

AGM Meeting 2023



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30 September 2023

**Registrations
from 9AM, meeting
starts 10AM**

**Mercury Baypark
81 Truman Lane
Mt Maunganui**

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1. Karakia / Mihi

 2. Apologies

 3. Constitution

 4. Minutes of the 2022 Annual General Meeting

 5. Matters arising

 6. Chairman's Report

 7. Chief Executive Officer's Report

 8. General Manager's Report

 9. Kiwifruit Orchard Report

 10. Mangatawa Development Report

 11. Retirement Village Reports (Pacific Coast & Pacific Lakes)

 12. Financial Summary of Audited Accounts 2022 – 2023

 13. Appointment of a Share Valuer
"That the pursuant to s278 of Te Ture Whenua Maori Act 1993, Cookson Forbes & Associates be appointed as Share Valuer"

 14. Appointment of an Auditor
"That pursuant to s277 (2) of Te Ture Whenua Maori Act 1993, William Buck be appointed as Auditor"

 15. Approve Payment of Dividend
"That payment of a dividend of \$13.00 per share (total expenditure of \$504,530 as recommended by the Committee of Management) be approved pursuant to s259 (1) (c) of Te Ture Whenua Maori Act 1993"

 16. Committee of Management recommendation to approve payment of grants total \$143,740

Kaumātua Grants — \$40,000 total per annum
Kaumātua Health Grants — \$29,690 total per annum
Education Grants — \$35,000 total per annum
Sports Grants — \$20,000 total per annum
Koha — \$19,050 total per annum

17. Special Resolutions

17.1 The shareholders resolve to increase the number of members of the committee of management from five (5) to seven (7). Elections for the two new committee of management positions will be held at the 2024 Annual General Meeting of the Incorporation.

17.2 The shareholders resolve to update clause 22 to include: (6) No member of the committee of management may hold office for more than three (3) consecutive terms (being nine (9) years total). The time limit to take effect from, and first apply to the Committee of Management in place at, the date of the 2024 Annual General Meeting of the Incorporation.

17.3 The shareholders resolve to include a background section to the constitution which sets out the history of the Mangatawa Pāpāmoa Blocks Incorporation.

17.4 The shareholders resolve to amend the following notice timeframes in clause 3 to become operative ahead of the 2024 Annual General Meeting of the Incorporation:

A For annual general meetings where a special resolution will be considered, clause 3(2) shall be amended to read: Where a special resolution will be considered at the meeting, the notice must provide for no less than eight (8) weeks' notice of the date of the meeting.

Agenda

Agenda

B For annual general meetings where no special resolution will be considered, clause 3(3) shall be amended to read: Where no special resolution will be considered at the meeting, the notice must provide for no less than six (6) weeks' notice of the date of the meeting.

C For proxies clause 3(5) shall be amended to read: The notice shall specify that no person shall vote as attorney or proxy at the meeting unless a copy of the power of attorney or notice of appointment is lodged at the office of the incorporation not later than one (1) week before the time fixed for the meeting or such later time as the chairperson of the committee may allow.

17.5 The shareholders resolve to amend the notice time frame for nominations to fill vacancies among the Committee of Management in clause 23(4) as follows: No nominations shall be received later than ten (10) weeks before the date fixed for the meeting.

17.6 The shareholders resolve to amend the notice requirements in clause 3(4) to read: The notice of meeting shall be —

A Posted to every shareholder whose postal address is recorded in the share register; or

B Sent by email to every shareholder who has provided an email address to the Incorporation for the specific purpose of receiving notice of general meetings of the Incorporation; or

C Given in such other manner as the shareholders, by special resolution, may have determined at an earlier meeting.

17.7 The shareholders resolve to remove the reference to voting by “show of hands” from the constitution and to update it to refer to vote by private ballot instead. (A vote by shareholding must still be called in accordance with clause 14 of the constitution).

17.8 The shareholders resolve to enable attendance at general meetings of the Incorporation by audio visual link (where attendance by audio visual link is available and necessary) and wish to update the constitution accordingly.

17.9 The shareholders resolve to enable electronic or digital voting on special resolutions of the Incorporation and wish to update the constitution accordingly.

Creation of a Charitable Entity

17.10 The shareholders resolve that the Incorporation create a charitable entity to manage the operations of and seek, and receive, funding for community housing initiatives on the land managed by the Incorporation.

18. Election: Nomination for two members of the Committee of Management, Mr Neil Te Kani and Ms Paula Werohia retire by rotation, are eligible and offer themselves for re-election.

19. General Business

Lunch: 12:30PM

AGM 2022 Minutes

1. Timatanga

1.1 Mihi / Karakia Kevin Haua (Chair) opened the hui with a mihi and karakia.

1.2 Agenda Whitiora McLeod requested a change in agenda to elevate agenda items 15 and 16 to the beginning of the hui. This was agreed to by the Chair.

2. Election

2.1 Election of Committee of Management Kevin introduced Glenn Hawkins (GHA) as the Returning Officer. Glenn explained the election process and Kevin read the list of proxies and appointees (see proxy list). Candidates were introduced and presented to the shareholders. Shareholders were restricted from asking candidates questions. Glenn referred to the Constitution asking if five shareholders would support a poll vote. The five in support are:

1. SH ID 1168 Jane Shipway.
2. SH ID 661 Kevin Haua.
3. SH ID 404 Rakapurua Tipiwai.
4. SH ID 1169 Miriana Stephens.
5. SH ID 112 Henare Mohi.

There were a number of shareholders opposed to the poll vote. Kathryn Atvars-Bluett asked that those opposed be recorded and counted.

The Returning Officer suggested that those wanting to record their opposition should record it with the registrations team after the hui. After the meeting, the Returning Officer and scrutineer conducted the vote with the following recorded:

Blanche McMath	6877.750646
Victoria Beadle Werohia	4652.296900
Kevin Haua	4213.675734
Christopher Stokes	2811.074064
Whitiora McLeod	2709.212546

Blanche McMath and Victoria Beadle Werohia were elected to the Committee of Management.

3. Remuneration Review

3.1 Remuneration Review Scott Wikohika (CEO) tabled the independent remuneration review that recommended trustee fees move to an annual fixed fee rather than a per hui fee. The last review was conducted in 2015, so this review is timely. Shareholders questioned the increase in fees, which sounded like considerable amounts. Shareholders felt that these fees should reflect the income generated for the year.

After much discussion, it was decided that the vote on the remuneration review should be deferred until the financials have been received.

Discussion returned to the remuneration review at the end of the hui. Glenn Hawkins recommended two different ways the review could be approved; show of hands relying on the honesty of participant shareholders or a poll vote requiring the support of five shareholders. A poll vote would also necessitate the need for a re-registration process in order to obtain shareholding details. It was agreed that a show of hands would be sufficient.

Resolution: The remuneration review recommendations are accepted.
(Joe Harawira / Christine Comerford), **Carried**

4. Apologies & Proxies

4.1 Apologies **Resolution:** The apologies are accepted. (Whitiora McLeod / Kathryn Atvars-Bluett), **Carried**

4.2 Proxies **Resolution:** The proxies are accepted. (Whitiora McLeod / Joe Harawira), **Carried**

AGM 2022 Minutes

5. Previous Minutes & Matters Arising

5.1 Minutes of the Previous AGM The Chair asked for approval of the minutes and Andrew McMath noted that in his view, there were inaccuracies.

