". The red paper made statements about the Trustees and raised questions relating to legal and consultancy expenses, which had increased over the previous year.

MOTION 4:	That the Annual Report for the year ending 31 March 2016 be received and accepted
Moved:	Diane Taylor
Seconded:	Richard Bradley
Carried:	CARRIED UNANIMOUSLY

7. FINANCIAL STATEMENTS AND AUDIT REPORT

Trevor Deed of Deloitte presented the Group's consolidated financial reports. He gave a brief outline of the Group's financial performance, and the processes and findings of the audit that was completed for the year ending 31 March 2016. It was positive to note that the Group achieved an operating surplus and recorded an increase in asset value.

Deloitte's issued a "clean and unqualified" audit, noting that the accountant's involvement significantly improved the audit process from the prior year. Further to that, Deloitte noted that the lack of internal controls and delegated authorities remain a significant risk to Rangitāne, who have been extremely slow in addressing these issues. Not only did Deloitte confirm the importance of approving such controls and authorities, they also stated that it was "imperative that all Trustees, Directors and Management understand and adhere to the delegated authorities". Deloitte confirmed that they believed the Group had met its tax obligations for the year.

In accordance with Clause 4.13(b) of the Trust Deed, the Trustees were currently considering the services of PricewaterhouseCoopers or Deloitte for the audit function for the year ending 31 March 2017, and would report back to members once an auditor had been selected. David Proctor questioned the authority of the Trustees to appoint the auditors of the organisation, and the Chairperson confirmed that the decision was being made in accordance with the Trust Deed. Tarina MacDonald asked for clarification that the accounts were for the year ending 31 March 2016, and this was confirmed.

8. PERFORMANCE OF INVESTMENT AND HOLDINGS COMPANY

The Chairperson of RHL and RIL had tendered his apologies for today's AGM. From the floor, Richard Bradley highlighted some of the achievements over the financial year for the companies, including a stable asset base and zero debt, and noted the improvement in the Rangitāne Group's financial position over the last decade. Key activity for the year included the purchase of Auckland Point School, the sale of RHL's shares in Rahoia Marine Farm and ongoing management of the Group's commercial property portfolio. The Chairperson expressed thanks on behalf of Rangitāne to the Directors of the companies for their work throughout the financial year. Richard Bradley stated that the presentation also included inaccuracies, including that in his view, RIL did not own Marlborough Boys' College due to failure by the Trustees to sign off the agreement, which may cause tax issues, and that legal fees were up due to Trustees litigating against themselves. He spoke to the good performance of aquaculture assets and their returns to Rangitāne. He recorded his thanks and praise on behalf of the Directors to Deloitte. In response to a question from Tarina MacDonald, Richard Bradley explained some of the Group's strategies to minimise taxation liability. In response to a question from Les McDonald, Richard Bradley confirmed that the Directors are appointed by the Trustees (shareholders) and that the Trustees reserved the right to terminate Directors at any time.

9. GENERAL BUSINESS

9.1. MARLBOROUGH BOYS' COLLEGE (MBC) TRANSFER

The Chairperson provided the background information and an update on the transfer of MBC from the Settlement Trust to RIL. MBC was part of Rangitāne's settlement package in 2010. Title issues resulted in a delay in the transfer of the title, however since July 2014, RIL has been the beneficial owner of MBC, meaning RIL receives the income and meets the costs relating to MBC. The title was transferred to the Settlement Trust from the Crown in September 2016. Richard Bradley clarified that previous Trustees had agreed which properties would sit with the commercial arm of the Group. He also stated that Rangitāne does not own buildings or improvements, but does own the land.

9.2. HERITAGE NEW ZEALAND CASE

Jeremy MacLeod provided the background information and an update on the Heritage New Zealand case against Haysley MacDonald and Phillip MacDonald. It has been confirmed by Heritage New Zealand and the MacDonald's that an agreement has been reached and the charges have been withdrawn. Future survey work will be undertaken in the area that is expected to be beneficial to land owners, Heritage New Zealand, local Council and iwi authorities. The Chairperson stated that the Trustees had not received any papers on the Heritage New Zealand case prior to the 2015 AGM based on extensive research of previous agenda packs and minutes of the Trust, which was disputed by Richard Bradley who stated that former Trustees had received information on the Heritage New Zealand case.