Resolution: The minutes of the 2021 AGM held Sunday, 31 October 2021, are accepted. (Whitiora McLeod / Thomas Cooper), **Carried**

5.2 Matters Arising Questions were raised about the three years' arrears from Mainfreight. No interest or arrears were sought from Mainfreight. It was also noted that other Mainfreight partners received funds, and it is unclear if MPBI received their portion of the funds. A wānanga will be held to maximise employment opportunities for whānau.

6. Reports

6.1 Chair's Report Kevin presented the Chair's report. The shareholders appreciate the wānanga that have been held to date and look forward to future wānanga to solve other matters such as constitutional changes.

6.2 CEO's Report Scott presented the CEO's report. Scott's role has evolved from GM to CEO, and Tim O'Brien has been appointed as GM to run day-to-day matters. Other appointments were raised, and concerns arose from the floor asking for justification for these. MPBI will investigate creating a Charitable Trust to align with the recent review's strategic report. An Associate Director framework will also be implemented in early 2023.

Resolution: The Chief Executive Officer's Report is accepted. (Maxine Bluett / Tony Wihapi), **Carried**

6.3 Seeka Kiwifruit Report Neil Te Kani presented this report. The purchase of Brown Road Orchard in May 2022 at \$8.8M has been debt funded. Yields have been excellent at 15,777 trays per hectare. Advice previously sought recommended withdrawing from kiwifruit, but no further advice has been sourced regarding this. A special license has been applied for to develop red kiwifruit.

Resolution: The Seeka Kiwifruit Report is accepted. (Kathryn Atvars-Bluett / Tony Wihapi), **Carried**

6.4 Mangatawa Developments Limited Report Victoria Beadle Werohia presented this report. All leases are up to date and conditional agreements are in place with Power Farming Holdings and McLeod Cranes. The sublease is with MDL, not Mainfreight. The major tenants are TUI Landscapes Supplies, Mainfreight, Mount Engineering, Stadium Storage LTD, and McLeod Cranes. MPBI will discuss employment opportunities for shareholders with Mainfreight. The common marine area was acquired via the amalgamation of blocks 3 and 12 and is sitting with the lawyers.

Resolution: The Mangatawa Developments Limited Report is accepted. (Tony Wihapi / Shelley Toa), **Carried**

7. Financials

7.1 Financial Summary Fred Cookson (Cookson Forbes) introduced himself and discussed the audited financial statements. He noted that this is the first year that William Buck have undertaken the audit. Fred referred to the Statement of Profit or Loss and noted the 35% increase in revenue and 31% increase in expenses. He advised the net profit for the year was \$1.99M and the net surplus after revaluations was \$34.47M. This included a \$32M increase in the value of the retirement villages joint venture. Fred confirmed that equity had increased to \$221.4M, with total assets of \$229.9M and total liabilities of \$8.5M. He also demonstrated the cash flows for the period, noting the increase in cash on hand from \$0.1M to \$1.5M. Fred finished by noting the excellent performance of the Incorporation, particularly in comparison to some of its peers.

Resolution: The Financial Statements for the year ended 30 June 2022 are accepted. (Christine Comerford / Tony Wihapi), **Carried**

8. Appointments

8.1 Appointment of Share Valuer **Resolution:** Pursuant to s278 of Te Ture Whenua Māori Act 1993, Cookon Forbes & Associates Limited is appointed the Share Valuer. (Whitiora McLeod / Miriana Stephens), **Carried**

8.2 Appointment of Auditor **Resolution:** Pursuant to s277(2) of Te Ture Whenua Māori Act 1993, William Buck is appointed as the Auditor. (Whitiora McLeod / Joe Harawira), **Carried**

9. Dividend Payment

9.1 Approve Payment of Dividend **Resolution:** Payment of a dividend of \$15.97 per share (total \$620,000), as recommended by the Committee of Management is approved. (Whitiora McLeod / Kim Evin), **Carried**

10. Grant Payment

10.1 Approve Payment of Grants Tony Wihapi asked that consideration be given to decreasing the kaumātua age to 60 years. This will be discussed at a wānanga in 2023:

Kaumātua Grants — \$40,000 total per annum
Kaumātua Health Grants — \$29,690 total per annum
Education Grants — \$35,000 total per annum
Sports Grants — \$20,000 total per annum
Koha / Marae — \$19,050 total per annum

Resolution: Payment of grants as set out in the above list totalling \$143,740, as recommended by the Committee of Management, is approved for payment for the 2021 / 22 year. (Tapuraka Tamati / Priscilla Nepia), **Carried**

11. Gloucester Road

11.1 Resolutions for Gloucester Road Scott spoke about the resolutions reiterating the information provided to the shareholders. Shareholders asked that the wording be robust and precise, and noted it would be good to understand the leverage MPBI has over TCC. A dispute resolution process will be created. Grenada is the starting point, and NZTA will contribute funds, decreasing the cost to MPBI. A wānanga will be held in due course to discuss this kaupapa in detail.

12. General Business

12.1 General Business: It was requested that the CoM fence off the historical pā sites at Mangatawa and riparian planting is investigated. The CoM should also start succession planning and invite rangatahi to attend CoM hui to learn the functions and governance.

13. Whakakapi

There being no further business, the 2022 Annual General Meeting was closed at 1:55pm with a karakia by Joe Harawira.

Annual General Meeting

9am Sunday
30 September 2023

Trust Power Arena
Baypark Stadium
81 Truman Lane
Mt Maunganui

Attendance Register

1. Kevin Haul
2. Jane Shipway
3. Miriana Stephens
4. Mere Ikin
5. Christopher Stokes
6. Suzanne Tawhara
7. Waka Taite
8. Fred Cookson
9. Shirley Oliver
10. Christine Comerford
11. Siobhan Hale-Pennington
12. Pat Bidois
13. Cherie Ririnui
14. Kathryn Bluett-Atvars
15. Reremoana Wall
16. Shayla Taite
17. Blanche Pirihiha McMath
18. David Ratima
19. Eunice Ratima
20. Te Poihipi Phillips
21. Makere Cooper
22. Hinerau Rameka
23. Tapina McLeod
24. Charles Nepia
25. Matene Te Aonui
26. Dallas Te Aonui
27. Iriwaka Herena Te Aonui
28. Jessica McLeod
29. Bob Te Aonui
30. Joe Harawira
31. Locky Werohia
32. Annette Werohia
33. Lyn Cosgrove
34. Donna McLeod
35. Ripeka Tahau
36. Mamaeroa Hulton
37. Monique Te Are
38. Wayne Hulton
39. Roger Hulton
40. Lance Campbell
41. Anne Douglas
42. Rakapurua Tipiwai
43. Reg Tamati
44. Kathleen Mohi
45. Henare Mohi
46. Raiha Walker
47. Waiwhetu Walker
48. Crystal Rameka
49. Tatau Whanau Trust
50. Wakata Kingi
51. Rod Taite
52. Lyndsay Muru
53. Puti Smith
54. Tyson Hullena
55. Julie Te Amo
56. Hori Rameka Whanau Trust
57. Sarah Rameka
58. Steve Johns
59. Tehuatahi Aitken
60. Ngaputiputi Fraser
61. Wally Harawira
62. Tuini Quin
63. Geranium Harawira
64. Rangi Oliver
65. Victoria Werohia
66. Maxine Burney
67. Andrew McMath
68. Marlene Holst
69. Marama Clarke
70. Erana Hogan
71. Sharron Hogan
72. Darra McLeod
73. Paula M. Werohia
74. Thommas Cooper
75. Hone Quin
76. Mark Marshall
77. Kihl Falwasser
78. Maybelle McLeod
79. Wahia Ella Kuka
80. Punawai Poroa
81. Mark Poroa
82. Johnny McLeod
83. Kathryn Palmer
84. Charlie Bluett
85. Mac Kingi
86. Christine Cananagh
87. Whitiora McLeod
88. Maggie H. Currie
89. Jane Werohia-Pratt
90. Kim Elvin
91. Donna Gardiner
92. Mihi Gardiner
93. Te Pepera Webster
94. John Harawira
95. Hemi Williams
96. Parewhati Taikato
97. Matini Tionehana Taikato Whanau Trust
98. Rex & Uru Flintoff Whanau Trust
99. Arthur Flintoff
100. Shelly Toa
101. Teharimate Paora Patene Whanau Trust
102. Ereka Kitsan
103. Stuart McKinstry
104. Carolyn Williams
105. Pare Harvey
106. Iria Taite
107. Janelle Storer
108. Pricilla Nepia
109. Tim O'Brien
110. Summer Benett
111. Anahera Ririnui
112. Joanne Smith
113. Hunter Smith
114. Moira Kiwi
115. Huriana Taite
116. Diane Taima Webster Allen
117. Tony Wihapi
118. Trent Darren Nuku
119. Thelma McLeod
120. Debrah Fakaosilea

Annual General Meeting

**9am Sunday
30 September 2023**

**Trust Power Arena
Baypark Stadium
81 Truman Lane
Mt Maunganui**

1. Josephine Clare Anderson
2. June Forbes
3. Nella Bluett
4. John Bluett
5. Brad Taipari Bluett
6. Ranui Maxwell
7. Jessica Bluett
8. Ivan Cole
9. Sheralee Forbes
10. Matekino Ratima
11. Chelsey Ripeka Tahau
12. Ngaromoana Farrell
13. Delwyn Little
14. Aroha Ririnui
15. Peata Billing
16. Joe Ririnui
17. Wepiha Webster Ronaki
18. Rhys Rushton (SEEKA)

Apologies Register

1. Interpretation

1.1 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

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

Shareholder, in relation to a Maori 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 Maori incorporation, means a resolution that has been passed at a general meeting of shareholders of the Maori 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 Words or expressions contained in this constitution have the same meanings as in the Act.

General meetings of shareholders

2. Special general meeting

2.1 A special general meeting of shareholders may be convened at any time by the committee, and shall be so convened —

A Upon an order of the court in the exercise of its powers under [section 280](#) of the Act; or

B Upon a requisition in writing signed by shareholders holding in the aggregate not less than 10% of the total shares in the incorporation.

2.2 Any requisition for the calling of a special general meeting shall state the purpose for which the meeting is required and shall be served on the chairperson or the secretary of the committee, at the registered office of the incorporation.

2.3 On receipt of any requisition made in accordance with subclauses (1) and (2) or any order of the court for the calling of a special general meeting, the committee shall convene, and fix a time and place for a special general meeting to be held within 3 months after the receipt of the requisition or order.

3. Notice of meeting

3.1 A general meeting of shareholders (whether an annual general meeting or a special general meeting) shall be convened by notifying shareholders in writing of the time and place of the meeting and of the business proposed to be transacted at the meeting.

3.2 Where a special resolution will be considered at the meeting, the notice must provide for no less than 21 clear days' notice of the date of the meeting.

3.3 Where no special resolution will be considered at the meeting, the notice must provide for no less than 14 clear days' notice of the date of the meeting.

3.4 The notice of meeting shall be —

A Posted to every shareholder whose postal address is recorded in the share register; or

B Given in such other manner as the shareholders, by special resolution, may have determined at an earlier meeting.

3.5 The notice shall specify that no person shall vote as attorney or proxy at the meeting unless a copy of the power of attorney or notice of appointment is 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 may allow.

4. Special resolutions

4.1 The following matters are to be dealt with only by way of a special resolution:

- A the inclusion in the incorporation of the owners of additional land under [section 251](#) of the Act;
- B the amalgamation of the incorporation with any incorporation under [section 252](#) of the Act;
- C the transfer of Maori freehold land under [section 254\(1\)\(a\)\(I\)](#) of the Act;
- D the grant in respect of Maori freehold land of any lease or licence for a term of more than 21 years under [section 254\(1\)\(a\)\(ii\)](#) of the Act;
- E the sale or gift of Maori freehold land under [section 254\(1\)\(b\)](#) of the Act;
- F declaring, under [section 258](#) of the Act, that the incorporation stands possessed of any part of its property or of any income derived from any specified part of its property on trust for the charitable purposes specified in the declaration;
- G restricting or prohibiting the exercise by the committee of management of any of its rights, powers, or privileges;
- H altering the constitution of the incorporation pursuant to [section 253A](#) of the Act;
- I winding up the incorporation;
- J supporting an application for a partition order or an amalgamation order or an aggregation order under [section 288\(3\)](#) of the Act;
- K Matters specified in this constitution as matters to be dealt with by special resolution.

4.2 Any shareholder may give notice in writing to the committee of any special resolution that the shareholder intends to move at a specified general meeting or at the next available general meeting of shareholders, and in any such case the written notice of the meeting shall include notice of the intended special resolution.

4.3 No special resolution shall be moved at any general meeting unless notice of the resolution has been included in the written notice of the meeting.

4.4 All special resolutions passed at a meeting of shareholders shall within 21 days after the date of the meeting be delivered, together with particulars of the date and place of the meeting, to the Registrar, who shall record the resolution in the register of Maori incorporations in accordance with [section 279](#) of the Act.

4.5 Subject to [section 254\(3\)](#) of the Act, a special resolution authorising the sale or gift of Maori freehold land under section 254(1) (b) of the Act shall be voted for by shareholders holding not less than 75% of the total shares in the incorporation.

5. Annual general meeting

An annual general meeting of shareholders shall be held in each year, within 6 months after the termination of the financial year of the incorporation, at a time and place fixed by the committee.

6. Business of annual general meeting

The business of the annual general meeting shall be as follows —

- A to receive the minutes of the last annual general meeting and any general meeting held since the last annual general meeting;
- B to receive and consider the balance sheet, the profit and loss account, and the other reports and statements required by [section 276\(4\)](#) of the Act to be annexed or attached to the balance sheet and, if thought fit, to adopt the same after hearing the auditor's report;
- C to elect persons to fill vacancies in the membership of the committee of management;
- D to appoint an auditor or auditors under [section 277](#) of the Act;
- E to appoint a share valuer under [section 278](#) of the Act;
- F to authorise, by resolution, —
 - (i) the payment of an amount by way of dividend to the shareholders pursuant to [section 259\(1\)\(c\)](#) of the Act;
 - (ii) payments for purposes specified in the resolution pursuant to [section 259\(1\)\(d\)](#) of the Act;
- G to consider any proposed special resolution of which notice has been duly given;
- H to consider and, if thought fit, dispose of other matters of general business.

7. Chairpersons

At every general meeting of shareholders, the chairperson of the committee of management shall preside if present, and, if the chairperson is absent, the committee shall appoint one of their numbers present to be chairperson of the meeting.

8. Postponements

At any time before the time fixed for the holding of any general meeting of shareholders, the chairperson of the committee may postpone the meeting to some other time or may appoint some other place of meeting, as the chairperson may consider expedient, and notice of any such altered time or place shall be duly given in accordance with [rule 3](#).

9. Quorums

9.1 The quorum for every general meeting of shareholders shall be 20 shareholders or a number of shareholders equal to two-thirds of the number of shareholders (whichever is the less) or such other number as the shareholders, by special resolution, may have determined at an earlier meeting, and whether in any case the shareholders attend personally or by proxy or by a duly appointed attorney.

9.2 No general meeting shall be deemed to be properly constituted unless at least 3 shareholders are present in person throughout the meeting.