9.3. INCORPORATED SOCIETY

The Chairperson provided the background information and an update on the status of Te Rūnanga a Rangitāne o Wairau Incorporated (the Incorporated Society). The Incorporated Society was established in 1987, and is the delivery arm of social and culture benefits with the Rangitāne o Wairau Group. Despite an annual plan and reporting documents being submitted to the Trust as requested, funding was removed from the Incorporated Society, with all social and cultural activities now falling within the scope of the General Manager. The General Manager disputed that the Chairperson had provided her with the annual plan and reporting documents in time for it to receive funding. She further advised that Wendy Hynes was in the Employment Court and Privacy Court for breach of her privacy. Tarina MacDonald disputed the presentation by the Chairperson, who responded that she is happy to share the emails that back up her statements. Pikihuia Reihana, an elected official of the Incorporated Society, confirmed the Chairperson's statements, and commented that the Trust Deeds appeared ambiguous and out of date. The Chairperson confirmed that any changes to constitutional documents would require iwi approval, as laid out in the relevant constitutional document. Amiria Finlay raised concern that there were too many Trustees from outside of the traditional rohe of Rangitāne. Richard Bradley supported some change to the constitutional documents that govern the organisation. Tarina MacDonald requested that any changes to governing documents go through a consultative process, which the Chairperson confirmed would occur, in accordance with the Trust Deed.

MOTION 5:	That the Constitution and the Trust Deeds be modernised
Moved:	Pikihiua Reihana
Seconded:	Richard Taylor
Against:	Luckie MacDonald, Jon McGregor
Carried:	CARRIED BY MAJORITY

9.4. MARLBOROUGH BOYS' COLLEGE SITE

The Chairperson provided the background information and an update on the announcement of the Minister of Education (Nov 2015) that both MBC and Marlborough Girls' College (MGC) would vacate their current sites and co-locate at a new site. Media reports have indicated that the Waterlea Racecourse was the preferred site until November 2016, however in December 2016, a site owned by Montford Corporation (of which Haysley MacDonald is a shareholder) became the Ministry's preferred site. Haysley MacDonald provided the Chairperson with a declaration of interest immediately upon the Montford land being designated the preferred site. The MBC site is owned by RIL, and consequently any decision making lies with the RIL directors, not the Trust. The Chairperson advised that should any discussion arise at the Trust table, Haysley MacDonald would be excluded from the decision-making process. Richard Bradley reiterated his view that as the Trustees had not signed off the MBC transfer, RIL did not own the existing site, and asked for it to be noted in the minutes that it was factually incorrect to state that. He said that there will be tax implications for failing to sign this property transfer. Judith MacDonald suggested that Rangitāne had an opportunity to negotiate ownership of the land under the new College site (wherever that might be), and that the allegations in the Red Paper should be investigated thoroughly. The Chairperson undertook on behalf of the Trustees to provide a response to the allegations made in the Red Paper that was circulated.

10. ELECTION RESULTS AND CONFIRMATION OF TRUSTEES

Isaiah Roberts of Electionz presented the results of the election process for the three vacant Trustee positions:

• Janis de Thierry	558	Elected
• Calvin Hart	550	Elected
• Leigh MacDonald	543	Elected
• Riki Palatchie	307	Not elected
• Richard Andrell	270	Not elected
• Amiria Finlay	235	Not elected
• Erina MacDonald	75	Not elected
• Tarina MacDonald	63	Not elected
• Robin MacDonald	46	Not elected

Furthermore, Isaiah Roberts advised there were 9 special votes received at the AGM which required verification of registration status and processing.

Tipi Wehipeihana gave a mihi to the three new Trustees and asked them to carry the aspirations of the people of Rangitāne o Wairau, and acknowledge the honour and privilege it is to serve the membership. Janis de Thierry, Calvin Hart and Leigh MacDonald were declared duly elected, subject to the publication of the final result, which would be confirmed by Electionz during the coming week.

The newly elected Trustees gave a mihi.

11. CLOSING KARAKIA

Anaru Norton closed the hui with karakia at 4:55pm.

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Chairperson

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Date