10. Lack of quorum

10.1 If a quorum is not present within 1 hour after the time appointed for a general meeting of shareholders or if for any other reason the meeting cannot be held, the meeting shall be adjourned to such other date, time, and place as the committee may appoint and the committee shall give not less than 14 clear days' notice of the meeting by advertisement published twice in 1 or more daily newspapers circulating in the district in which the incorporation's land is situated.

10.2 If at the new time and place, or within 1 hour after such time, there has not been a quorum present the meeting shall lapse.

10.3 Where any annual general meeting lapses, the certified balance sheet, the profit and loss account, and the other reports and statements referred to in [rule 6\(b\)](#) shall forthwith be transmitted by the chairperson to the Registrar.

11. Adjournments

The chairperson may, with the consent of the meeting, adjourn any general meeting of shareholders from time to time and from place to place.

Voting

12. Right to vote

12.1 A shareholder may exercise the right to vote either —
A by being present in person or by proxy or by duly appointed attorney; or
B if the shareholders by special resolution have so determined at an earlier meeting, by postal vote.

12.2 Any person who is, by virtue of a kai tiaki trust established under [section 217](#) of the Act, the trustee for any shareholder in respect of his or her shares, or who is the duly appointed attorney of any shareholder, may attend, vote, and act at any meeting of the incorporation, either personally, by proxy, or by postal vote, in the same manner and on the same conditions as if that person were the shareholder.

12.3 Where 2 or more persons are registered as the holder of a share, the vote of the person named earliest in the share register and voting on a matter must be accepted to the exclusion of the votes of the other joint holders.

12.4 The chairperson of a general meeting of shareholders is not entitled to a casting vote.

13. Voting

Unless a vote on shareholding is demanded, —

A voting at a meeting of shareholders is to be by show of hands:

B every shareholder present in person or by proxy or by duly appointed attorney shall have 1 vote only, and a resolution shall be carried if a majority of the votes is in favour of the resolution;

C a declaration by the chairperson that a resolution has been carried by a majority and an entry to that effect in the minute book of the incorporation shall be sufficient evidence of the fact.

14. Vote on shareholding

14.1 A vote on shareholding may be demanded either before or after a show of hands is taken on a resolution by —

A not less than 5 persons present in person at the meeting and having the right to vote at the meeting; or

B a person or persons entitled to exercise not less than one-tenth of the total votes of those present in person or by proxy at the meeting.

14.2 On a vote on shareholding, the voting powers of any shareholder shall be determined by the number of shares held by that shareholder.

14.3 If a vote on shareholding is taken, it shall be taken in the manner directed by the chairperson. The secretary, with or without some person or persons appointed by the chairperson and approved by the meeting, shall record the voting accordingly and shall compute the aggregate value of votes cast for and against the resolution and report the result to the chairperson.

14.4 The chairperson shall declare the resolution to be carried or to be lost accordingly, and, if the meeting has otherwise finished its business before the computing is concluded, the chairperson may close the meeting, and, on the conclusion of the computing, declare the result of the vote on shareholding by an entry in the minute book of the incorporation signed by the chairperson and the secretary and such other person or persons appointed to compute the votes (as the case may be).

15. Disposal of voting papers and other documents

15.1 Where any vote on shareholding is taken, or any vote is taken to elect members to the committee of management, or any proxy or attorney is appointed, the voting papers, notices of appointment, copies of powers of attorney, or certificates of non-revocation (as the case may be) shall be retained intact by the incorporation for 2 months. Thereafter the voting papers and other documents described above shall be disposed of as the chairperson directs.

15.2 If within that 2 months, the incorporation receives any written notice that an application has been made to the court to investigate the conduct of any vote on shareholding or election or appointment of any proxy or attorney, it shall file in the court all the voting papers and other documents described in subclause (1) to be disposed of as the court directs.

Attorneys

16. Time to lodge power of attorney

16.1 No person shall vote as attorney at a meeting unless —

A a copy of the power of attorney is 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 may allow; and

B the person appointed as attorney signs, at the meeting, a certificate of non-revocation of the power of attorney and lodges it with the chairperson of the meeting; and

C the chairperson of the meeting is satisfied that the appointment is prima facie in order.

16.2 If any power of attorney or certificate of non-revocation is ruled by the chairperson to be out of order, the reason for the ruling shall be certified on the copy of the power of attorney or the certificate of non-revocation (as the case may be), and the attorney shall not vote at the meeting of shareholders.

16.3 The chairperson of the meeting shall, on request, give to any person entitled to vote at the meeting an opportunity to inspect any power of attorney or any certificate of non-revocation that has been lodged and to raise any objection to it.

Proxies

17. Appointments

17.1 A proxy for a shareholder is entitled to attend and be heard at a meeting of shareholders as if the proxy were the shareholder.

17.2 A proxy must be appointed by notice in writing in [form 1](#) of Schedule 2 or to the like effect.

17.3 The notice must be signed by the shareholder and witnessed.

17.4 The notice must state the particular meeting for which the proxy is appointed.

17.5 Any person of full age and capacity, other than a member of the committee or a person, who has consented to be nominated for election as a member of the committee, may be appointed as the proxy of any shareholder or any trustee of any shareholder.

18. Cancellation and lapse of appointment

18.1 An appointment as proxy may be cancelled in writing by the shareholder who made the appointment and either lodged at the office of the incorporation before 10 o'clock in the morning of the last working day before the day of the meeting or lodged with the chairperson of the meeting.

18.2 An appointment as proxy shall lapse in accordance with the terms of appointment or on the death of the person giving the proxy or on the cancellation of the appointment as provided in subclause (1).

18.3 If a person who has appointed a proxy attends the meeting personally and notifies the chairperson that he or she is present and the chairperson notifies the meeting accordingly, the proxy shall not vote on behalf of that person after the chairperson's notification; but the validity of voting that has already been completed before that notification to the meeting shall not be affected thereby.

19. Time to lodge instrument of appointment

19.1 No person shall vote as proxy at a meeting unless the notice of appointment is 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 may allow and unless the chairperson of the meeting is satisfied that the appointment is prima facie in order.

19.2 If any notice of appointment is ruled by the chairperson to be out of order, the reason for the ruling shall be certified on the notice and the proxy shall not vote at the meeting of shareholders.

19.3 The chairperson of the meeting shall, on request, give to any person entitled to vote at the meeting an opportunity to inspect any notice of appointment that has been lodged and to raise any objection to the notice.

Postal votes

20. Postal votes

20.1 If the shareholders, by special resolution, have so determined at an earlier meeting, a shareholder may exercise the right to vote at a meeting by casting a postal vote in accordance with the provisions of this rule.

20.2 A postal vote shall be in [form 2](#) of Schedule 2 or to like effect, signed by the shareholder and witnessed.

20.3 The notice of a meeting must state the name of the person authorised by the committee of management to receive and count postal votes at that meeting.

20.4 If no person has been authorised to receive and count postal votes at a meeting, or if no person is named as being so authorised in the notice of the meeting, the secretary of the committee is deemed to be so authorised.

20.5 A shareholder may cast a postal vote on all or any of the matters to be voted on at a meeting by sending a notice of the manner in which his or her shares are to be voted to a person authorised to receive and count postal votes at that meeting. The notice must reach that person not less than 48 hours before the start of the meeting.

20.6 A shareholder who casts a postal vote shall not be counted for the purposes of determining whether a quorum is present at the meeting.

20.7 It is the duty of the person authorised to receive and count postal votes at a meeting —

- A to collect together all postal votes received by him or her or by the incorporation; and
- B in relation to each resolution to be voted on at the meeting, to count —
 - (i) the number of shareholders voting in favour of the resolution and the number of votes cast by each shareholder in favour of the resolution; and
 - (ii) the number of shareholders voting against the resolution, and the number of votes cast by each shareholder against the resolution; and
- C to sign a certificate that he or she has carried out the duties set out in paragraphs (a) and (b) (which certificate shall set out the results of the counts required by paragraph (b)); and
- D to ensure that the certificate required by paragraph (c) is presented to the chairperson of the meeting.

20.8 If a vote is taken at a meeting on a resolution on which postal votes have been cast, the chairperson of the meeting must —

- A on a vote by show of hands, count each shareholder who has submitted a postal vote for or against the resolution;
- B on a vote on shareholding, count the votes cast by each shareholder who has submitted a postal vote for or against the resolution.

20.9 Where the chairperson of a meeting believes that the postal votes cast in relation to a resolution are such that if a vote on shareholding were to be taken the result might differ from the result that would be obtained on a show of hands, he or she must call for a vote on shareholding on that resolution.

20.10 The chairperson of a meeting must ensure that the certificate of postal votes held by him or her is annexed to the minutes of the meeting.

Committee of management

21. First election of committee

21.1 At the first annual general meeting of shareholders of the incorporation, the shareholders shall —

- A fix the number of members of the committee of management, being not less than 3 nor more than 7; and
- B elect the members of the committee.

21.2 The number so fixed may from time to time be varied by resolution of the shareholders, but in no case shall the number be reduced below 3 nor increased above 7.

22. Term of office

22.1 Subject to subclauses (2) to (4), every member of the committee shall hold office for a term of 3 years expiring at the end of the annual general meeting held in the third calendar year after the calendar year in which the member was elected, unless the member sooner dies or resigns or is sooner removed from office.

22.2 Notwithstanding subclause (1), the shareholders may, by special resolution, determine that the term of office of any member of the committee shall expire at such other date as will provide for the rotation of retirement dates.

22.3 If in any calendar year the annual general meeting at which a committee member is due to retire is not held for any reason, the term of office of that member shall expire at the end of that calendar year.

22.4 Every member who is elected to fill any extraordinary vacancy caused by death, resignation, or removal from office of any member shall hold office for the remainder of the term for which his or her predecessor was elected.

22.5 In this rule **calendar year** means a period of 12 months ending with 31 December.

23. Election of members to committee of management

23.1 The election of persons to fill vacancies in the committee shall be conducted at the annual general meeting unless the court in any particular case orders the holding of a special general meeting for this purpose, or unless the committee decides to submit the filling of a vacancy to a special general meeting convened for that or any other purpose.

23.2 Subject to subclause (3), nominations for any election of persons to fill vacancies in the committee shall be made in writing signed by the shareholder making the nomination and accepted in writing by the person nominated, and shall be lodged at the registered office of the incorporation or such other address as may be specified by the committee from time to time.

23.3 A member of the committee who, pursuant to [rule 22](#), is due to retire at the meeting at which the election is to be conducted shall be deemed to have been nominated for the election in accordance with this regulation unless that member lodges at the registered office of the incorporation, not less than 7 clear days before the date fixed for the meeting, written notice to the effect that the member does not accept nomination for the election.

23.4 No nominations shall be received later than 3 clear days before the date fixed for the meeting.

23.5 If the number of eligible persons so nominated does not exceed the number of members to be elected, the chairperson of the meeting shall declare the persons nominated to be elected.

23.6 Subject to subclause (4), if the number of eligible persons so nominated exceeds the number required to be elected, the chairperson shall call upon the meeting to elect from the persons nominated the number required, and the secretary, with or without some person or persons appointed by the chairperson and approved by the meeting, shall count the votes cast for each person nominated and report the results to the chairperson.

23.7 Where the secretary has been nominated to fill a vacancy in the committee and an election is required pursuant to this rule, the chairperson shall appoint some person approved by the meeting (other than the secretary) to carry out the duties of the secretary under subclause (6).

23.8 The chairperson shall declare those persons (being not more than the number of persons required to be elected) who have received the highest number of votes to be elected. The result shall be declared by entry in the minute book.

23.9 If the number of eligible persons nominated in accordance with this rule is less than the number required to be elected, the chairperson shall declare the persons nominated to be elected and shall invite nominations from the meeting to fill the remaining vacancies.

23.10 No person nominated from the meeting shall be eligible for election unless that person accepts the nomination in writing.

23.11 A list of the persons elected shall forthwith be prepared by the chairperson in [form 3](#) of Schedule 2 or to the like effect and signed by the chairperson.

23.12 The list shall be countersigned by the secretary who shall then forward it to the Registrar.

24. Interested members

24.1 No person shall be disqualified from being elected or from holding office as a member of the committee by reason of his or her employment as a servant or officer of the incorporation, or his or her being interested or concerned in any contract made by the incorporation.

24.2 No member of the committee shall vote or take part in the discussion on any matter before the committee that directly or indirectly affects that person's remuneration or the terms of his or her employment as a servant or officer of the incorporation, or that directly or indirectly affects any contract in which that person may be interested or concerned.

Meetings of committee of management

25. Procedure and meetings of committee of management

25.1 Subject to the provisions of the Act and subject to any conditions imposed by resolution passed at a general meeting of shareholders, the members of the committee may meet together for the dispatch of business, adjourn, and otherwise regulate their procedures as they think fit.

25.2 A quorum at such meetings shall be a majority of the members for the time being in office, but not less than 3 members.

25.3 A committee shall, as required by [section 273](#) of the Act, elect a chairperson of the committee, appoint a secretary of the incorporation, and appoint some place to be the registered office of the incorporation, and from time to time thereafter shall in the same manner fill any vacancy in the office of chairperson or secretary and may change the registered office.

25.4 Particulars of such elections and appointments and all changes therein shall be supplied to the Registrar in [form 4](#) of Schedule 2 or to the like effect.

25.5 Meetings of the committee shall be called by the chairperson or may be held at such times and places as may be fixed by resolution of the committee.

25.6 Any 2 members may at any time require the chairperson or the secretary to summon a meeting.

25.7 Unless convened with consent of all the members, not less than 3 clear days' notice of any meeting shall be given to every member of the committee.

25.8 A notice sent to a member's usual residential address, within the prescribed time, shall be sufficient notice for the purposes of subclause (7).

25.9 If at any meeting the chairperson is not present at the time appointed for holding the meeting, the members present shall choose one of their number to be chairperson, and the person so chosen shall have and may exercise at that meeting all the powers of the chairperson.

25.10 Questions arising at any meeting shall be decided by a majority of the members present, but 3 members at least shall concur in every act of the committee.

25.11 In the case of an equality of votes, the chairperson shall, in addition to a deliberative vote, have a casting vote.

25.12 The proceedings of every meeting shall be recorded in a minute book.

26. Teleconference meeting of committee

26.1 The contemporaneous linking together by telephone or other means of instantaneous audio (or audio and visual) communication of a number of the members of the committee of management not less than the quorum, whether or not any 1 or more of the members is out of New Zealand, shall be deemed to constitute a meeting of the committee and all the provisions in this constitution as to meetings of the committee shall apply to such meetings so long as the following conditions are met:

A all the members for the time being entitled to receive notice of a meeting of the committee shall be entitled to notice of a meeting by telephone or other means of communication and to be linked by telephone or such other means for the purposes of such meeting:

B each of the members taking part in the meeting by telephone or other means of communication, and the secretary, must throughout the meeting be able to hear each of the other members taking part.

26.2 A member may not leave a meeting conducted pursuant to this rule by disconnecting his or her telephone or other means of communication unless he or she has previously obtained the express consent of the chairperson of the meeting and a member shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting by telephone or other means of communication unless he or she has previously obtained the express consent of the chairperson of the meeting to leave the meeting as aforesaid.

26.3 A minute of the proceedings at such a meeting by telephone or other means of communication shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified as a correct minute by the chairperson of the meeting or by the secretary.

Shares

27. Minimum share units

27.1 The shareholders may from time to time, by special resolution, fix a specified number of shares as the minimum share unit for the incorporation.

27.2 No shareholder shall transfer to any person any number of shares that would reduce the number of shares of the transferor to less than the minimum share unit.

27.3 No shareholder shall transfer to any other person any number of shares less than the minimum share unit unless —

A the shares being transferred comprise all the shares of the transferor; and

B the shares are being offered to —

(i) an existing shareholder, or

(ii) the incorporation, or trustee, on behalf of a putea trust or whanau trust.

28. Form of transfer

28.1 A share transfer shall be in [form 5](#) of Schedule 2 or to the like effect and shall be signed by the transferor and witnessed.

28.2 The witness shall add, after his or her signature, his or her occupation and address.

29. Form of certificate as to shareholding

Any certificate as to shareholding issued under [section 263\(4\)](#) of the Act shall be in [form 6](#) of Schedule 2.

30. Share register

30.1 The share register of the incorporation shall be kept at the registered office of the incorporation.

30.2 The register shall, during office hours, be open to the inspection of, or on behalf of, any shareholder without charge and any other person on payment of such amount (if any) as may be determined by the shareholders by special resolution.

31. Registration of share transfers

31.1 An application for registration of a share transfer shall be made in writing to the committee of management and accompanied by a completed share transfer form.

31.2 No share transfer shall be registered in the share register except on the direction of the committee of management, which shall be entitled first to require further evidence as to the authenticity of any share transfer and to satisfy itself that—

A the transferor is the registered holder of the shares; and

B the transferee is a person to whom the shares may be alienated in accordance with [Part 7](#) of the Act.

32. Registration of orders

Upon receipt of any order of the court for the vesting in any person of any shares in the incorporation, the secretary shall, as soon as is practicable, amend the share register in accordance with the terms of the order and notify the committee of management that the amendment has been made.

33. Shares held in trust

33.1 The trustees of a putea trust or a whanau trust to which any shares in the incorporation belong may have their names entered in the share register as the owners of the shares upon the direction of the committee of management, which shall be entitled first to require further evidence that —

A the shares belong to the trust; and

B they are duly appointed as trustees of the trust.

33.2 Where any person holds any shares in the incorporation in a representative capacity, that fact shall be recorded beside that person's name in the share register, but it shall not be necessary for the incorporation or any officer of the incorporation or any other person to go behind that entry in respect of any matter relating to the shares.

34. Correction to share register

No correction shall be made to the share register except with the approval and on the direction of the committee, which shall be entitled first to require further evidence as to the authority for any proposed correction, and an indemnity against claims consequential upon any such correction.

35. Suspension of registration

The registration of transfers and orders of the court may be suspended from time to time for such period (not exceeding 30 days in any year) as the committee may determine.

Miscellaneous provisions

36. Minutes

36.1 The proceedings of every general meeting of shareholders and of every meeting of the committee of management shall be recorded in a minute book.

36.2 Minutes which have been signed correct by the chairperson of the meeting are prima facie evidence of the proceedings.

37. Custody of books, records, and seal

The books and records of the incorporation and of the committee and the common seal of the incorporation shall be kept in the custody of the secretary or such other person or persons as the committee shall appoint.

38. Common seal

The common seal of incorporation shall consist of a stamp or die approved by the committee whereon is engraved or impressed in legible characters the name of the incorporation.

<p>Office use only</p> <p>SH ID:</p> <p>SHARES:</p>

**Meeting of Shareholders Incorporation
Appointment of Proxy**

**Te Ture Whenua Māori Act, 1993
Mangatawa Pāpāmoa Blocks Incorporation**

IN THE MATTER of an Annual General Meeting of the shareholders of the Mangatawa Pāpāmoa Blocks Incorporation to be held at Mercury Baypark, 81 Truman Lane, Mt Maunganui, on the 30 September 2023, 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 proxy¹ [at least one name to be filled in]:

_____ or if he / she does not attend:
_____ for the above meeting and any adjournment thereof.

Signed on the _____ day of _____ 2023, by:
Full name of Shareholder / Trustee:

Signature:

In the presence of
Full name of witness:

Signature:

Address:

Occupation:

(1) Appointment of Proxy

<p>GHA Limited Attn: Nero Panapa PO Box 1712 Rotorua 3010 NEW ZEALAND</p> <p>Or via email to: nero@gha.co.nz</p>

Note:
1 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.
2 This form when completed must be lodged at the office of Glenn Hawkins & Associates (GHA) no later than **10.00am Thursday the 28th September 2023.**

Office use only
SH ID:
SHARES:

**Meeting of Shareholders Incorporation
Postal Vote**

**Te Ture Whenua Māori Act, 1993
Mangatawa Pāpāmoa Blocks Incorporation**

IN THE MATTER of an Annual General Meeting of the shareholders of the Mangatawa Pāpāmoa Blocks Incorporation to be held at Mercury, Baypark, 81 Truman Lane, Mt Maunganui, on the Sunday, 30th September 2023, 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 vote on the proposed Special Resolutions as follows:

Circle whichever is desired:

- The shareholders resolve to increase the number of members of the committee of management from five (5) to seven (7). Elections for the two new committee of management positions will be held at the 2024 Annual General Meeting of the Incorporation.

In favour / Against / Abstain

- The shareholders resolve to update clause 22 to include: (6) No member of the committee of management may hold office for more than three (3) consecutive terms (being nine (9) years total). The time limit take effect from, and first apply to the Committee of Management in place at, the date of the 2024 Annual General Meeting of the Incorporation.

In favour / Against / Abstain

- The shareholders resolve to include a background section to the constitution which sets out the history of the Mangatawa Pāpāmoa Blocks Incorporation.

In favour / Against / Abstain

- The shareholders resolve to amend the following notice timeframes in clause 3 to become operative ahead of the 2024 Annual General Meeting of the Incorporation:

A For annual general meetings where a special resolution will be considered, clause 3(2) shall be amended to read: Where a special resolution will be considered at the meeting, the notice must provide for no less than eight (8) weeks' notice of the date of the meeting.

B For annual general meetings where no special resolution will be considered, clause 3(3) shall be amended to read: Where no special resolution will be considered at the meeting, the notice must provide for no less than six (6) weeks' notice of the date of the meeting.

(2) Postal Vote

(2) Postal Vote

C For proxies clause 3(5) shall be amended to read:
The notice shall specify that no person shall vote as attorney or proxy at the meeting unless a copy of the power of attorney or notice of appointment is lodged at the office of the incorporation not later than one (1) week before the time fixed for the meeting or such later time as the chairperson of the committee may allow.

In favour / Against / Abstain

5. The shareholders resolve to amend the notice time frame for nominations to fill vacancies among the committee of management in clause 23(4) as follows: No nominations shall be received later than ten (10) weeks before the date fixed for the meeting.

In favour / Against / Abstain

6. The shareholders resolve to amend the notice requirements in clause 3(4) to read: The notice of meeting shall be —

A Posted to every shareholder whose postal address is recorded in the share register; or

B Sent by email to every shareholder who has provided an email address to the Incorporation for the specific purpose of receiving notice of general meetings of the incorporation; or

C Given in such other manner as the shareholders, by special resolution, may have determined at an earlier meeting.

In favour / Against / Abstain

7. The shareholders resolve to remove the reference to voting by “show of hands” from the constitution and to update it to refer to vote by private ballot instead (a vote by shareholding must still be called in accordance with clause 14 of the constitution).

In favour / Against / Abstain

8. The shareholders resolve to enable attendance at general meetings of the Incorporation by audio visual link (where attendance by audio visual link is available and necessary) and wish to update the constitution accordingly.

In favour / Against / Abstain

9. The shareholders resolve to enable electronic or digital voting on special resolutions of the Incorporation and wish to update the constitution accordingly.

In favour / Against / Abstain

10. Creation of a Charitable Entity

The shareholders resolve that the Incorporation create a charitable entity to manage the operations of and seek, and receive, funding for community housing initiatives on the land managed by the Incorporation.

In favour / Against / Abstain

(2) Postal Vote

Signed on the _____ day of _____ 2023, by:
Full name of Shareholder / Trustee:

Signature:

In the presence of
Full name of witness:

Signature:

Address:

Occupation:

Note:

1 This form when completed must be lodged at the office of Glenn Hawkins & Associates (GHA) no later than **10.00am Thursday the 28th September 2023**.

2 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.

3 The postal vote must be signed and witnessed.

4 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.

5 Glenn Hawkins & Associates (GHA) are the person authorised to receive and count postal votes for the meeting of shareholders.

6 No postal vote is effective unless it is received by Glenn Hawkins & Associates (GHA) at the address entered below, not less than 48 hours before the start of the meeting.

7 Shares voted by postal voting do not count toward the quorum requirements.

GHA Limited
Attn: Nero Panapa
PO Box 1712
Rotorua 3010
NEW ZEALAND

Or via email to:
nero@gha.co.nz

COM Nominations





Hinerau Rameka (nee Doherty)

Ko Māro me Ōhaoko ngā maunga
Ko Manawa-a-Hiwi te awa
Ko Manawa-a-Hiwi te pā
Ko Manawa-a-Hiwi te kaitiaki
Ko Ngāti Tāwhaki te hapū
Ko Te Hokotahi te tangata
Te pūtahitanga o ngā huarahi te waha kai tangata ki Te Urewera

I am married to the youngest of Jimmy and Rona (Nee Ririnui) Rameka children, Tamamutu Rameka. We have one child, Hineatarau. I have been part of the Ngā Pōtiki and Ngāti Pukenga community for nearly 20 years, offering my skills and knowledge where requested to assist various land and marae trusts both here in Tauranga and back home in Te Urewera.

I am a practicing lawyer, predominantly working in the Waitangi Tribunal, Māori Land issues and criminal jurisdictions. I am an ex-Māori Land Court, Māori Trustee (now known as Te Tumu Paeroa) and various settlement trusts employee.

I am currently employed as a lawyer at the firm of Annette Sykes & Co. I am an advisor to the Rameka Te Whānau Kotahi Trust who have had significant growth in terms of their asset base and whānau capacity building and wellbeing. I am a trustee on my Marae Trust, Te Manawa-a-Hiwi. I am one of two Tribal delegates for my hapū under the Te Manawarū Tūhoe Tribal authority. I am a trustee on Te Tuawhenua Trust who manage 23 land blocks in the heart of Te Urewera and own Manawa Honey. I am also a member of the South Waikato New Zealand Māori Counsel and member of the New Zealand Māori Counsel Legal Committee. My tribal and land commitments to Tūhoe are part of who I am and my whānau life. My mahi with the Te Whānau Kotahi Trust is also part of my life commitment to my husbands whānau. The NZMC position requires participation in 2 hui a year and the Tuawhenua Trust is a bi monthly hui. I set out my other mahi to show the experience I come from and to highlight my commitment and passion for our whenua and its people. I have capacity to give Mangatawa Pāpāmoa whenua and tangata the time and commitment it deserves or I would not have accepted the nomination.

I was six years old when my whānau had a celebration on our whenua in Ngāpūtahi because we had our whenua returned to us, this was after we scrapped and fund raised \$3000 to purchase our land that was taken under the Public Works Act back. Even at 6 years old I felt the injustice of buy back my whenua that we had never been asked for let alone paid. This event ignited my drive to become a lawyer. Te Kooti said *“waiho mā te ture, te ture e aki (it is through the instrument of law that the law will be instrumentalist).”* I sought my law degree to be a better kaitiaki of our whenua.

I hold a law degree with Māori as a second major from Waikato University, I have a teaching degree and am a qualified chef. I have worked in all the fields I am qualified in which have provided me with a unique set of skills driven by an inherent need to empower our people to all be better kaitiaki o te whenua me te tangata.

I have provided advice to Mangatawa Pāpāmoa Incorporation and attended events run by the Incorporation for the past couple of years. I believe my unique skill set will be an empowering addition to the Mangatawa Pāpāmoa Incorporation and I look forward to being an advocate for Mangatawa whenua, Mangatawa tangata if elected as a member of the committee.

Nākū noa nei

Hinerau Rameka



Les Wereta Millard

Tēnā tatou e te whānau whānui o te Tahuna ō Rangataua. Ānei ra he uri o Rongomainohorangi, o Tūwairua hoki e mihi atu nei.

Ko Turumakina (Fred) Harawira rāua ko Koau Harawira (Hona) āku tūpuna. Ko Tiria (Dilly) Te Morehu Millard (Harawira) tōku mama. Ko au te tamaiti tuarua ō Tiria. Ko Les Millard tēnei e mihi atu nei.

I came to Tauranga Moana in 1980 with the express purpose of connecting with our local whakapapa, whānau and whenua. I had the pleasure of working alongside and learning from such esteemed kaumātua as Bill Ohia, John Farrell, Riini Paraire, Monty and Tirikawa Ohia.

My passion is to raise awareness of and opportunities for our iwi and hapū so that we can inspire our rangatahi. I believe that we can empower others through being the role models as Māori leaders to drive the economic and social development through a Māori lens. I see the Mangatawa Pāpāmoa Blocks Incorporation as crucial in this kaupapa for our shareholders.

Professional:

- Māori business owner focusing on education and tourism (Travel Ed)
- Relief teaching
- Marae technology support
- International Baccalaureate Organisation Consultant and School Authorisation Team Leader (Asia Pacific)

Qualifications:

- MA (Education) Bath University, UK
- BEd University of Waikato
- DipTchg, TTC

Whānau:

- Pāpāmoa 2B Trustee (former)
- Pāpāmoa No 2 Sec 5A Trustee Chairman (former)
- Mangatawa 4E Trustee (current)
- Turumakina & Koau Harawira Whānau Trust Chairman (current)
- Pāpāmoa Hills Cultural Heritage Regional Park Advisory Group (Ngā Pōtiki representative)

Community:

- Justice of the Peace for New Zealand
- World Rugby Citing Commissioner and Coach of Match Officials



Neil Te Kani

Kia ora tātou,

Nga mihi atu ki a koutou ngā uri o Mangatawa Pāpāmoa.

My name is Te Timatanga Neil Te Kani and I have the pleasure of submitting my resume to you our shareholders.

I have been on the Committee of Management of Mangatawa Pāpāmoa Blocks for three terms and have enjoyed every moment.

I currently hold the position of Chair and see that as a critical position, particularly when the assets and complexity of the business are only going to grow.

I have the Governance and financial experience to assist Mangatawa to become one of the best Incorporations in the Country.

We have land holdings that are being maximised for your financial benefit. In future years those benefits will only grow with management of those assets becoming more critical.

I am shareholder focused and advocate for you at every opportunity. I am a strong believer that continuity creates a stable and well functioning Board - one that will continue the good work we have started.

I therefore submit my name for your consideration at this year's election.

Nō reira e rau rangatira mā ka nui te aroha ki a koutou, tēnā koutou, tēnā koutou, kia ora anō tātou katoa.



Whitiora McLeod

CV and Experience

- RMW securing seats at the Smartgrowth Leadership group table as partners with TCC, WBOP, BOPRC, and now government.
- Securing Māori ward.
- Securing rights of first refusal for land designated 'Surplus to TCC requirements.
- Ongoing input to policy and decision making at the TCC table through various mechanisms of TCC operations.
- 1st official chairman of RMW that is still operating as a mechanism for T.C.C to fulfill some parts of the 2001 RMA for engagement with TW.

I received School certificate and left halfway through sixth form in 1982 to begin my working adult life. I went straight into the Waterfront Industry Commission until a legislative change to the Harbour Board Act in 1989. Progressed to Senior Accounts Clerk, Office Supervisor. From 1990 to 1999 worked on the wharf as a Stevedore and then as a driver with Tasman Pulp & Paper in the Mount Maunganui industrial zone on Totara Street.

From 1999 to 2020 I have dedicated myself to TW kaupapa. In that time, I have gathered 20 years of council constitutional knowledge, kaitiakitanga, governance on Māori entities and corporate entities. I was the claimant and head researcher for the 1061 and 636 claims to the Waitangi Tribunal that concluded with the return of the Mangatawa quarry in 2014. Ngāti Kaahu remains one of the only hapu of Tauranga moana to have land returned.

I was a trustee on TRON IT for the eight years that Ngāi Te Rangi negotiated their claim. I am one of the main contributors to the Ngāi Te Rangi Settlement Strategy and also instrumental in developing the DOS and the eventual institutional documents agreed to by Ngāi Te Rangi Settlement Trust as their trust deed, and also an initial trustee on Ngāi Te Rangi Settlement Trust.

I am currently the NST and TRONIT representative on both the RMW and the TCC Wastewater Management Committee. This committee was formed through the current 35-year RC for the Wastewater plant. I was instrumental in developing that RC for TW issues with a working group made up of six tangata whenua and six councillors. I am also a member of the TCC Standing Committee.

I am the Chairman of NKATT and a trustee on Manaaki Te Awanui, a Māori-based Research trust with it's core business as archiving TW results of monitoring the three waters agenda and securing mātauranga Māori on equal footing with western science in the Environment Court. MTA has secured \$10M in funding over 10 years from government agencies.



Ko Mauao te Maunga
Ko Te Awanui te Moana
Ko Mātaatua te Waka
Ko Ngāi te Rangi te iwi
Ko Ngāti He me ko Ngā Pōtiki ōku hapū
Ko Maungatapu, Hairini, me
Tamapahore ōku Marae
Ko Olsen tōku whānau
Ko Nathan tōku ingoa

Ko Ray Haua rāua,
ko Pirihiri Haua ōku tūpuna
Tokowhita a rāua tamariki, tokowha
ngā tama, tokotoru ngā kōtiro
Ko John rātou ko Margaret ko
Patricia ko Kevin ko Kathy ko
Raymond ko Michael ngā tamariki
Ko Kathy tōku mama
Ko Brian tōku papa
Tōkutoru a rāua tamariki
Ko Rachael rāua ko Megan ōku tuahine
Ko au te pōtiki o te whānau
Ko Megan tōku hoa wāhine
Tokorua a māua tamariki
Ko Elliot rāua ko Charlie a
māua tamariki
Ko Nathan tōku ingoa
Nō reira tēnā koutou katoa

Nathan Olsen

I work for Zespri International Ltd in the digital team as the Business Intelligence Lead. I lead a team of 10 staff globally to deliver reporting and analytics across all business functions of Zespri to support quality and high value decision making. I have worked in business intelligence and analytics for 15 years in Aotearoa and the United Kingdom for 7 years across a number of industries, pharmaceuticals, banking, retail and of course Aotearoa's primary industries, farming and horticulture.

Since returning to live in Tauranga in 2016 I have been active in voluntary roles within the community, most notably as treasurer for Rangataua Sports and Cultural Club for 3 years, an organization I have deep whānau and hapū connections to. I still coach junior rugby for Ngā Papaka o Rangataua, and am excited to see my son's passion for rugby grow at a club that means a tremendous amount to me.

My late mother Kathy Olsen cared equally for the affairs of Mangatawa Pāpāmoa Blocks and was always an active participant in every AGM. Given the opportunity to make a contribution to this organization would mean a lot to me and I know would have meant a lot to my mother.

I attended the University of Otago and hold Bachelor's degrees in Commerce and Science. I live in Pyes Pa, Tauranga with my wife Megan and two children Elliot and Charlie.

Ngā mihi nui

Nathan Olsen



Paula Werohia

Ko Mauao te maunga
Ko Tauranga te moana
Ko Mataatua me Te Arawa ngā waka
Ko Ngāi Te Rangi, Ngāti Ranginui, Ngāti Pūkenga me Te Arawa ōku iwi
Ko Ngā Pōtiki, Ngāti Hē, Ngāti Puapua, Te Pirirākau me Tūhourangi —
Ngāti Wāhiao ōku hapū
Ko Paula Mapuna Werohia tōku ingoa
Tēnā koutou katoa

As most of you know I retired just over two years ago from my position as Executive Manager of the Incorporation. However, I have remained on the Committee of Management and am on 4 other Māori business entities dealing in Kiwifruit (RANGINUI12 TRUST), Forestry (Haparangi A4 Inc.), Tourism (Ngāti Wāhiao / Tūhourangi CT), Whenua Māori Development (Whakarewarewa Development Trust).

Our long-term strategy for the Incorporation has and remains supporting, our whānau/shareholders and beneficiaries in affordable housing, employment and on-job training, ensuring our Kaumātua are well catered for in safe, warm and affordable housing and their health and social needs are met.

We have a successful business that continues to enable us to continue to pay out annual dividends, and grants for Kaumātua Health, Education, Sports & Recreation. Mangatawa also gives koha to our Marae and Community Services that our shareholders use.

Our current years returns on our Kiwifruit has reduced due to crops not as productive as other years, this was brought about by all the wet weather that we had over the last season however, we are not alone as all kiwifruit growers have experienced the drop in their crops and some worse than others.

My heart goes out to our wider whānaunga in the Hawkes Bay and up North with the difficulties they experienced with Cyclone Gabrielle and not forgetting Ngāi Tūkairangi, our own here in Tauranga, who own kiwifruit orchards in the Hawkes Bay and lost considerable amount of crop. The difference with us and other Kiwifruit growers is our business diversification, being as diverse as we are with our business subsidiaries allows us to continue to pay out dividends and grants etc.

Overall, I'm confident Mangatawa will continue to be a leading NZ business well into the future.

I thank you for your continued support and having the confidence in me to represent you in my position on the Committee of Management. I am proud but humbled to have been honoured with the Kings New Zealand Order of Merit in the 2023 New Year awards for my mahi on Māori Land and Business development, again I say thanks to you, our shareholder's for giving me that opportunity.

Lastly, I offer my ongoing assurance in the continued development of our whenua and businesses for continued economic sustainability for the long-term benefit of our Mokokopuna, our future generations.

I seek your continued support at this year's 2023 Annual General Meeting where I have made myself available for re-election, I look forward to seeing you all there.

Paula Mapuna Werohia

